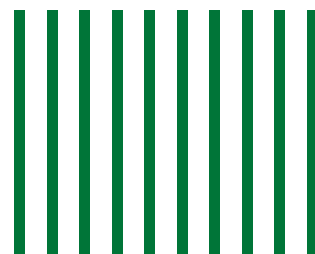




SPECIALITY PAPERS
LIMITED

59th ANNUAL
REPORT
2019-20





CORPORATE INFORMATION

BOARD COMMITTEE

Nemchand Jethalal Gala	:	Chief Financial Officer
Dayaram R. Sharma	:	Non-Executive Non Independent Director
Tanil M. Shah	:	Non-Executive Independent Director
Bhakti Ashish Thakkar	:	Woman Independent Director

AUDIT COMMITTEE

Tanil Mafatlal Shah	:	Chairman
Dayaram Ramdular Sharma	:	Member
Bhakti Ashish Thakkar	:	Member

SHAREHOLDERS / INVESTOR GRIEVANCE COMMITTEE

Dayaram Ramdular Sharma	:	Chairman
Tanil Mafatlal Shah	:	Member
Bhakti Ashish Thakkar	:	Member

NOMINATION AND REMUNERATION COMMITTEE

Tanil Mafatlal Shah	:	Chairman
Dayaram R. Sharma	:	Member
Bhakti Ashish Thakkar	:	Member

REGISTERED OFFICE

Village Morai, National Highway No.8,
Vapi, Dist. Valsad, Gujarat-396191
Tel No: 260 2437159/60
Email Id: csspeciality@gmail.com
Web Site: www.specialitypapersltd.com

LISTED AT

BSE Limited

AUDITORS

Agarwal Sangneria & Co. Chartered Accountants
208, Maker Bhavan-3, Behind Aaykar Bhavan,
21 New Marine Lines, Mumbai-400020.

REGISTRAR SHARE TRANSFER AGENT

Big Share Services Private Limited
E-2/3, Ansa Industrial Estate, Sakivihar Road,
Saki Naka, Andheri (East), Mumbai - 400072

BANKERS

Canara Bank-Kakad Market Branch



CONTENTS

Sr. No.	Particulars	Page No.
1.	Notice	3
2.	Management Discussion and Analysis Report	8
3.	Directors' Report	11
4.	Annexure to Director's Report (MGT-9)	16
5.	Corporate Governance Report	24
6.	Secretarial Audit Report	38
7.	Auditors' Report	42
8.	Balance Sheet	51
9.	Profit & Loss account	52
10.	Cash Flow	54
11.	Notes to Accounts	56
12.	Attendance Slip	68
13.	Proxy Form	69
14.	Ballot Form	70
15.	Route map to the Venue	71



NOTICE

NOTICE is hereby given that the 59th Annual General Meeting of Members of SPECIALITY PAPERS LIMITED will be held at the registered office of the company situated at the Registered Office of the Company at 705, Skylon, Near GIDC Char Rasta, Vapi, Valsad, Gujrat - 396191 on December 28, 2020, Monday at 11:00 am to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2020 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, along with the Reports of the Directors and Auditors thereon.

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

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2020 including the Audited Balance Sheet as at March 31, 2020 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors of the Company for the financial year ended March 31, 2020 along with all annexures as laid before this Annual General Meeting be and are hereby received, considered and adopted.”

2. To appoint a Director in place of Mr. Dayaram Ramdular Sharma Jain (DIN: 07870766), who retires by rotation and being eligible offered himself for re-appointment.

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

“RESOLVED THAT Mr. Dayaram Ramdular Sharma Jain, (DIN: 07870766) who retires by rotation at this Annual General Meeting be and is hereby re-appointed as a Director of the Company and that his period of office be liable to determination by retirement of Directors by rotation.”

Notes:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING IS ENTITLED TO APPOINT A PROXY, WHO NEED NOT BE A MEMBER, TO ATTEND

AND VOTE ON POLL ON BEHALF OF HIMSELF/ HERSELF. The instrument appointing the Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 (forty eight) hours before the commencement of the Meeting. A proxy form for the Annual General Meeting (AGM) is enclosed.

A person can act as a proxy on behalf of the Members not exceeding fifty 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 of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or Member. Proxies submitted on behalf of limited companies, societies, etc. must be supported by valid and effective resolution/ authority, as applicable.

The register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 22nd December, 2020 to Monday, 28th December, 2020 (both days inclusive) for the purpose of the 59th Annual General Meeting of the Company to be held on 28th December 2020.



1. Electronic copy of the 59th Annual Report 2019-20, 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 59th Annual Report 2019- 20, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the physical mode.
 2. Members are requested to :-
 - a. Write to the Company at least 7 days before the date of the meeting, in case they desire any information as regards the Audited Accounts for the financial year ended 31st March 2020, so as to enable the Company to keep the information ready.
 - b. Bring their copy of annual report, attendance slip and their photo identity proof at the Annual General Meeting.
 - c. Intimate to the Registrar & Transfer Agent (R&TA) of the Company immediately, about any change in their address, where the shares are held in electronic form, such change is to be informed to the Depository Participant (DP) and not to the company /R&TA.
 - d. Quote Registered Folio No. or DP ID/Client ID no. in all their correspondence.
 - e. Approach the R&TA of the Company for consolidation of folios.
 - f. Avail of Nomination facility by filing in and forwarding the nomination form to the R&TA, if not already done.
 - g. Send all share transfer lodgments (physical mode)/ correspondence to the R&TA of the Company, M/s. Big Share Services Pvt Ltd up to the date of book closure.
 3. Corporate Members are requested to forward a certified copy of the Board Resolution authorizing. their representatives to attend and vote at the Annual General Meeting.
 4. The Company has listed its shares on the BSE Limited.
 5. All the documents referred to in the Notice are open for inspection at the Registered Office of the Company between 12:00 p.m. to 4:00 p.m. on all working days except Saturdays, Sundays and Public Holidays until the date of the Annual General Meeting or any adjournment(s) thereof.
 6. The Company is supporting “Green Initiative in Corporate Governance”, a step taken by the Ministry of Corporate Affairs wherein the service of various documents including Notice, Directors’ Report, Annual Accounts and various correspondences by a Company can be made through electronic mode which shall also be in compliance with the provisions of Section 20 of the Companies Act, 2013. Supporting this initiative the Company sends its Annual Report to the members whose email ids are available in electronic form. To support this initiative in full measure, Members who have not registered their email address with the Depository through their concerned Depository Participants (DPs) are requested to register the same with their DPs. Members who hold shares in physical form are requested to register their email address with Big Share Services Pvt Ltd.
- In case you desire to receive the documents mentioned above in physical form or register or change your email address, you are requested to send an e-mail to csspeciality@gmail.com
7. In terms of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company has made arrangement to its members to exercise their right to vote at Annual General Meeting by electronic means.



8. The members shall note that the facility for voting shall also be provided at the meeting through poll paper and the members attending the meeting who have not cast their vote by remote e- voting shall be able to exercise their voting rights at the meeting. If the members have already cast their vote by remote e-voting prior to the meeting they may attend the meeting but shall not be entitled to cast their vote again and his vote, if any, cast at the meeting shall be treated as invalid.

The instructions for members for voting electronically are as under:-

- (i) The voting period begins Friday, 25th December 2020 at 11:00 a.m. and ends on Sunday, 27th December 2020 at 5:00 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 (record date) of 22nd December 2020 may cast their vote electronically. The e- voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 (v).



- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <SPECIALITY PAPERS LIMITED> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) 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. Apple 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.
- (xix) 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 mailed 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



- (xx) 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.
11. The voting rights of shareholders 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 21st December 2020.
 12. M/s Hardik Darji & Associates. Company Secretaries (Membership No. ACS 47700) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (Including the ballot form received from the members who do not have access to e-voting process) in a fair and transparent manner.
 13. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through e- voting in the presence of at least two (2) witnesses not in the employment of the Company and make, within a period not exceeding three (3) days from the conclusion of the meeting a Consolidated Scrutinizer's Report of the total votes cast in favour or against, or invalid votes in connection with the resolution(s) mentioned in the notice of the meeting and same forthwith to the chairman of the company.
 14. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.
 15. 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 of Directors

For **Speciality Papers Limited**

Dayaram Sharma
(Director)

Date : 7 December, 2020
Place: Vapi



MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion & Analysis (MDA) is a report which enables the investors to see the company “through the eyes of Management”

MDA provides material, historical and Prospective disclosure that enables the Investors and other user of information to access the financial condition, change in financial condition and result of operations of public Company, especially the company's Prospectus for the future.

MISSION:

The mission of Speciality Papers Limited is to provide all customers with Quality product and better services that regularly fulfill their expectations, to optimize all the efforts of the Team in the business of manufacturing and trading of Speciality paper with due consideration towards quality maintenance and ultimate capacity utilization of production for regular flow of supply.

OBJECTIVE:

To be a Quality Leader and Low Cost Operator in the Industry, while persisting environment re-spacing by way of use of recycled paper and to provide maximum benefit to the clients as well

FUTURE OUTLOOK:

The paper industry's challenges would offer opportunities for the best integrated mills with the ability to produce high quality products at the most competitive prices. Vertically integrated producers with the latest technology would be able to offer the best quality products while containing their costs. Improved processes and cost controls would facilitate margins and manage competitive pressures.

It's given in Detailed in Board's Report.

COMPANY BUSINESS:

Speciality Papers Limited is a manufacturer of paper and paper related products established in 1961,

Company is focused on reducing the cost and increasing the sales and profitability. Company has plans to perk up production facilities to

- Improve the overall in the Quality of the papers to the international standard. Increase the speed of the machinery to obtain the more product
- Technology makes tasks easier, quicker, more efficient, and better.

OPPORTUNITIES:

There is ample opportunity for the Company for Product Development and Growth in the Markets across India in the years to come. Further the Company is looking forward to employ various plans to expand its business activities.

The Major factors determining the opportunities are as follows:

- Strong economic growth forecast
- Increased literacy
- Increased government spending on Education
- This said growth derives augment the demand for paper industry in India.



THREATS:

The Economic Environment is subject to the threats. Where there are ample of opportunities, there are bound to be certain threats attached to it. Company may come across certain threats in the future in the Market for the Product due to following factors:

- Increasing imports of low priced paper products from countries like china, Indonesia.
- Increasing competitive pressures from un-organized sector.
- Foreign exchange currency fluctuations impact the imported raw material prices.

The Company participates and operates in varied environments, both politically and geographically, where exploration, production and development is more challenging technologically, operationally and financially. While the strengthening of rupee gives comfort on purchase of assets, it adversely affects the earnings in rupee terms. In the projects and countries where your Company has large investments, the risks and losses due to expropriation, change in fiscal regime, additional taxes and increase in Government share or restrictions on exports.

The Company is well prepared to take the challenges in the market and further if required mitigate the risk. The Proper Internal Control System are employed throughout the Company to facilitate disciplined working and transparent activities.

SEGMENT- WISE OR PRODUCT WISE PERFORMANCE:

The Company has only one business segment i.e. Paper and hence segment wise or product wise performance is not given.

HUMAN RESOURCE:

Human resources continue to be a valuable and intangible asset and key success factor for the Company to grow and sustain its market position in a highly competitive and challenging environment. Company believes that people are the pivotal force behind the growth and excellence in business operations. The overall performance and the market position, the Company enjoys is the result of the aggregate strength of its people.

The Company during the year has specially focused on to developmental activities comprising of sharpening of skills and abilities, developing academic and professional knowledge and cultivating appropriate behavioral skill sets, such as improving interpersonal relations, team building abilities, effective communication and presentation skills. Focus on developing leadership skills and building talent for the future and the process of improving organizational and human capability through competency mapping of managerial positions in all areas of the company's operations, continued as a major initiative.

The Company is committed to provide the right environment to its employees to work and to inculcate a sense of ownership and pride.

Internal Controls:

The company's Internal Control systems are commensurate with the nature and size of its operations.

Review of Internal Control systems covers following aspects:

- Financial propriety of business transactions.
- Accurate financial reporting of transactions as per applicable Accounting Standards and policies.
- Safeguarding assets of the company.
- Compliance with relevant statutes, listing agreement provisions, management authorizations, procedures and policies.
- Review of information technology and other business systems so as to suggest ways and means of cost optimization.
- The Audit Committee reviews the internal audit findings. Further, the Audit Committee meet the Internal and Statutory Auditors to be assured of the Operations of the internal controls.