



# SARDA PAPERS LIMITED

Admin Office : S002 B, 2 Floor, Vikas Centre, S. V. Road, Santacruz (W), Mumbai 400 054. (INDIA)  
Phone : 91-22-6678 0131 / 6678 0132 • Fax : 91-22-2661 4087 / 6678 0135  
Email : share@sardagroup.com  
CIN : L51010MH1991PLC061164

**PROCEEDING OF TWENTY-THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF SARDA PAPERS LIMITED WAS HELD ON TUESDAY THE 30<sup>TH</sup> SEPTEMBER, 2014 AT 1.00 P. M. AT THE REGISTERED OFFICE OF THE COMPANY AT A-70 M.I.D.C., SINNAR, DIST. NASIK, PIN 422 103 MAHARASHTRA**

**AGENDA 1: ORDINARY RESOLUTION - ADOPTION OF THE AUDITED ACCOUNTS, DIRECTOR'S REPORT AND AUDITOR'S REPORT**

The Notice dated 12<sup>th</sup> August, 2014 convening the meeting was read along with the Auditor's Report on the Accounts for the year ended 31<sup>st</sup> March, 2014. The Director's Report already circulated among the members was taken as read. The following resolution was passed unanimously after it was proposed by Shri Deendayal Biyani and seconded by Shri Nitin Balkrishna Somani and passed as an Ordinary Resolution.

"RESOLVED THAT the Audited Balance Sheet of the Company as at 31.03.2014, the Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on that date alongwith the Director's Report and the Auditors Report be and is hereby adopted."

**AGENDA 2 : ORDINARY RESOLUTION - REAPPOINTMENT OF DIRECTOR**

The Chairman informed the meeting that in terms of Articles of Association of the Company Shri Bansilal Ghisulal Sharma (DIN : 00044548), Director of the Company who retires by rotation and being eligible, offers himself for re-appointment. After duly proposed by Mrs. Shanti Sailoni and seconded by Shri Anil Haribhau Kokane was passed as an Ordinary Resolution.

"RESOLVED THAT Shri Bansilal Ghisulal Sharma, be and is hereby re-appointed as a Director of the Company whose term of office will be determined by rotation among directors."

**AGENDA 3: ORDINARY RESOLUTION - REAPPOINTMENT OF AUDITORS**

The Chairman informed the meeting that the Company has received consent letter from the existing Auditors U/S. 224(1-B) of the Companies Act, 1956 stating that, if appointed the said appointment would be within the limits as prescribed under Companies Act, 1956. Thereafter the following resolution was proposed by Mr. Ashok Sitaram Sharma and seconded by Mr. Rajesh Biyani was passed as an Ordinary Resolution.

"RESOLVED THAT pursuant to Section 139, 140 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendation of the Audit Committee, M/s Shyam Malpani & Associates (Reg. No.120438W), Chartered Accountants, the retiring Auditors of the Company, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting ("AGM") until the conclusion next Annual General Meeting of the Company at a remuneration to be determined by the Board of Director/Audit Committee of the Company"



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## SPECIAL BUSINESS

### AGENDA 4: ORDINARY RESOLUTION – APPOINTMENT OF SHRI ANANDKUMAR SHYAMSUNDER PODAR (DIN : 00435786), AS AN INDEPENDENT DIRECTOR

The following resolution was proposed by Mr. B. L. Sharma and seconded by Shri Balasaheb Balwant Pawar was passed as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013, Rules made thereunder, Mr. Anandkumar Shyamsunder Podar (DIN: 00435786), who was appointed as an Additional Independent Director of the Company by the Board of Director with effect from 4<sup>th</sup> October, 2013 and hold office up to the date of this Annual General Meeting and has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and is eligible for appointment, and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Anandkumar Shyamsunder Podar as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office of the Director up to 29<sup>th</sup> September, 2015 not liable to retire by rotation.”

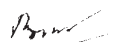
### AGENDA 5: ORDINARY RESOLUTION – APPOINTMENT OF SHRI GAURISHANKAR RADHAKISHAN DAMANI (DIN : 01068916), AS AN INDEPENDENT DIRECTOR

The following resolution was proposed by Mr. Gopal Chandra Mundra and seconded by Mrs. Asha Mundra was passed as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013, Rules made thereunder, Mr. Gaurishankar Radhakishan Damani (DIN: 01068916), who was appointed as an Additional Independent Director of the Company by the Board of Director with effect from 4<sup>th</sup> October, 2013 and hold office up to the date of this Annual General Meeting and has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and is eligible for appointment, and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Gaurishankar Radhakishan Damani as a candidate for the office of a director of the Company up to 29<sup>th</sup> September, 2015, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation.”

Thanking You,

Yours Faithfully,  
**For SARDA PAPERS LTD.**

  
Managing Director,

**BANSILAL SHARMA**

**DIN : 00044548**