



SARDA PAPERS LIMITED

**28th ANNUAL REPORT
2018-2019**



SARDA PAPERS LIMITED

BOARD OF DIRECTORS

Mr. Manish D Ladage	Director
Mrs. Kamini Kamal Johari	Managing Director
Mr. Mahesh Salamatrai Makhijani	Independent Director
Mr. Krishnamurthy Anantharayanan	Independent Director

SOLICITORS & ADVOCATES

Crawford Bayley & Co.
Mumbai

AUDITORS

SKHD & Associates
Mumbai

REGISTERED OFFICE & WORKS

A-70, M.I.D.C.,
Sinnar, Dist. Nasik, Pin 422 103
Maharashtra Tel : 022 - 42476600
Email : info.spl1991@gmail.com
Website : www.sardapapers.com

BANKERS

Axis Bank

REGISTRAR & TRANSFER AGENTS

M/s. Universal Capital Securities Private Limited.
(Previously known as M/s. Mondkar Computers
Private Limited)
21, Shakil Niwas, Mahakali Caves Road,
Andheri (East), Mumbai - 400093
Tel: 022-28207201/03/05 Fax: 28207207

STOCK EXCHANGE WHERE COMPANY'S SHARES ARE LISTED

Bombay Stock Exchange Limited

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NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of the Members of SARDA PAPERS LIMITED will be held on Monday, 30th day, September 2019 at 2.00pm at the Registered Office of the Company at A/70 MIDC, Sinnar Nasik, - 422103 to transact the following business :

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Manish Dharanendra Ladage (DIN: 00082178) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mrs. Kamini Johari (DIN: 01309286) as the Managing Director

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

"RESOLVED THAT pursuant to Sections 196, 197 and 203 read with other applicable provisions and Schedule V of the Companies Act, 2013 and the provisions of Articles of Association of the company, Mrs. Kamini Johari (DIN: 01309286) be and is hereby appointed as Managing Director of the company for a period of Three years with effect from 25th April, 2019 on terms and conditions of said appointment in such manner as may be agreed to between the Board and Mrs. Kamini Johari.

RESOLVED FURTHER THAT Mrs. Kamini Johari (DIN: 01309286) in the capacity of Managing Director will be entrusted with the powers, authorities, functions, duties, responsibilities etc. by Board of Directors of the company, from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper and expedient for the purpose of giving effect to this resolution."

By Order of the Board

**Mrs. Kamini Johari
Managing Director
DIN: 01309286**

Place: Mumbai

Date: August 14, 2019

Registered Office: A/70 MIDC, Sinnar Nasik, - 422103

**EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013**

The Company is trying to look into new opportunities to carry out business. Mrs. Kamini Johari (DIN: 01309286) had been an Executive Director in Nobel Hygiene Pvt. Ltd. For more than 15 years and has great experience when the company was in its growth phase. The Company feels that by appointing her as Managing Director will provide direction to the company to take new opportunities forward. Your Directors have, at their meeting held on April 25, 2019, appointed Mrs. Kamini Johari as Managing Director of the Company, subject to the approval of members in general meeting, for a period of (3) three years from 25th April, 2019 on terms and conditions referred to in the resolutions at items 3 of the Notice.

In terms of General Circular No. 32/2014 dated July 23, 2014 the Company needs Shareholders' approval by special resolution for the appointment.

The information in pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Mrs. Kamini Johari, Managing Director of the Company, has a very rich experience of around 25 years. She is a B. Sc. Graduate by qualification and has worked in Syndicate Bank for 10 years. She is a Director at Nobel Hygiene Private Limited where she has inculcated a quality driven corporate culture. Her analytical talents have helped the company to improve its product range. She is also involved in the day to day operations of the company.

Mrs. Kamini Johari satisfies all the conditions set out in Part I of Schedule V of the Companies Act, 2013 ("the Act") and is eligible for appointment.

As required under the provisions of the Act, approval of the members is being sought by passing special resolutions for appointment of Mrs. Kamini Johari as Managing Director. Mrs. Kamini Johari holds 578075 equity shares in the Company.

The additional detailed information as per Section II of Part II of Schedule V of the Act is given below:

I. General Information

1.	Nature of Industry	Sarda Papers Limited (“SPL”) is into business of manufacturing and dealing in all kinds and classes of papers, boards and pulp and products made out of paper, board and pulp.			
2.	Date or expected date of commencement of commercial production	Commercial production commenced on 11 th April, 1991			
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	Particulars	2017-18	2016-17	2015-16
		Revenue from Operations (Net)	244,978	199,902	8,041,894
		Other Income	0.00	0.00	360,621
		Total Revenue	244,978	199,902	8,448,542
		Profit / (Loss) before depreciation, finance cost and tax	(621,187)	(952,629)	(212,634)
		Profit / (Loss) after tax	(621,187)	(952,629)	47,132,218
5.	Foreign investments or collaborations, if any	NA			

**II. Information about the Appointee :**

1.	Background details	A brief profile of Mrs. Kamini Johari is given herein above						
2.	Past remuneration	<p>The remuneration drawn by Mrs. Kamini Johari during the past 2 (two) years is as follows</p> <table><tr><td>Year</td><td>Amount</td></tr><tr><td>2018-19</td><td>NIL</td></tr><tr><td>2017-18</td><td>NIL</td></tr></table>	Year	Amount	2018-19	NIL	2017-18	NIL
Year	Amount							
2018-19	NIL							
2017-18	NIL							
3.	Recognition or awards	NA						
4.	Job profile and her suitability	Mrs. Kamini Johari has vast experience as Director at Nobel Hygiene Pvt. Ltd. and had been involved in business development, product development, sales and marketing and administration. This experience will definitely help Sarda Papers Limited in their new product development and marketing.						
5.	Remuneration proposed	NIL						
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	NA						
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	NA						

III. Other Information

1.	Reasons of loss or inadequate profits	<ul style="list-style-type: none">• The earlier machines had become obsolete and hence had to be scrapped.• Company is trying to find new avenues to start trading and / or manufacturing activity.
2.	Steps taken or proposed to be taken for improvement	The Company is evaluating various new opportunities. During 2018-19, the company has signed an agreement to import and sell Paper Trays required in the food industry as a substitute to the Plastic trays used presently. The Company is trying to get customers for the same.
3.	Expected increase in productivity and profits in measurable terms	It will depend on the acceptability of the new product line which the company is exploring.

Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding Director seeking appointment / re-appointment



Mrs. Kamini Johari	
Age	57
Qualifications	B. Sc.
Experience	25 Years
Terms and conditions of re-appointment	NA
Last drawn remuneration	NIL
Date of first appointment on the Board	December 22, 2014
No. of shares held	578075
Relationship with Directors, Managers & Key Managerial Personals	Non
Number of Board Meetings attended during FY 2018-19	4
Other Directorships	1. Fancy Investrade Pvt. Ltd. 2. Powerful Impex Pvt. Ltd. 3. Nobel Hygiene Pvt. Ltd.
Chairman / Member of the Committees of Board of other companies	NA

Your Directors recommend Resolutions No. 3 as Special Resolutions for approval by the Members.

Except Mrs. Kamini Johari, being the appointee and his relative Directors none of the other Directors of the Company and/or Key Managerial Personnel and/or their respective relatives are concerned or interested, financially or otherwise, in the resolutions set out at Items No. 3.

NOTES:

- a) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item nos. 4 set out above.
- b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT OF PROXY DULY COMPLETED AND SIGNED SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY- EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the Total Share Capital of the Company may appoint a single person as proxy, who shall not act a proxy for any other Member.
- c) Members / Proxies should bring the enclosed Attendance Slip duly filled in, along with the Annual Report for attending the Meeting.
- d) The Register of Members and the Share Transfer Books of the Company will remain closed from **23rd September, 2019 to 30th September, 2019 [both days inclusive]**.
- e) **Members are requested to notify any change in their address:**
 - i. to their Depository Participants [DPs] in respect of shares held in Demat form; and



- ii. to the Registrar and Share Transfer Agents of the Company, Universal Capital Securities Pvt. Ltd, 21, Shakil Niwas, Mahakali Caves Road, Andheri [East], Mumbai 400 093, in respect of shares held in physical form, quoting their folio numbers.

As per SEBI Circular No. MRD/DOP/Cir-05/2009 dated May 29, 2009, it is mandatory to quote PAN No. for transfer of shares in physical form. Therefore, the transferee[s] is required to submit a self attested PAN card copy to the Registrar and Share Transfer Agents of the Company for registration of transfer of shares.

- f) Members desiring any information on accounts or operations of the Company are requested to forward their queries to the Company at least eight days prior to the date of the Meeting so that the required information is made available at the Meeting.
- g) Electronic copy of the Annual Report for 2018-19 is being sent to all members whose e-mail IDs are registered with the Registrar and Share Transfer Agents /Depository Participant, unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report is being sent in the permitted mode.
- h) The Ministry of Corporate Affairs has undertaken a "Green Initiative in the Corporate Governance" and allowed companies to share documents with its shareholders through the electronic mode. Members are requested to support this green initiative by registering / updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository participants and in respect of shares in physical form with the Company or its Registrar & Share Transfer Agents M/s. Universal Capital Securities Pvt. Ltd, Unit: Sarda Papers Limited, Shakil Niwas, Mahakali Caves Road, Andheri [East] Mumbai- 400 093, E-mail: info@unisec.in
- i) A proxy form for the Annual General Meeting has been enclosed in the Annual Report
- j) Voting through Electronic means

- I. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosures Requirements), Regulations, 2015, The Company is pleased to provide its 'remote e-voting' (e-voting from a place other than venue of the Annual General Meeting) facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 28th Annual General Meeting (AGM) of the Company, dated 30th September, 2019 (the AGM Notice). The e-voting facility is available at the link www.evotingindia.com.
- II. The facility for voting, either through electronic voting system or through ballot / polling paper shall also be made available at the venue of the 28th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

Shri Jigarkumar Gandhi, Proprietor of JNG & Co., Company Secretaries, Mumbai, has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- A) The instructions to members for voting electronically are as under:-

- (i) The remote e-voting period commences on 27th September, 2019 (09:30 a.m.) and ends 29th September, 2019 (05:00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 23rd September, 2019, may cast their vote by

remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The remote e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:
- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name>, i.e., Sarda Papers Limited on which you choose to vote.



(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system and forward one copy of the same documents to the scrutinizer at info@jngandco.in, for the scrutinizer to verify the same

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board

Mrs. Kamini Johari
Managing Director
DIN: 01309286

Place: Mumbai

Date: August 14, 2019

Registered Office: A/70 MIDC, Sinnar Nasik, - 422103

**DIRECTORS' REPORT**

Dear Shareholders,

Your Directors have pleasure in presenting the Twenty-eighth Annual Report on the business and operations together with the Audited Financial Statements of the Company for the year ended on March 31, 2019.

1] FINANCIAL RESULTS

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Total Income	43,183	2,44,978
Earnings before interest, depreciation and tax	(8,73,530)	(6,21,187)
Interest and Finance Charges	-	-
Depreciation	-	-
Profit/(loss) before exceptional item	(8,73,530)	(6,21,187)
Profit on sale of fixed assets	-	-
Profit/(loss) before Taxation	(8,73,530)	(6,21,187)
Provision for Current Tax	-	-
Provision for Deferred Tax	-	-
Profit after tax	(8,73,530)	(6,21,187)
Earnings per Equity share-Basic & Diluted	(0.28)	(0.20)

2] PERFORMANCE

Company has achieved total revenue of Rs. **43183/-** for the current year as compared to Rs. **244978/-** in the previous year. The company has occurred loss of Rs. 873530/- for current year.

3] DIVIDEND

In view of losses the Board of Directors, do not propose any dividend for the financial year ended 31st March, 2019.

4] TRANSFER TO RESERVE

For the year under review, no amount has been transferred to General Reserve.