

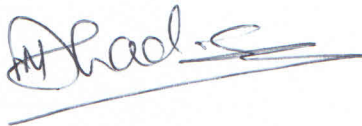
August 14, 2015

**FORM A**

**(Pursuant to Clause 31(a) of the Listing Agreement)**

1.	Name of the Company	<b>SARDA PAPERS LIMITED</b>
2.	Annual Financial Statements for the year ended	31 <sup>st</sup> March, 2015
3.	Type of Audit qualification	<b>Non provision of depreciation on Plant &amp; Machinery and Factory Building:</b> - Auditor has qualified stating that the depreciation amounting to Rs. 32.84 Lacs has not been charged to Profit and Loss Account due to closure of plant on account of discontinuation of manufacturing operations in earlier years.
4.	Frequency of qualification	<b>Non provision of depreciation on Plant &amp; Machinery and Factory Building:</b> - Since 2011 Company has not been provided depreciation on Plant & Machinery due to closure and suspension of manufacturing activities. Total depreciation not provided on Plant & Machinery for the year is Rs. 28.68 Lacs and Factory Building is Rs. 4.16 Lacs.
5.	Draw attention to relevant notes in the annual financial statements and management response to the qualification in Directors Report:	Refer Auditors and Their Reports as specified in the Directors Report for the management response to the qualification.
6.	Additional comments from the Board / Audit Committee chair:	The Company has disposed off its Land & Building and Plant & Machinery during the year 2015-16 subsequent to the Financial year ending 2014-15 at a profit and accordingly this qualification will not be there for the subsequent years.

For **SARDA PAPERS LIMITED**



**Manish D. Ladage**  
Director  
DIN: 00082178

For **SHYAM MALPANI & ASSOCIATES**

Chartered Accountants

Firm Registration No.: 120438W



**Shyam Malpani**  
Proprietor  
Membership No.: F 34171





**SARDA PAPERS LIMITED**

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**24th ANNUAL REPORT  
2014-2015**

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# SARDA PAPERS LIMITED

## BOARD OF DIRECTORS

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

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## SOLICITORS & ADVOCATES

Crawford Bayley & Co.  
Mumbai

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## AUDITORS

Shyam Malpani & Associates  
Mumbai

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## REGISTERED OFFICE & WORKS

A-70,M.I.D.C.,  
Sinnar, Dist. Nasik, Pin 422 103  
Maharashtra Tel : 02551-230135  
Email : info.spl1991@gmail.com  
Website : www.sardapapers.com

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## BANKERS

Citi Bank  
Axis Bank

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## REGISTRAR & TRANSFER AGENTS

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

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## STOCK EXCHANGE WHERE COMPANY'S SHARES ARE LISTED

Bombay Stock Exchange Limited

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## NOTICE

NOTICE is hereby given that the 24<sup>th</sup> Annual General Meeting of the Members of SARDA PAPERS LIMITED will be held on 30<sup>th</sup> day, September 2015 at 2.00 pm at the Registered Office of the Company at A/70 MIDC, Sinnar Nasik, - 422103 to transact the following business :

### **Ordinary Business**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2015, together with the Reports of the Board of Directors and the Auditors thereon.
2. To consider and, if thought fit, to pass the following resolution, with or without modification, as an Ordinary Resolution

“RESOLVED That pursuant to the provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the Audit Committee the Company hereby ratifies the appointment of M/s. **Shyam Malpani & Associates**, Chartered Accountants, Mumbai (Registration No. 120438W) as the Statutory auditors of the Company to hold office from the conclusion of this AGM till the conclusion of next Annual General Meeting (“AGM”) of the Company to examine and audit the accounts of the Company for the Financial Year 2015-16 on such remuneration plus service tax as may be mutually agreed between the Board of Directors and Auditors and out of pocket expenses.”

### **Special Business**

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

“RESOLVED that Mrs. Kamini Johari, (DIN: 01309286), an Additional Director of the Company, who under Section 161 of the Companies Act, 2013 holds office only up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 and other applicable provisions, if any, of the said Act proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company liable to retire by rotation.”

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

“RESOLVED that Mr. Manish D. Ladage (DIN: 00082178), an Additional Director of the Company, who under Section 161 of the Companies Act, 2013 holds office only up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 and other applicable provisions, if any, of the said Act proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company liable to retire by rotation.”

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

“RESOLVED that Mr. Krishnamurthy Anantharayanan (DIN: 06579510), an Additional Director of the Company, who under Section 161 of the Companies Act, 2013 holds office only up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 and other applicable provisions, if any, of the said Act proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company liable to retire by rotation.”

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

“RESOLVED that Mr. Mahesh Salamatrai Makhijani (DIN: 00322226), an Additional Director of the Company, who under Section 161 of the Companies Act, 2013 holds office only up to the date of this Annual General Meeting and

in respect of whom the Company has received a notice in writing from a member under Section 160 and other applicable provisions, if any, of the said Act proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement (as amended from time to time), Mr. Krishnamurthy Anantharayanan (DIN: 06579510), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and whose period of office was liable to retire by rotation under the provisions of Companies Act, 1956 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 Independent Director, being so eligible, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 30/01/2015, not liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement (as amended from time to time), Mr. Mahesh Salamatrai Makhijani (DIN: 00322226), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and whose period of office was liable to retire by rotation under the provisions of Companies Act, 1956 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 Independent Director, being so eligible, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 30/01/2015, not liable to retire by rotation.”

By Order of the Board

Mr. Manish Ladage  
Director (DIN: 00082178)

Place : Mumbai  
Date : August 14, 2015  
Registered Office:  
A/70 MIDC, Sinnar Nasik, - 422103

**NOTES:**

- [a] The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item nos. 3 to 8 set out above and the relevant details in respect of item No. 3 to 8 sets out above of the Notice pursuant to Clause 49 of the Listing Agreement with BSE Limited, are annexed hereto.
- [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 24<sup>th</sup> September, 2015 To 30<sup>th</sup> September, 2015 [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 2014-15 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

a. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, The Company has provided '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 24<sup>th</sup> Annual General Meeting (AGM) of the Company. The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com).

b. The facility for voting, either through electronic voting system or through ballot / polling paper shall also be made available at the venue of the 24<sup>th</sup> 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.

- c. The remote e-voting period commences on 26<sup>th</sup> September, 2015 (10.00 a.m.) and ends 29<sup>th</sup> September, 2015 (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 23<sup>rd</sup> September, 2015, 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.
- d. Mr. Jigarkumar Gandhi of JNG & Co, Company Secretaries, Mumbai, has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner

**B) The process and manner for remote e-voting are as under:**

1. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on "Shareholders" tab.
3. 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.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

**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"> <li>• 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 last 8 digits of the Sequence number which is mentioned in address Label affixed on Annual Report, in the PAN field.</li> <li>• 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.</li> </ul> |
| DOB                   | Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.  |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank details in order to login. If the details are not recorded with the depository or Company please enter the member id/ folio number in the Dividend Bank details field.</li> </ul>  |



7. After entering these details appropriately, click on "SUBMIT" tab.
8. Members holding shares in physical form will then reach directly 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.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN of "SARDA PAPERS LIMITED" on which you choose to vote.
11. 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.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. 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.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
16. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. Note for Non-Individual Shareholder and Custodians
  - Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details they have to create a compliance user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
18. 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)



**EXPLANATORY STATEMENT.**Item No.3.

On the recommendation of the Nomination and Remuneration Committee, Mrs. Kamini Johari, was appointed as an Additional Director by the Board of Directors at its meeting held on 22<sup>nd</sup> December, 2014. As Additional Director, Mrs. Kamini Johari's term of office will expire at the forthcoming Annual General Meeting. A Notice has been received under Section 160 of the Companies Act, 2013 from a member of the Company, along with the requisite deposit, proposing his candidature for the office of Director.

Mrs. Kamini Johari is a Bsc. Graduate and a co-founder of Nobel Hygiene Private Limited, which is one of the efficient manufacturers of adult diaper in India, your Directors feel that it will be in the interest of the Company to appoint Mrs. Kamini Johari as a Director so that her advice and guidance would continue to be available to the Board and benefit the Company.

Mrs. Kamini Johari is concerned or interested in the Resolution at item No.3 of the Notice. Other than Mrs. Kamini Johari, no other Director, key managerial personnel or their respective relatives is/are concerned or interested in the Resolution.

Your Directors consider Mrs. Kamini Johari appointment as Director will be in the interest of the Company and, accordingly, commend the Resolution at item No. 3 for acceptance by the members.

Item No.4.

On the recommendation of the Nomination and Remuneration Committee, Mr. Manish Ladage, was appointed as an Additional Director by the Board of Directors at its meeting held on 22<sup>nd</sup> December, 2014. As Additional Director, Mr. Manish Ladage term of office will expire at the forthcoming Annual General Meeting. A Notice has been received under Section 160 of the Companies Act, 2013 from a member of the Company, along with the requisite deposit, proposing his candidature for the office of Director.

Mr. Manish Ladage is a Chartered Accountant and a co-founder of Mastermind Financial Services Limited, your Directors feel that it will be in the interest of the Company to appoint Mr. Manish Ladage as a Director so that his advice and guidance would continue to be available to the Board and benefit the Company.

Mr. Manish Ladage is concerned or interested in the Resolution at item No.4 of the Notice. Other than Mr. Manish Ladage, no other Director, key managerial personnel or their respective relatives is/are concerned or interested in the Resolution.

Your Directors consider Mr. Manish Ladage appointment as Director will be in the interest of the Company and, accordingly, commend the Resolution at item No. 4 for acceptance by the members.

Item No.5.

Mr. Krishnamurthy Anantharayanan, was appointed as an Additional Independent Director by the Board of Directors at its meeting held on 30<sup>th</sup> January, 2015. As Additional Director, Mr. Krishnamurthy Anantharayanan term of office will expire at the forthcoming Annual General Meeting. A Notice has been received under Section 160 of the Companies Act, 2013 from a member of the Company, along with the requisite deposit, proposing his candidature for the office of Director.

Mr. Krishnamurthy Anantharayanan is a Graduate, your Directors feel that it will be in the interest of the Company to appoint Mr. Krishnamurthy Anantharayanan as a Independent Director so that his advice and guidance would continue to be available to the Board and benefit the Company.

Mr. Krishnamurthy Anantharayanan is concerned or interested in the Resolution at item No.5 of the Notice. Other than Mr. Krishnamurthy Anantharayanan, no other Director, key managerial personnel or their respective relatives is/are concerned or interested in the Resolution.

Your Directors consider Mr. Krishnamurthy Anantharayanan appointment as Director will be in the interest of the Company and, accordingly, commend the Resolution at item No. 5 for acceptance by the members.

Item No.6.

Mr. Mahesh Salamatrai Makhijani, was appointed as an Additional Independent Director by the Board of Directors at its meeting held on 30<sup>th</sup> January, 2015. As Additional Director, Mr. Mahesh Salamatrai Makhijani term of office will expire



at the forthcoming Annual General Meeting. A Notice has been received under Section 160 of the Companies Act, 2013 from a member of the Company, along with the requisite deposit, proposing his candidature for the office of Director.

Mr. Mahesh Salamatrai Makhijani is a Chartered Accountant, your Directors feel that it will be in the interest of the Company to appoint Mr. Mahesh Salamatrai Makhijani as a Independent Director so that his advice and guidance would continue to be available to the Board and benefit the Company.

Mr. Mahesh Salamatrai Makhijani is concerned or interested in the Resolution at item No.6 of the Notice. Other than Mr. Mahesh Salamatrai Makhijani, no other Director, key managerial personnel or their respective relatives is/are concerned or interested in the Resolution.

Your Directors consider Mr. Mahesh Salamatrai Makhijani appointment as Director will be in the interest of the Company and, accordingly, commend the Resolution at item No. 6 for acceptance by the members.

Item No.7 &8

Mr. Krishnamurthy Anantharayanan and Mr. Mahesh Salamatrai Makhijani are Non-Executive Independent Directors of the Company, not liable to retire by rotation.

In order to comply with the above provisions, it is proposed to appoint Mr. Krishnamurthy Anantharayanan and Mr. Mahesh Salamatrai Makhijani as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for a term of 5 (five) consecutive years from 30<sup>th</sup> January, 2015 and they shall not be liable to retire by rotation.

Mr. Krishnamurthy Anantharayanan and Mr. Mahesh Salamatrai Makhijani are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received separate notices in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Mr. Krishnamurthy Anantharayanan and Mr. Mahesh Salamatrai Makhijani for the office of the Directors of the Company.

The Company has also received declarations from Mr. Krishnamurthy Anantharayanan and Mr. Mahesh Salamatrai Makhijani that they meet the criteria of independence as prescribed both under Section 149(6) of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Krishnamurthy Anantharayanan and Mr. Mahesh Salamatrai Makhijani fulfill the conditions for appointment as Independent Directors as specified in the Act and rules framed thereunder and the Listing Agreement. Mr. Krishnamurthy Anantharayanan and Mr. Mahesh Salamatrai Makhijani are independent of the management. The Nomination and Remuneration Committee has recommended the appointments of Mr. Madan Mohan Jain and Mr. T. S. Bhattacharya as Independent Directors.

Mr. Krishnamurthy Anantharayanan and Mr. Mahesh Salamatrai Makhijani possess appropriate skills, experience and knowledge. Keeping in view, their vast experience and knowledge, it will be in the interest of the Company that Mr. Krishnamurthy Anantharayanan and Mr. Mahesh Salamatrai Makhijani be appointed as Independent Directors.

A copy of the draft letter of appointment setting out the terms and conditions of appointments of the aforesaid Directors is available for inspection by the members at the Registered Office and Corporate Office of the Company during normal business hours (9.00 am to 5.00pm) on all working days except Saturdays, up to and including the date of the Meeting of the Company

Mr. Krishnamurthy Anantharayanan and Mr. Mahesh Salamatrai Makhijani are interested in the resolutions set out respectively at item Nos. 7 & 8 of the Notice with regard to their respective appointments.

The relatives of Mr. Krishnamurthy Anantharayanan and Mr. Mahesh Salamatrai Makhijani may be deemed to be interested in the resolutions set out respectively at item Nos. 7 & 8 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except above, none of the other Directors and/or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in these resolutions.

The Board recommends the Ordinary Resolutions set out at Item Nos. 7 & 8 of the Notice for approval by the members.



## Directors' Report

To the members,

We are privileged to place before you the 24<sup>th</sup> Annual Report of your Company together with Audited Financial Accounts for the Financial Year (FY) ended 31<sup>st</sup> March 2015.

### Financial Results

Particulars	(Amount in Rupees)	
	2014-15	2013-14
Profit before Tax	2,08,853	50,376
Less : Current Taxes	-	-
Less : Deferred Tax	-	-
Profit for the year	2,08,853	50,376
Add : Balance in Profit & Loss Account	(7,35,83,058)	(7,36,33,434)
Sub-Total	(7,33,74,205)	(7,35,83,058)
Less : Appropriations		
Adjustment relating to Fixed Assets	(3,02,256)	-
<b>Closing Balance</b>	<b>(7,36,76,461)</b>	<b>(7,35,83,058)</b>

### Dividend:

In view of the accumulated losses, your directors are unable to recommend any dividend on Equity as well as Preference Shares for the year.

### Performance & Operations

Since last many years, the paper industry has gone through tremendous technological changes with new generation machineries having come in which have changed the entire business dynamics and the company has not been able to cope up with the changes due to its financial constraints and lack of capability to adopt to these technological changes and eventually the turnover of the company kept deteriorating year after year leading to substantial losses. Accordingly manufacturing operations were suspended in June, 2009 and eventually the old obsolete machinery have been sold to clean some of the liabilities.

The company is now planning to restart its business operations by dealing in the paper products by trading in the same. This will need some working capital. The company does not envisage starting again its manufacturing unit and hence sold the factory, land and building for a lumpsum consideration of Rs.9.00 crores on 3<sup>rd</sup> June, 2015 to the Nobel Hygiene Private Limited after taking the shareholders approval and other formalities.

### Material changes and Commitments affecting financial position between the end of the financial year and date of report

The Company has entered into an agreement with Nobel Hygiene Private Limited for the assignment of lease for the leasehold Land & Factory Building thereon situated at A/70, MIDC, Sinnar, Nashik. and have also received the agreed consideration of Rs.9.00 crores for the same. Out of the consideration the Company has redeemed its preference shares of Rs.4.25 crores issued to the Nobel Hygiene Private Limited on 11<sup>th</sup> June, 2015 and has also cleared all its other outside liabilities.

### Internal Financial control

The Company has in place adequate internal financial control with reference to financial statements. During the year, such controls were tested and no reportable material weakness in designs or operations were observed.

**Deposits**

The Company has not accepted any deposit from the public during the year.

**Statutory Auditor**

**M/s. Shyam Malpani & Associates**, Chartered Accountants, Statutory Auditor of the Company, hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. They have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for re-appointment.

**Comments on Auditor qualifications**

The observations made by the Auditor in their report are self explanatory and therefore do not call for any comment.

**Significant & Material Orders – Going Concern Status**

There are no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and company's operation in future.

**Extract of Annual Return**

In accordance with Section 134 (3) (a) of the Companies Act, 2013, an extract of the Annual Return in the prescribed format is appended as Annexure 1 to the Board's Report.

**Conservation of Energy, technology absorption and Foreign exchange earnings and outgo**

A statement giving details of conservation of energy, technology absorption and foreign exchange earnings and outgo as required to be disclosed under the Act, are provided in Annexure 2 to this report.

**Corporate Social Responsibility (CSR)**

As company is not falling in the criteria specified under section 135(1) of the Companies Act, 2013, no comment is invited.

**Changes in Directors**

Pursuant to Share Purchase Agreement dated 02<sup>nd</sup> September, 2014 and successful completion of open offer existing management of the Company ie. Shri Bansilal Sharma, Shri B S Rathi, Shri Anand Kumar Poddar and Shri Gourishankar Damani tabled the resignation and same were accepted by the management with effect from closing hours of 30th January, 2015.

During the year under review, Existing board has appointed Mr. Manish D. Ladage & Mrs. Kamini Johari as Additional Director and Mr. Mahesh Makhijani & Mr. Krishnamurthy Ananthanarayanan as an Independent Additional Director till the forth coming Annual General Meeting.

The Company has received a notice in writing from the share holders under Section 160 of the Companies Act, 2013 proposing their candidature for the office of Director of the Company at the forthcoming Annual General Meeting.

During the year all the directors were appointed as additional directors and seek their appointment as a director in the forth coming Annual General Meeting and hence the provision of retirement by rotation is not applicable.

**Declaration by an Independent Director**

The Company has received the necessary declaration from each independent director under Section 149 (7) of the Companies Act, 2013 that he/she meets the criteria of Independence laid down in Section 149 (6) of the Companies Act, 2013.

**Board evaluation**

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other

individual Directors which include criteria for performance evaluation of the non-executive directors and executive directors which reviewed periodically.

**No. of Board Meetings**

The Board meets 8 times during the financial year. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

**Particulars of Employees and Related Disclosure**

Particulars of employees within the meaning of Section 197 (12) of the Act read with Rules 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 have not been furnished as there was no employee in the aforesaid category.

**Audit Committee**

The Audit Committee comprises of following

Sr. No.	Name of the Director	With effect from – (upto)
1	B S Rathi	(30/01/2015)
2	Anandkumar Poddar	(30/01/2015)
3	Gaurishankar Damani	(30/01/2015)
4	Manish D Ladage	30/01/2015
5	Mahesh Makhijani	30/01/2015
6	Krishnamurthy Ananthanarayanan	30/01/2015

**Vigil mechanism**

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Listing Agreement, includes an Ethics & Compliance Task Force. Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or a letter to the Task Force or to the Chairman of the Audit Committee.

**Particulars of loans, guarantees or investments**

The Company has not given any loan, guarantees or made investments under Section 186 of the Companies Act, 2013.

**Particulars of contracts or arrangements with related parties:**

All contracts or arrangements with related parties entered into or modified during the financial year were on a arms length basis and in the ordinary course of business. All such contracts or arrangements have been approved by the Audit Committee. Particulars of contracts or arrangement with related parties referred to in Section 188 (1) of the Companies Act, 2013, in the prescribed form AOC-2, is appended as Annexure 3 to the Board Report.

**Policy on Director’s appointment and Remuneration:**

Nomination and Remuneration Committee has formulated a policy relating to remuneration for the directors, KMPs and other employees, however during the Year Company has not paid any remuneration to directors and no employees are there on the pay roll of the Company.

**Secretarial Auditor**

The board has appointed M/s. JNG & Co., Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2014-15. The Secretarial Audit report for the financial year ended March 31, 2015 is appended as Annexure 4 to the Board Report.

**Comments on Secretarial Audit Qualification**

The observations made by the Company Secretary in their report are self explanatory and therefore do not call for any comment.



**Risk management policy**

Your Company has an elaborate Risk Management procedure, which is based on three pillars: Business Risk Assessment, Operational Controls Assessment and Policy Compliance processes. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. Some of the identified risks relate to competitive intensity and cost volatility.

**Directors' Responsibility Statement**

Your Directors State that:

- a) In the preparation of the annual Accounts for the year ended March 31,2015, the applicable accounting standard read with requirements set out under schedule III to the act, have been followed and there are no material departures from the same;
- b) the Directors have selected such accounting policies and applied the consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31,2015, and of the profit of the company for the year ended on that date;
- c) the director have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the act of safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors have prepared the annual accounts on a 'going concern' basis;
- e) the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**Prevention of Sexual Harassment at Work place**

Your director state that during the year under review, there were no cases filed pursuant to the Sexual harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**Management Discussion & Analysis Report & Corporate Governance Report**

Pursuant to SEBI Circular No.CIR/CFD/POLICY CELL/7/2014 the The Clause 49 of the Listing Agreement shall be applicable to all companies whose equity shares are listed on a recognized stock exchange. However, compliance with the provisions of Clause 49 shall not be mandatory, for the time being, in respect of the Companies having paid up equity share capital not exceeding Rs.10 crore and Net Worth not exceeding Rs.25 crore, as on the last day of the previous financial year; As our company's paid up equity share capital is not exceeding Rs.10 crore and Net Worth not exceeding Rs.25 crore, as on the last day of the previous financial year, compliance with provisions of Clause 49 is time being not applicable.

**Acknowledgements**

Your Directors wish to place on record their appreciation of the continued support and valuable co-operation received from the Company's Bankers, Institutions, Customers, Suppliers and Share Holders.

**On behalf of the Board of Directors**

**(Kamini Kamal Johari)**  
**DIN: 01309286**  
**Chairman**

**Place: Mumbai**

**Date: August 14, 2015**



Form No. MR-3  
**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 2015**

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members,  
Sarda Papers Limited,  
A/70 MIDC, Sinnar, Nasik - 422103

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sarda Papers Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Sarda Papers Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Sarda Papers Limited ("the Company") for the financial year ended on 31<sup>st</sup> March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the Audit Period)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the Audit Period)**

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)** and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period)**
- (vi) Other laws as applicable specifically to the company as informed by the management that the manufacturing activity of the Company is stopped since the company went to BIFR and company do not have any employees hence labour laws were not applicable

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited

However, it was noted that compliance of secretarial standards issued by ICSI were not mandatory as none of the standards were notified during the period under review.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, mentioned hereinabove and there is adequate compliance management system for the purpose of other laws. We have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliances under other laws and regulations applicable to the Company. We have relied on the report of internal as well as statutory auditors of the Company for compliance system relating to direct tax, indirect tax and other tax laws except followings

1. *The company was required to appoint Company Secretary, as KMP, under section 203 of the Companies Act, 2013 and same was not appointed during the audit period.*
2. *The Company's accumulated losses at the end of the Current year more than fifty percent of its net worth. However it may be noted that the Company has not incurred cash losses during the audit period.*
3. *The Company has non compliance with the provisions of clause 41 of the listing agreement in respect of quarterly submission of Limited Review Reports to the stock exchanges*
4. *The Company has non-provision of depreciation for the year on plant and machinery and factory building aggregation to Rs.32.84 Lacs due to closure of plant on account of suspension of manufacturing operations and consequential overstatement of fixed assets and overstatement of profit for the year Rs.32.84 Lacs.*
5. *In spite of the erosion of its entire net worth, the management of the Company is actively pursuing various options for commencing its operations/ disposal of the assets. Keeping in view the above, the management of the Company has prepared the financial statements on a going concern basis.*



6. The disputed statutory dues aggregating to Rs. 21.77 Lacs, that have not been deposited on account of disputed matters pending before appropriate authorities are as under :

Sr. No.	Name of the statute	Nature of The Dues	Amount (Rs. in Lacs)	Period	Forum where dispute is pending
1	Central Excise Act, 1944	Excise Duty and Penalties	3.07	01/09/1996 to 31/01/1997	Commissioner of Central Deputy Excise (Appeals), Nashik
2	Central Excise Act, 1944	Excise Duty and Penalties	5.70**	October 1998 to February 2000	Central Excise and Service tax Appellate Tribunal, Mumbai
3	Central Excise Act, 1944	Excise Duty and Penalties	5.36*	FY 2000-01 and FY 2001-02	Central Excise and Service tax Appellate Tribunal, Mumbai
4	Central Excise Act, 1944	Excise Duty and Penalties	7.64	FY 2002-03	Deputy Commissioner of Central Excise (Appeals), Nashik

Note: \* includes Rs. 0.50 Lacs deposited by the Company under protest but charged to revenue. \*\* includes Rs. 1.00 Lacs deposited by the Company under protest but charged to revenue.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions of the Board and committee meetings are carried out unanimously as recorded in the minutes of the meeting of the board of directors or committees thereof as the case may be. There were no dissenting views of any member of the Board or committees thereof during the period under review.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. except

- (i) The company has passed necessary resolutions under section 180 (1) (a) with respect to sale of factory land and building in compliance with the provisions of the Act; and
- (ii) The management of the Company changed due to successful completion of the open offer, with the approval of the SEBI

For JNG & Co.,  
Jigarkumar Gandhi  
FCS: 7569  
C.P. No. 8108

Place: Mumbai

Date: 14<sup>th</sup> August, 2015



**Annexure A**

To,  
The Members,  
Sarva Papers Limited,  
Nasik

Our report of even date is to be read along with this letter.

- (1) Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our audit.
- (2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- (3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- (4) Where ever required, we have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc
- (5) The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.
- (6) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company

For JNG & Co.,  
Jigarkumar Gandhi  
FCS: 7569  
C.P. No. 8108

Place: Mumbai  
Date: 14<sup>th</sup> August, 2015

## Independent Auditors' Report

### **To the Members**

Sarda Papers Limited

#### **I. Report on the Financial Statements**

We have audited the attached financial statements of **Sarda Papers Limited** (hereinafter referred to as the Company), comprising of the Balance Sheet as at 31<sup>st</sup> March 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year ended along with the Significant Accounting Policies and other explanatory information forming an integral part thereof.

#### **II. Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in Section 133 of the Companies Act, 2013 (hereinafter referred to as the Act), read with Rule 7 of the Companies (Accounts) Rules, 2014 and in accordance with the accounting principles generally accepted in India. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **III. Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a reasonable basis for our audit opinion.

**IV. Refer the following Notes:**

**Basis for Qualified Opinion**

- (i) **Note No. 8 regarding non-provision of depreciation for the year on Plant and Machinery and Factory Buildings aggregating to Rs 32.84 Lacs due to closure of plant on account of suspension of manufacturing operations and consequential overstatement of fixed assets and overstatement of profit for the year by Rs 32.84 Lacs;**

**Emphasis of Matter**

- (i) Note No. 21, regarding the preparation of financial statements of the Company on a going concern basis. In view of the matters stated therein relating to revival of operations of the Company and the recent positive developments, accompanying financial statements have been prepared under going concern assumption; and
- (ii) Note No. 22 regarding non-provision in the Company's books in respect of impairment in the Company's assets as per the recommendations of Accounting Standard-28, Impairment of Assets, since in the Company's opinion, the estimated realizable values exceed the carrying values of the fixed assets and hence no impairment arises. Consequential impact of such non-provision on the carrying values as well as on the profit for the year is presently unascertainable;
- (iii) Note No. 32 regarding non-compliance by the Company with the requirements Section 203 of the Act in respect of appointment of a whole-time Company secretary.

Our opinion is not qualified in respect of the above matters.

**(V) Opinion**

*Subject to para (IV)(i) above*, in our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March 2015 and its Profit and its cash flows for the year ended on that date.

**(VI) Report on Other Legal and Regulatory Requirements**

- As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we enclose in the Annexure a statement on the matters specified in paragraph 3 of the said Order, to the extent applicable to the Company during the year under review.
- Further to our comments in the Annexure referred to in 1. Above, as per the requirements of Section 143(3) of the Act, we report as follows:
  - We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

- (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
- (d) In our opinion, the Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of written representations received from the respective directors as on 31<sup>st</sup> March 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2015 from being appointed as a director in terms of sub-section (2) of Section 164 of the Act;
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
- i) the Company does not have any pending litigations which would impact its financial position;
  - ii) the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
  - iii) there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **Shyam Malpani & Associates**  
Chartered Accountants  
Firm Registration No. – 120438W

**Shyam Malpani**  
Proprietor  
Membership No. F 34171

Mumbai, dated 29<sup>th</sup> May 2015.

**Annexure to the Auditors' Report**

(Referred to in paragraph VI(1) of our report of even date)

In terms of the information and explanations given to us and the books and records examined by us and on the basis of such checks as we considered appropriate, we further report as under:

(i) **Fixed Assets**

- (a) The Company has maintained fixed assets register showing full particulars including quantitative details and situation of the fixed assets.
- (b) As explained to us, the management has physically verified the fixed assets in a phased manner, the periodicity of which in our opinion is reasonable.

(ii) **Inventory**

- (a) We were explained that the management has conducted physical verification of inventories as at close of the year under review.
- (b) Based on the explanations, we are of the opinion that the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
- (c) In our opinion, the Company is maintaining proper records of inventory and no material discrepancies were noticed on the physical verification of the same and upon comparison with the said records.

(iii) **Loans & Advances granted**

During the year under review, the Company has not granted any loans, secured or unsecured, to the parties covered in the register maintained under Section 189 of the Act.

(iv) **Internal Controls**

In our opinion, the Company has adequate internal control procedures commensurate with the size and the nature of its business, for the sale of goods and provision of services. We have not come across any significant weakness in the present internal control system.

(v) **Public Deposits**

According to the information and explanations given to us, the Company has not accepted deposits as per the directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under.

(vi) **Cost Records**

As explained to us, the coated paper products manufactured by the Company do not fall in the category prescribed by the Central Government for maintenance of cost accounts and records under Section 148(1) of the Act during the year under review.

(vii) **Statutory Dues**

- (a) As per the records verified by us, the Company is generally regular in depositing the statutory dues including Income tax, Sales Tax, Service Tax and Excise Duty with the appropriate authorities during the year under review. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears, as at the end of the year for a period of more than six months.

Keeping in view the present operations of the Company, statutes pertaining to Employee's State Insurance Corporation, Customs Duty, Wealth Tax, Provident Fund and Cess are not applicable to the Company during the year under review.

(b) The disputed statutory dues aggregating to Rs. 21.77 Lacs, that have not been deposited on account of disputed matters pending before appropriate authorities are as under :

Sr. No.	Name of the statute	Nature of The Dues	Amount (Rs. in Lacs)	Period	Forum where dispute is pending
1	Central Excise Act, 1944	Excise Duty and Penalties	3.07	01/09/1996 to 31/01/1997	Commissioner of Central Deputy Excise (Appeals), Nashik
2	Central Excise Act, 1944	Excise Duty and Penalties	5.70**	October 1998 to February 2000	Central Excise and Service tax Appellate Tribunal, Mumbai
3	Central Excise Act, 1944	Excise Duty and Penalties	5.36*	FY 2000-01 and FY 2001-02	Central Excise and Service tax Appellate Tribunal, Mumbai
4	Central Excise Act, 1944	Excise Duty and Penalties	7.64	FY 2002-03	Deputy Commissioner of Central Excise (Appeals), Nashik

Note: \* includes Rs. 0.50 Lacs deposited by the Company under protest but charged to revenue.

\*\* includes Rs. 1.00 Lacs deposited by the Company under protest but charged to revenue.

(c) The Company has no amounts to be transferred to Investor Education and Protection Fund at any time during the year under review.

(viii) **Accumulated Losses**

As per the records of the Company, the accumulated losses of the Company have exceeded 50% of the Net Worth of the Company as at the end of the current financial year. The Company has, however, not incurred any cash losses during the current financial year (Previous Year Rs. 1.23 Lacs).

(ix) **Dues to Financial Institutions / Banks**

From the books of accounts verified by us, during the year, the Company has no dues pending to be payable to banks/ Financial Institution. The Company has not borrowed any amount through Debentures.

(x) **Guarantees given**

As explained to us, the Company has not given any guarantee in respect of loans taken by others from Banks / Financial Institutions.

(xi) **Application of funds raised**

No Term Loans were raised by the Company during the year.

(xii) **Frauds**

During the course of examination of the books of accounts and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us, we have not come across any fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the Management causing the financial statements to be materially misstated.

For **Shyam Malpani & Associates**  
Chartered Accountants  
Firm Registration No. – 120438W

**Shyam Malpani**  
Proprietor  
Membership No. F 34171

Mumbai, dated 29<sup>th</sup> May 2015.

**Balance Sheet as at 31st March, 2015**

<b>Particulars</b>	<b>Notes</b>	<b>As at 31st March 2015 Amount (Rs)</b>	<b>As at 31st March 2014 Amount (Rs)</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholder's Funds</b>			
Share Capital	2	73,689,000	73,689,000
Reserves and Surplus	3	(73,676,461)	(73,583,058)
<b>Non-Current Liabilities</b>			
Long-term Borrowings	4	0	3,476,369
<b>Current Liabilities</b>			
Short-term Borrowings	5	7,245,807	7,045,807
Trade Payables	6	150,323	596,779
Other Current Liabilities	7	31,993,079	29,829,482
<b>TOTAL</b>		<b>39,401,749</b>	<b>41,054,380</b>
<b>ASSETS</b>			
<b>Non-current Assets</b>			
Fixed assets-Tangible assets	8	9,564,272	10,317,109
Deferred Tax Assets (Net)	9	26,866,303	26,866,303
Long term Loans and Advances	10	991,906	992,538
<b>Current Assets</b>			
Inventories	11	242,188	415,118
Trade Receivables	12	417,416	1,528,242
Cash and cash Equivalents	13	376,210	92,461
Short-term Loans and Advances	14	943,455	842,605
<b>Total</b>		<b>39,401,749</b>	<b>41,054,380</b>

Notes form an integral part of the Financial Statements

As per our report of even date attached.

For **Shyam Malpani & Associates**

Chartered Accountants

**Shyam Malpani**

Proprietor

Place : Mumbai

Date : 29th May 2015

For **Sarda Papers Limited**

**Kamini Kamal Johari**

Director

DIN: 01309286

**Manish D. Ladage**

Director

DIN: 00082178



**Statement of Profit and Loss for the year ended 31st March, 2015**

Particulars	Notes	Year ended 31st March 2015	Year ended 31st March 2014
<b>Income</b>			
Revenue from operations		308,000	-
Other Income	15	1,022,471	1,046,328
<b>Total Revenue</b>		<u>1,330,471</u>	<u>1,046,328</u>
<b>Expenses:</b>			
Employee benefit expense	16	-	330,487
Increase / (Decrease) in inventory	17	172,930	
Depreciation		152,418	173,624
Other expenses	18	796,270	491,841
<b>Total Expenses</b>		<u>1,121,618</u>	<u>995,952</u>
Profit before extraordinary items and tax		<u>208,853</u>	<u>50,376</u>
Extraordinary Items		-	-
Profit before tax		<u>208,853</u>	<u>50,376</u>
<b>Tax expense:</b>			
Current tax		-	-
Deferred tax		-	-
Profit for the year		<u>208,853</u>	<u>50,376</u>
Earnings per Equity share-Basic & Diluted	19	0.07	0.02

Notes form an integral part of the Financial Statements

As per our report of even date attached.

For **Shyam Malpani & Associates**

Chartered Accountants

**Shyam Malpani**

Proprietor

Place : Mumbai

Date : 29th May 2015

For **Sarda Papers Limited**

**Kamini Kamal Johari**

Director

DIN: 01309286

**Manish D. Ladage**

Director

DIN: 00082178

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

PARTICULARS	For the Year Ended 31.03.15		For the Year Ended 31.03.14	
	AMOUNT (Rs.)	AMOUNT (Rs.)	AMOUNT (Rs.)	AMOUNT (Rs.)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit/(Loss) After Tax		208,853		50,376
Adjusted for:				
a) Depreciation	152,418		173,624	
b) Profit/Loss on sale of Fixed Assets	(1,837)	150,581	-	173,624
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		359,434		224,000
a) Trade Receivables	1,110,826		(962,992)	
b) Inventories	172,930		-	
c) Trade Payable	(446,456)		341,739	
d) Other Current Liabilities	2,163,597	3,000,896	(690,013)	(1,311,266)
CASH GENERATED FROM OPERATIONS		3,360,331		(1,087,266)
Less:				
Taxes Paid	(119,466)	(119,466)	(78,974)	(78,974)
Net Cash Generated From Operating Activities (A)		<u>3,240,865</u>		<u>(1,166,240)</u>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
a) Loans & Advances & Deposits	19,249		5,713	
b) Sale of Fixed Assets	300,000	319,249	-	5,713
Net Cash Used In Investing Activities (B)		<u>319,249</u>		<u>5,713</u>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
a) Issue of Preference Shares	-		-	
b) Proceeds from Short Term Borrowings(Unsecured)	200,000		-	
c) Proceeds from Long Term Borrowings(Unsecured)	(3,476,369)	(3,276,369)	(8,630,000)	(8,630,000)
Net Cash Used In Financing Activities (C)		<u>(3,276,369)</u>		<u>(8,630,000)</u>
Net Increase/(Decrease) in Cash & Cash Equivalents	(A)+(B)+(C)	<u>283,749</u>	(A)+(B)+(C)	<u>(9,790,523)</u>
Opening Balance of Cash & Cash Equivalents	92,461		9,882,984	
Closing Balance of Cash & Cash Equivalents	<u>376,210</u>	<u>283,749</u>	<u>92,461</u>	<u>(9,790,523)</u>

Notes form an integral part of the Financial Statements

As per our report of even date attached.

For **Shyam Malpani & Associates**

Chartered Accountants

**Shyam Malpani**

Proprietor

Place : Mumbai

Date : 29th May 2015

For **Sarda Papers Limited**

**Kamini Kamal Johari**

Director

DIN: 01309286

**Manish D. Ladage**

Director

DIN: 00082178

**Note 1: Significant Accounting Policies and Notes to Accounts****I. Significant Accounting Policies****1.1 Basis of Accounting**

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. The financial statements are prepared on accrual basis under the historical cost convention.

**1.2 Use of Estimates**

The preparation of financial statements in conformity with the generally accepted accounting principles requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.

**1.3 Fixed Assets and Depreciation**

- i) Fixed assets are stated at cost of acquisition /construction including any cost attributable to bringing the assets to their working condition, less accumulated depreciation.
- ii) The Company provides depreciation on Straight Line Method in respect of assets based on their useful lives and in the manner set out in the Schedule II to the Companies Act, 2013. Depreciation on Computer Software is provided at 25% per annum.

**1.4 Inventories**

Inventories have been valued at lower of Cost or Net Realisable Value

**1.5 Retirement Benefits:**

Gratuity and Leave encashment are provided in the accounts on accrual basis.

**1.6 Accounting for Taxes on Income**

Provision for Current Taxation is computed in accordance with the relevant Income Tax Law applicable. Deferred Taxation is calculated as stipulated in Accounting Standard-22.

**1.7 Revenue Recognition**

Sales are recognized on dispatch of goods to customers and are recorded net of trade discount, rebates and Sales Tax but including Excise Duty.

**1.8 Impairment of Assets**

The carrying amounts of the Company's assets are reviewed at each Balance Sheet date. If any indication of impairment exists, an impairment loss is recognized to the extent of the excess of the carrying amount over the estimated accountable amount.

**1.9 Contingent Liabilities and Provisions**

Disputed Liabilities and claims against the Company including claims raised by the various revenue authorities (e.g. Income Tax, Excise etc.), pending in appeal /court for which no reliable estimate can be made of the amount of the obligation or which are remotely poised for crystallization are not provided for in accounts but disclosed in the notes to accounts.

However, present obligation as a result of past event with possibility of outflow of resources, when reliably estimable, is recognized in accounts.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2015**

<b>PARTICULARS</b>	<b>AS AT 31.03.2015 AMOUNT (Rs.)</b>	<b>AS AT 31.03.2014 AMOUNT (Rs.)</b>
<b>Note 2: Share Capital</b>		
<b><u>AUTHORIZED CAPITAL</u></b>		
35,00,000 of Equity Shares of Rs.10/- each.	35,000,000	35,000,000
425,000 of 1% Redeemable Preference Shares of Rs. 100/- each	42,500,000	42,500,000
	<u>77,500,000</u>	<u>77,500,000</u>
<b><u>ISSUED, SUBSCRIBED &amp; PAID UP CAPITAL</u></b>		
31,20,000 of Equity Shares of Rs.10/- each, Fully Paid up	31,200,000	31,200,000
Less: 1,100 Shares of Rs. 10/- each Forfeited	11,000	11,000
Balance:	31,18,900	31,18,900
425,000 of 1% Redeemable Preference Shares of Rs. 100/- each, Fully Paid up	31,189,000	31,189,000
	42,500,000	42,500,000
<b>Total</b>	<b><u>73,689,000</u></b>	<b><u>73,689,000</u></b>

The company has one class of equity shares having a par value of Rs 10 per share. Each holder of equity share is entitled to one vote per share The company has one class of preference shares having a par value of Rs 100 per share.

**Reconciliation of No. Of Equity Shares**

Number of Equity Shares at the beginning	3,118,900	3,118,900
Add:- Number of Shares Issued during the Year	-	-
Number of Equity Shares at the end	<u>3,118,900</u>	<u>3,118,900</u>

**Reconciliation of No. Of Preference Shares**

Number of Equity Shares at the beginning	425,000	-
Add:- Number of Shares Issued during the Year	-	425,000
Number of Equity Shares at the end	<u>425,000</u>	<u>425,000</u>

**Details of shareholders holding more than 5% of Shares**

<b>Name</b>	<b>Class of Share</b>	<b>No. of Share Holding</b>	<b>% of Holding</b>
Noble Hygiene Pvt Ltd	Preference Shares	425,000	100%
Kamini Kamal Johari	Equity Shares	578,075	18.53%
Kartik Kamal Johari	Equity Shares	578,075	18.53%
Manish Dharanendra Ladage	Equity Shares	578,075	18.53%
N.R. Parmeswaran	Equity Shares	578,073	18.53%

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2015**

PARTICULARS	AS AT 31.03.2015 AMOUNT (Rs.)	AS AT 31.03.2014 AMOUNT (Rs.)
<b>Note 3: Reserve &amp; Surplus</b>		
Deficit balance as per Statement of Profit & Loss		
Balance Brought Forward	(73,583,058)	(73,633,434)
Add: Surplus for the year	208,853	50,376
Less : Depreciation of earlier years	(302,256)	-
<b>Total</b>	<b>(73,676,461)</b>	<b>(73,583,058)</b>
<b>Note 4: Long Term Borrowings</b>		
Loans From Directors (Interest Free)	-	3,476,369
<b>Total</b>	-	<b>3,476,369</b>
<b>Note 5: Short Term Borrowings</b>		
Loan Repayable on Demand	745,807	545,807
Security Deposit against Leave & Licence	6,500,000	6,500,000
<b>Total</b>	<b>7,245,807</b>	<b>7,045,807</b>
<b>Note 6: Trade Payables</b>		
For Expenses	150,323	596,775
<b>Total</b>	<b>150,323</b>	<b>596,775</b>
<b>Note 7: Other Current Liabilities</b>		
Sales Tax Deferral Loan	21,327,538	24,800,484
Advance for Sale of Assets	5,000,000	5,000,000
Advance against sale of property	5,650,000	-
Provision for Employee Benefits	-	23,490
<u>Other Payables</u>		
Statutory Dues	15,541	5,508
<b>Total</b>	<b>31,993,079</b>	<b>29,829,482</b>

**Note 8: Fixed Assets**

DESCRIPTION		GROSS BLOCK AT COST			DEPRECIATION				NET BLOCK		
		As at 01.04.2014	Addition/ (Deduction)	As at 31.03.2015	Upto 01.04.2014	For the year	Sold/ Deduction during the Year	Charged to retained earnings	Upto 31.03.2015	As at 31.03.2015	As at 31.03.2014
I	<b>Tangible Assets</b>										
1	Land	2,351,037	-	2,351,037	544,455	24,748			569,203	1,781,834	1,806,582
2	Factory Building	13,240,687	-	13,240,687	8,213,051	-			8,213,051	5,027,636	5,027,636
3	Office Premises	3,066,738	-	3,066,738	996,092	51,999			1,048,091	2,018,647	2,070,646
4	Plant and Equipment	6,273,944	-	6,273,944	5,548,676	-			5,548,676	725,268	725,268
5	Furnitures & Fixtures	1,145,634	-	1,145,634	1,049,255	75,671		9,821	1,134,747	10,887	96,379
6	Vehicles	46,406	-	46,406	43,615	-		2,791	46,406	-	2,791
7	Office Equipment	639,699	-	639,699	491,251	-		148,448	639,699	-	148,448
8	Air Conditioners	922,512	(706,015)	216,497	515,720	-	(407,852)	108,629	216,497	-	406,792
9	Telephone Installation	85,771	-	85,771	53,204	-		32,567	85,771	-	32,567
10	Computers	1,673,705	-	1,673,705	1,673,705	-			1,673,705	-	-
	<b>SUB TOTAL (A)</b>	<b>29,446,133</b>	<b>- 706,015.00</b>	<b>28,740,118</b>	<b>19,129,024</b>	<b>152,418</b>	<b>-407,852</b>	<b>302,256</b>	<b>19,175,846</b>	<b>9,564,272</b>	<b>10,317,109</b>
II	<b>Intangible Assets</b>										
	Computers Softwares	667,720	-	667,720	667,720	-			667,720	-	-
	<b>SUB TOTAL (B)</b>	<b>667,720</b>	<b>-</b>	<b>667,720</b>	<b>667,720</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>667,720</b>	<b>-</b>	<b>-</b>
	<b>Total [A + B] (Current Year)</b>	<b>30,113,853</b>	<b>(706,015)</b>	<b>29,407,838</b>	<b>19,796,744</b>	<b>152,418</b>	<b>(407,852)</b>		<b>19,843,566</b>	<b>9,564,272</b>	<b>10,317,109</b>
	(Previous Year)	30,113,853	0	30,113,853	19,623,120	173,624	0		19,796,744	10,317,109	

Note: The Company has not provided for depreciation for the current year on Plant & Machinery and Factory Buildings, amounting to Rs. 28.66 Lacs (Previous year 3.31 lacs) and Rs. 4.16 Lacs (Previous year Rs. 4.42 Lacs) (calculated as per the Schedule II to the Companies Act, 2013) due to closure of Plant on account of suspension of manufacturing operations.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2015**

PARTICULARS	AS AT 31.03.2015 AMOUNT (Rs.)	AS AT 31.03.2014 AMOUNT (Rs.)
<b>Note 9 : Deffered Tax Assets (Net)</b>		
Deferred Tax Assets	26,866,303	26,866,303
<b>Total</b>	<b><u>26,866,303</u></b>	<b><u>26,866,303</u></b>

Following is the Deferred Tax position of the Company:

**Opening Deferred Tax Liabilities**

- Due to Timing Difference in Depreciation	5,955,147	5,955,147
<b>Less – Opening Deferred Tax Assets under Income Tax Act, 1961</b>		
- On Accumulated Losses	(32,804,319)	(32,804,319)
- On Payments u/s 43B	(17,131)	(17,131)
<b>Net Deferred Tax Assets as at the close of the Year</b>	<b><u>(26,866,303)</u></b>	<b><u>(26,866,303)</u></b>

Tax rate considered for the above purpose is 30.90% (Previous year: 30.90%)

The Company's brought forward losses under the Income Tax Act, 1961, as on 1st April 2010 is Rs.1061.63 Lacs. On the aforesaid amount, the Company has decided to consider Deferred Tax Asset amounting to Rs. 328.04 Lacs(Gross) and has adjusted the Deferred tax Liability as appearing in the books to the extent of Rs.59.55 lacs.

Keeping in view the future sustainability of the Company, no provision has been made for deferred tax during the year, thereby maintaining the Net Deferred Tax Assets of the previous year amounting to Rs. 268.66 Lacs ,which was provided for in the accounts in earlier years.

**Note 10 : Long Term Loans and Advances**

(Unsecured, Considered Good)

Security Deposit	657,845	657,845
Others	334,061	334,693
<b>Total</b>	<b><u>991,906</u></b>	<b><u>992,538</u></b>

**Note 11 : Inventories**

Raw Material	565,306	738,236
Less: Provision for Dimunition in Value of Inventory	(323,118)	(323,118)
<b>Total</b>	<b><u>242,188</u></b>	<b><u>415,118</u></b>

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2015**

<b>PARTICULARS</b>	<b>AS AT 31.03.2015 AMOUNT (Rs.)</b>	<b>AS AT 31.03.2014 AMOUNT (Rs.)</b>
<b>Note 12 : Trade Receivables</b>		
<b>Outstanding for more than six months</b>		
Unsecured, Considered Good :	103,510	103,510
Doubtful	1,198,955	1,240,753
<b>Others</b>		
Unsecured, Considered Good :	313,906	1,424,732
	<u>1,616,372</u>	<u>2,768,996</u>
Less:Provision for Doubtful Debts	(1,198,955)	(1,240,753)
<b>Total</b>	<b><u>417,416</u></b>	<b><u>1,528,242</u></b>
<b>Note 13 : Cash &amp; Cash Equivalent</b>		
<u>Cash-in-Hand</u>	327,431	2,244
<u>Balance With Banks</u>		
In Current Account	37,768	59,207
In Margin Money Account	11,011	31,011
Fixed Deposit with maturity within 3 months	-	-
<b>Total</b>	<b><u>376,210</u></b>	<b><u>92,461</u></b>
<b>Note 14 : Short Terms Loans and Advances</b>		
(Unsecured, Considered Good)		
Loans & Advances from non-related parties	46,350	64,966
Advance Tax (Net of Provision for Taxation)	897,105	777,639
<b>Total</b>	<b><u>943,455</u></b>	<b><u>842,605</u></b>



NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

PARTICULARS	YEAR ENDED 31.03.2015	YEAR ENDED 31.03.2014
<b>Note 15: Other Income</b>		
Rental Income	900,000	900,000
Interest Income (Net)	52,156	51,171
Sundry Balances Written Back	24,434	80,157
Miscellaneous Income	-	15,000
Sales Tax Refund Received	2,246	-
Reserve for doubtful debts written back	41,798	-
Profit/Loss on sale of Fixed Assets	1,837	-
<b>Total</b>	<b>1,022,471</b>	<b>1,046,328</b>
<b>Note 16: Employee benefit expense</b>		
Salaries and Incentives	-	124,221
Gratuity Fund Contributions	-	4,731
Staff welfare expenses	-	1,536
Closure compensations	-	200,000.00
<b>Total</b>	<b>-</b>	<b>330,488</b>
<b>Note 17: Increase / (Decrease) in Inventory</b>		
Opening Balance	415,118	415,118
Less : Closing Balance	242,188	415,118
<b>Total</b>	<b>172,930</b>	<b>-</b>
<b>Note 18: Other Expenses</b>		
Legal & Professional Fees	213,686	152,554
Advertisement & Sales Promotions	90,088	70,609
Audit Fees	44,944	44,944
Printing & Stationery	78,464	39,981
Listing Fees	131,460	30,336
Directors Sitting Fees	41,000	29,000
Share Transfer Expenses	47,196	28,080
Travelling & Conveyance	12,653	27,564
Postage & Telephone Expenses	15,382	23,211
Courier Charges	35,918	-
Sales Tax Expenses	-	19,943
Rates & Taxes	47,121	9,527
Interest on others	7,051	8,069
Service Tax	18,103	3,994
Miscellaneous Expenses	1,095	3,297
Bank Charges	111	732
Web Site Charges	12,000	-
<b>Total</b>	<b>796,270</b>	<b>491,841</b>

**Note: 19 Computation of Earnings/(Loss) Per Share (Basic and Diluted):**

Description	Current Year	Previous Year
Amounts used as numerator (Rs.)	208,853	50,376
No. of Equity Shares used as denominator (Nos.)	3,118,900	3,118,900
Nominal value per Equity Share (Rs.)	10	10
Earnings/(Loss) per Share (Basic and Diluted) (Rs.)	0.07	0.02

**Note: 20 Contingent Liabilities:**

- Demands of Statutory Authorities not acknowledged as debts and appealed against by the Company in respect of Excise Duty: Rs.20.26 Lacs (Previous Year: Rs. 20.26 Lacs)
- Interest Liability which may arise on the Company due to delay in repayment of Sales Tax Deferral Loan – Amount unascertainable(Previous year – Amount unascertainable).
- Contingent liabilities as may arise on account of non/delayed compliance of certain fiscal statutes – Amount unascertainable (Previous year – Amount unascertainable).

**Note: 21 Going Concern:**

The accounts of the Company for the year ended on 31st March, 2015 continued to be prepared on a going concern basis, in spite of the erosion of its entire net worth, keeping in view the fact that the management of the Company is actively pursuing various options for commencing its operations/ disposal of the assets. During the current year, the Company has sold certain inventories at a value of Rs. 3.08 Lacs.

The Company has intent to enter into an agreement to sell its factory, land & building at Sinnar together with assets situated therein, for a consideration of up to Rs. 9.00 Crores. The Company has already obtained permission from the shareholders by passing a special resolution through postal ballot on 29th March, 2015. The Company intends to continue with its business activities for a foreseeable future, including, inter alia, trading activities.

Keeping in view the above, the management of the Company has prepared the financial statements on a going concern basis.

**Note: 22 Impairment of Assets:**

Keeping in view the proposed/ agreed consideration arrived at in respect of the Company's fixed assets, which individually exceed their book values as at the close of the year, the Company is of the opinion that no significant impairment arises in respect of its fixed assets.

**Note: 23 Confirmation of Balances**

Certain Balances appearing in various accounts under the head Trade Receivables, Loans and Advances, Long Term Borrowings and Current Liabilities as appearing in the accounts are subject to the confirmation from the respective parties and consequential reconciliation, if any. However the Company anticipates no significant variations from its

book values as on the Balance Sheet date.

**Note: 24** In the opinion of the management, the Current Assets, Loans and Advances are expected to realize at the value stated in the Balance Sheet and adequate provisions have been made for all known liabilities.

**Note: 25 Inventory**

- (a) The inventory as at the close of the year was as taken, valued and certified by a director.
- (b) Adequate Provision towards obsolescence of inventory has been considered in the accounts keeping in view the management's opinion that the same is expected to realise at or above the cost in near future.

**Note: 26 Segment information:**

There is no identifiable segment within the meaning of the Accounting Standard-17, Segment Reporting, since the Company is engaged in a single segment of business (i.e. Manufacture and Sale of Coated Paper). Hence no disclosure as per the said Accounting Standard is required to be given by the Company during the year.

**Note: 27 Clause 41 of the Listing Agreement**

During the year, the Company has continued its non-compliance with the provisions of Clause 41 of the Listing Agreement in respect of quarterly submission of Limited Review Reports to the concerned Stock Exchanges.

**Note: 28 Employee Benefits**

As there are no eligible employees with the Company during the year no provision towards gratuity and leave encashment has been considered in the accounts.

**Note: 29 Micro, Small and Medium Enterprises Development Act, 2006**

There were no dues to Micro and Small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act, 2006 during the current year (Previous Year- Nil). The same has been relied upon by the auditors.

**Note: 30 Taxation**

- (a) No provision towards current taxation has been considered in the accounts, in view of available brought forward losses.
- (b) The Company has obtained consent from shareholders by passing Special Resolution on 29<sup>th</sup> March, 2015 to sell factory, Land & Building for a lumpsum consideration of Rs.9.00 crores out of which, Rs. 6.65 crores have been realized by the company upto date of preparation of the financial statements. The balance of Rs. 2.35 crores is committed to be received by the Company by 3rd June 2015. The surplus arising out of the above transaction would be recognized in the Company's statement of Profit and Loss in the financial year 2015-16. With the said surplus setting off the brought forward losses of the Company under the Income Tax Act, 1961, the Company is of the opinion that it is justified in recognizing Deferred Tax Assets in the current year, as per the recommendations of the Accounting Standard-22, which prescribes reasonable/virtual certainty in order to recognize the same (Paragraphs 15 and 17 of the said standard). The same was created in the earlier years by the Company to the



tune of Rs. 2.69 crores.

**Note: 31 Related Party Disclosures****(A) Names of the related parties and nature of relationship which exists:**

<b>Name</b>	<b>Nature of Relationship</b>
Mr. Manish D. Ladage	Additional Director (wef. 22 <sup>nd</sup> December, 2014)
Mrs. Kamini Kamal Johari	Additional Director (wef. 22 <sup>nd</sup> December, 2014)
Mr. B. L. Sharma	Managing Director (Till 30 <sup>th</sup> January, 2015)

**(B) List of Related Parties with whom transactions were carried out during the year**

<b>Name</b>	<b>Nature of Relationship</b>
Mr. Manish D. Ladage	Additional Director
Mrs. Kamini Kamal Johari	Additional Director
Mr. Mahesh Makhijani	Additional Director
Mr. Krishnamurthy Anantharayanan	Additional Director
Mr. B S Rathi	Director
Mr. Anand Kumar Poddar	Director
Gourishankar Damani	Director
Mr. B. L. Sharma	Managing Director
M/s. Nobel Hygiene Pvt Ltd	Enterprises over which Key Managerial Personnel are able to exercise Significant Influence(with effect from 22.12.2014)

**Disclosure of Related Party Transactions**

<b>During the year</b>	<b>As at 31 March, 2015 (Rs.)</b>	<b>As at 31 March, 2014 (Rs.)</b>
Rent Income	225,000	-
Loan & Advances taken	60,75,000	-
<b>Outstanding Balances</b>		
Loan Repayable on demand	745,807	545,807
Security Deposit	6,500,000	6,500,000
Advance for sale of assets	10,650,000	5,000,000
Trade Receivables	313,906	1,424,732

Note : Related party relationships are identified by the Company and relied upon by the auditors.

**Note : 32 Company Secretary**

During the year, the Company made efforts to appoint a whole-time Company Secretary towards compliance with section 203 of the Companies Act, 2013, but could not find a suitable candidate. The Company is continuing with its efforts to meet the said requirements.

**Note : 33 Sales Tax Deferral**

As at the Balance Sheet date, the Company is actively pursuing settlement of the Sales tax Deferral loan appearing in its books amounting to Rs. 2.13 crores (including interest)( Previous Year Rs. 2.48 crores) and is of the opinion that an amicable settlement of the aforesaid overdue liability in near future.

**Note : 34 Previous year's figures**

Previous year's figures have been reworked, regrouped, rearranged and reclassified wherever considered necessary.

For Sarda Papers Ltd

**Director**  
**(Kamini Kamal Johari)**  
**DIN: 01309286**

**Director**  
**(Manish D Ladage)**  
**DIN: 00082178**

Place: Mumbai

Date : 29<sup>th</sup> May 2015



## SARDA PAPERS LIMITED

CIN NO. L51010MH1991PLC061164

Regd. Office & works Plot No. A/70, M.I.D.C., Sinnar, Dist. Nasik – 422 103, Maharashtra

Website: [www.sardapapers.com](http://www.sardapapers.com) \* Email: [info.spl1991@gmail.com](mailto:info.spl1991@gmail.com)

### ATTENDANCE SLIP

Folio No.....	DP ID.....	Client ID.....
No. of Shares.....		
Name & Address of the Shareholder:		

I hereby record my presence at the TWENTY FOURTH ANNUAL GENERAL MEETING of the Company being held on Wednesday the 30<sup>th</sup> September, 2015 at 2.00 P.M at A-70, M.I.D.C., Sinnar, Dist. Nasik, Pin 422 103 Maharashtra.

Name(s) of the Shareholder(s) / Proxy (IN BLOCK CAPITALS)

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Signature(s) of the Shareholder(s) or Proxy

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NOTE: No duplicate Attendance Slip will be issued at the Meeting Hall. You are requested to bring your copy of the Annual Report to the Meeting.

### ELECTRONIC VOTING PARTICULARS

Shareholder may please note the user id and password given below for the purpose of e-Voting in terms of section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014.

Detail instructions for e-Voting are given in Note (J) of the AGM Notice.

EVENT (e-Voting Event Number)	User ID	Password



## SARDA PAPERS LIMITED

CIN NO. L51010MH1991PLC061164

Regd. Office & works Plot No. A/70, M.I.D.C., Sinnar, Dist. Nasik – 422 103, Maharashtra

Website: [www.sardapapers.com](http://www.sardapapers.com) \* Email: [info.spl1991@gmail.com](mailto:info.spl1991@gmail.com)

### PROXY FORM

Folio No.	DP ID:	Client ID:
No. of Shares		

I/We- \_\_\_\_\_  
\_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ being a member/members of SARDA PAPERS LIMITED  
hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or  
Failing him \_\_\_\_\_ of \_\_\_\_\_ as my/our Proxy to vote for  
me/us and on my/our behalf at the Twenty Fourth Annual General Meeting of the Company to be held on Wednesday  
the 30<sup>th</sup> September, 2015 at 2.00 p.m. and any adjournment thereof.

Resolution No.	Resolution	For	Against
1	Adoption of the Audited Financial Statements for the Year ended 31 <sup>st</sup> March, 2015 together with the reports of the Board of Directors and Auditors.		
2	Appointment of Statutory Auditors M/s. Shyam Malpani & Associates		
3	Appointment of Mr. Manish D Ladage (DIN: 00082178) as a Director		
4	Appointment of Mrs. Kamini Kamal Johari (DIN: 01309286) as a Director.		
5	Appointment of Mr. Krishnamurthy Anantharayanan (DIN: 06579510) as an Independent Director.		
6	Appointment of Mr. Mahesh Salamatrai Makhijani (DIN: 00322226) as an Independent Director.		

\_\_\_\_\_  
Signature of the Shareholder (s)

Please Affix  
Re. 1  
Revenue  
Stamps

\_\_\_\_\_  
Signature of the Proxy holder(s)

.....  
**NOTE:** The Proxy Form must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid Meeting.

To,

If undelivered please return to :  
**SARDA PAPERS LTD.**  
A-70,M.I.D.C.,  
Sinnar, Dist. Nasik, Pin 422 103  
Maharashtra  
Mob.: 93232 99979

DAS PRINTING : 40026615/16



**Continued Annexures to Director Report****Annexure - 1****Form No. MGT-9****EXTRACT OF ANNUAL RETURN****as on the financial year ended on 31.03.2015**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I REGISTRATION AND OTHER DETAILS:**

CIN:-	L51010MH1991PLC061164
Registration Date	4/11/1991
Name of the Company	SARDAPAPERS LIMITED
Category / Sub-Category of the Company	Public Company / Limited by Shares
Address of the Registered office and contact details	A/70, MIDC, Sinnar, Nasik, Maharashtra 422103
Whether listed company Yes / No	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Universal Capital Securities Pvt. Ltd. 21, Shakil Nivas, Mahakali Caves Road, Andheri (Eas), Mumbai 400 093

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Paper	210	23.14%
2	Rent	701	67.65%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –**

The Company do not have any Holding, Subsidiary and Associate Company



**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year the year
	Demat	Physical	Total Shares	% of Total	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) <b>Indian</b>									
a) Individual / HUF	1157498	2	1157500	37.11%	2312098	200	2312298	74.14%	37.03%
b) Central Govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) State Govt (s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Bodies Corp.	1154000	0	1154000	37.00%	0	0	0	0.00%	-37.00%
e) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Any Other....	0	0	0	0.00%	0	0	0	0.00%	0.00%
<b>Sub-total (A) (1):-</b>	<b>2311498</b>	<b>2</b>	<b>2311500</b>	<b>74.11%</b>	<b>2312098</b>	<b>200</b>	<b>2312298</b>	<b>74.14%</b>	<b>0.03%</b>
(2) <b>Foreign</b>							0	0.00%	0.00%
a) NRIs- Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Other- Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Bodies Corp.	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Any Other....	0	0	0	0.00%	0	0	0	0.00%	0.00%
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
<b>Total shareholding of Promoter</b>									
<b>(A) = (A)(1)+(A)(2)</b>	<b>2311498</b>	<b>2</b>	<b>2311500</b>	<b>74.11%</b>	<b>2312098</b>	<b>200</b>	<b>2312298</b>	<b>74.14%</b>	<b>0.03%</b>
<b>B. Public Shareholding</b>									
<b>1 Institutions</b>									
a) Mutual Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Central Govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) State Govt(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Insurance Companies	0	0	0	0.00%	0	0	0	0.00%	0.00%

**SARDA PAPERS LIMITED**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year the year
	Demat	Physical	Total Shares	% of Total	Demat	Physical	Total	% of Total Shares	
g) FIIs	0	0	0	0.00%	0	0	0	0.00%	0.00%
h) Foreign Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
i) Others (specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.	26590	3900	30490	0.98%	9674	3900	13574	0.44%	-0.54%
i) Indian	0	0	0	0.00%	0	0	0	0.00%	0.00%
ii) Overseas	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	434873	239915	674788	21.64%	363209	237017	600226	19.24%	-2.39%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	100614	0	100614	3.23%	181520	0	181520	5.82%	2.59%
c) Others (specify)	0	0	0	0.00%			0	0.00%	0.00%
i) Clearing Members	808	0	808	0.03%	2533	0	2533	0.08%	0.06%
ii) NRI / OCBs	400	100	500	0.02%	493	100	593	0.02%	0.00%
iii) Director Relatives	0	200	200	0.01%	8156	0	8156	0.26%	0.26%
<b>Sub-total (B)(2):-</b>	<b>563285</b>	<b>244115</b>	<b>807400</b>	<b>25.89%</b>	<b>565585</b>	<b>241017</b>	<b>806602</b>	<b>25.86%</b>	<b>-0.03%</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>563285</b>	<b>244115</b>	<b>807400</b>	<b>25.89%</b>	<b>565585</b>	<b>241017</b>	<b>806602</b>	<b>25.86%</b>	<b>-0.03%</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
<b>Grand Total (A+B+C)</b>	<b>2874783</b>	<b>244117</b>	<b>3118900</b>	<b>100.00%</b>	<b>2877683</b>	<b>241217</b>	<b>3118900</b>	<b>100.00%</b>	<b>0.00%</b>



## (ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Madhu Construction Pvt. Ltd.	320000	10.26%					-10.26%
2	Madhu Pareep Sarda	504100	16.16%					-16.16%
3	Mercury Trade Links Ltd.	18000	0.58%					-0.58%
4	Natwarlal Somani	1	0.00%					0.00%
5	Parag Pradeep Sarda	279998	8.98%					-8.98%
6	Pradeep Kumar Sarda	373400	11.97%					-11.97%
7	Sumadhu Traders Pvt. Ltd.	666000	21.35%					-21.35%
8	Suvimal Properies Pvt. Ltd.	150000	4.81%					-4.81%
9	Uma Tatvarlal Somani	1	0.00%					0.00%
10	Kamini Kamal johari				578075	18.53%		18.53%
11	Kartik Kamal Johari				578075	18.53%		18.53%
12	Ladage Manish Dharanendra				578075	18.53%		18.53%
13	N R Parameswaran				578073	18.53%		18.53%
	<b>Total</b>	<b>2311500</b>	<b>74.11%</b>		<b>2312298</b>	<b>74.14%</b>		

## (iii) Change in Promoters' Shareholding ( please specify, if there is no change)

Sr. No.		Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	<b>Madhu Construction Pvt. Ltd.</b> At the beginning of the year Sale on 20.11.2014 At the End of the year	320000 -320000	10.26% -10.26%	320000 0 0	10.26% 0.00% 0.00%
2	<b>Madhu Pareep Sarda</b> At the beginning of the year Sale on 20.11.2014 At the End of the year	504100 -504100	16.16% -16.16%	504100 0 0	16.16% 0.00% 0.00%
3	<b>Mercury Trade Links Ltd.</b> At the beginning of the year Sale on 20.11.2014 At the End of the year	18000 -18000	0.58% -0.58%	18000 0 0	0.58% 0.00% 0.00%

**SARDA PAPERS LIMITED**

Sr. No.		Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of totalShares of thecompany	No. of Shares	% of totalShares of thecompany
4	<b>Natwarlal Somani</b>				
	At the beginning of the year	1	21.35%	1	21.35%
	Sale on 20.11.2014	-1	-21.35%	0	0.00%
	At the End of the year			0	0.00%
5	<b>Parag Pradeep Sarda</b>				
	At the beginning of the year	279998	8.98%	279998	8.98%
	Sale on 20.11.2014	-279998	-8.98%	0	0.00%
	At the End of the year			0	0.00%
6	<b>Pradeep Kumar Sarda</b>				
	At the beginning of the year	373400	11.97%	373400	11.97%
	Sale on 20.11.2014	-373400	-11.97%	0	0.00%
	At the End of the year			0	0.00%
7	<b>Sumadhu Traders Pvt. Ltd.</b>				
	At the beginning of the year	666000	21.35%	666000	21.35%
	Sale on 20.11.2014	-666000	-21.35%	0	0.00%
	At the End of the year			0	0.00%
8	<b>Suvmal Properies Pvt. Ltd.</b>				
	At the beginning of the year	150000	4.81%	150000	4.81%
	Sale on 20.11.2014	-150000	-4.81%	0	0.00%
	At the End of the year			0	0.00%
9	<b>Uma Tatvarlal Somani</b>				
	At the beginning of the year	1	0.00%	1	0.00%
	Sale on 20.11.2014	-1	0.00%	0	0.00%
	At the End of the year			0	0.00%
10	<b>Kamini Kamal johari</b>				
	At the beginning of the year	0	0.00%	0	0.00%
	Purchase on 20.11.2014	578075	18.53%	578075	18.53%
	At the End of the year			578075	18.53%
11	<b>Kartik Kamal Johari</b>				
	At the beginning of the year	0	0.00%	0	0.00%
	Purchase on 20.11.2014	578075	18.53%	578075	18.53%
	At the End of the year			578075	18.53%
12	<b>Ladage Manish Dharanendra</b>				
	At the beginning of the year	0	0.00%	0	0.00%
	Purchase on 20.11.2014	578075	18.53%	578075	18.53%
	At the End of the year			578075	18.53%
13	<b>N R Parameswaran</b>				
	At the beginning of the year	0	0.00%	0	0.00%
	Purchase on 20.11.2014	578073	18.53%	578073	18.53%
	At the End of the year			578073	18.53%



**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of totalShares of thecompany	No. of Shares	% of totalShares of thecompany
1	<b>BIJAL NIMESH BHATIA</b> At the beginning of the year Transaction during the year At the End of the year	60566 0	0.19% 0.00%	60566 60566	0.19% 0.19%
2	<b>PRITTY DEVI SARAWAGI</b> At the beginning of the year Transaction during the year At the End of the year	16041 0	0.05% 0.00%	16041 16041	0.05% 0.05%
3	<b>PRAFULATA CREDITS PRIVATE LIMITED</b> At the beginning of the year Sale during the year At the End of the year	14490 -14490	0.05% -0.05%	14490 0	0.05% 0.00%
4	<b>SANJAY HARIKISHAN</b> At the beginning of the year Purchase during the year At the End of the year	12912 1	0.04% 0.00%	12912 12913	0.04% 0.04%
5	<b>SUSHIL KUMAR CHAUDHARY</b> At the beginning of the year Sale during the year At the End of the year	11095 -11095	0.04% -0.04%	11095 0	0.04% 0.00%
6	<b>KIRIT GOPALDAS THAKKAR</b> At the beginning of the year Sale during the year At the End of the year	10000 9040	0.03% 0.03%	10000 960	0.03% 0.00%
7	<b>SANJAY KANUBHAI PATEL</b> At the beginning of the year Transaction during the year At the End of the year	10000 0	0.03% 0.00%	10000 10000	0.03% 0.03%
8	<b>PARAG GOPALDAS THAKKAR</b> At the beginning of the year Sale during the year At the End of the year	10000 -10000	0.03% -0.03%	10000 0	0.03% 0.00%



**SARDA PAPERS LIMITED**

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of totalShares of thecompany	No. of Shares	% of totalShares of thecompany
9	<b>SANJAYKUMAR SARAWAGI</b>				
	At the beginning of the year	9296	0.03%	9296	0.03%
	Transaction during the year	0	0.00%	9296	0.03%
	At the End of the year			9296	0.03%
10	<b>THAKKER BHUPENDRA</b>				
	At the beginning of the year	8500	0.03%	8500	0.03%
	Transaction during the year	0	0.00%	8500	0.03%
	At the End of the year			8500	0.03%
11	<b>GUNJAN BAGARIA</b>				
	At the beginning of the year	0	0.00%	0	0.00%
	Purchase during the year	25000	0.08%	25000	0.08%
	At the End of the year			25000	0.08%
12	<b>SEEMA YOGESH ASHER</b>				
	At the beginning of the year	0	0.00%	0	0.00%
	Purchase during the year	22510	0.07%	22510	0.07%
	At the End of the year			22510	0.07%
13	<b>RAHUL ANANTRAI MEHTA</b>				
	At the beginning of the year	0	0.00%	0	0.00%
	Purchase during the year	21260	0.07%	21260	0.07%
	At the End of the year			21260	0.07%
14	<b>USHA KHAITAN .</b>				
	At the beginning of the year	0	0.00%	0	0.00%
	Purchase during the year	11935	0.04%	11935	0.04%
	At the End of the year			11935	0.04%
15	<b>MANJU DEVI CHAUDHARY</b>				
	At the beginning of the year	0	0.00%	0	0.00%
	Purchase during the year	11295	0.04%	11295	0.04%
	At the End of the year			11295	0.04%



**(v) Shareholding of Directors and Key Managerial Personnel**

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of totalShares of thecompany	No. of Shares	% of totalShares of thecompany
1	<b>Kamini Kamal johari</b>				
	At the beginning of the year	0	0.00%	0	0.00%
	Purchase on 20.11.2014	578075	18.53%	578075	18.53%
	At the End of the year			578075	18.53%
2	<b>Ladage Manish Dharanendra</b>				
	At the beginning of the year	0	0.00%	0	0.00%
	Purchase on 20.11.2014	578075	18.53%	578075	18.53%
	At the End of the year			578075	18.53%

**V. INDEBTEDNESS****Indebtedness of the Company including interest outstanding/accrued but not due for payment**

Particular	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year		25,346,291	6,500,000	31,846,291
i) Principal Amount		25,346,291	6,500,000	31,846,291
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)		25,346,291	6,500,000	31,846,291
Change in Indebtedness during the financial year				
• Addition		200,000		200,000
• Reduction		(3,472,946)		(3,472,946)
Net Change		(3,272,946)		(3,272,946)
Indebtedness at the end of the financial year				
i) Principal Amount		22,073,345	6,500,000	28,573,345
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)		22,073,345	6,500,000	28,573,345



**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

**No Remuneration to Managing Director, Whole-time Director and / or Manager is paid during the year**

**B. Remuneration to other directors:**

Sl. No	Particulars of Remuneration	Name of Directors								Total Amount
		B S Rathi	Anand Kumar Poddar	Gourishankar Damani	Mahesh Makhijani	Krishnamurthi Ananthanarayanan	Manish D Ladage	B. L. Sharma	Mrs. Kamini Kamal Johari	
3.	Independent Directors • Fee for attending board / committee meetings • Commission • Others, please specify Total (1)	10,000	10,000	10,000	2,000	2,000				34,000
4.	Other Non-Executive Directors • Fee for attending board / committee meetings • Commission • Others, please specify Total (2)						3,000	1,000	3,000	7,000
	Total (B)=(1+2) Total Managerial Remuneration Overall Ceiling as per the Act	10,000	10,000	10,000	2,000	2,000	3,000	1,000	3,000	41,000
										3,800,000

**REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

No Managerial Key Personnel other than MD/Manager/WTD on the payroll of Company

**PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Against the Company, Directors and other officers in default under Companies Act, 2013 : None

**Annexure – 2**

**Conservation of Energy, research and development, Technology absorption, foreign exchange earnings and outgo.**

***Particulars pursuant to the Companies (Accounts) Rules, 2014***

(A) Conservation of energy-

- (i) The steps taken or impact on conservation of energy – Not Applicable
- (ii) The steps taken by the company for utilising alternate sources of energy – Not Applicable
- (iii) The capital investment on energy conservation equipments - Nil

(B) Technology absorption-

- (i) The efforts made towards technology absorption – Not Applicable
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution – Not Applicable
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- Not Applicable
  - (a) The details of technology imported;
  - (b) The year of import;
  - (c) Whether the technology been fully absorbed;
  - (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and
- (iv) The expenditure incurred on Research and Development - Nil

(C) Foreign exchange earnings and outgo-

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows - Nil

**Annexure - 3****Particulars of Contracts / arrangement made with related parties  
Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto**

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

There was no contract or arrangement or transactions entered into during the year ended March 31, 2015 which were not at arm's length basis.

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

(a) Name(s) of the related party and nature of relationship:	Nobel Hygiene Pvt. Ltd. (Enterprise over which Key Managerial Personnel are able to exercise significant Influence). However it may note that KMP have become interested on 22 <sup>nd</sup> December, 2014, when they were appointed as director of the Company, and rent agreement with Nobel was entered on 15-04-2014
(b) Nature of Contracts / arrangements / transactions:	Rent Agreement
(c) Duration of the contracts / arrangements/transactions:	Executed on 15-04-2014
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Rent per month is Rs.75,000/- - Total amount received after becoming related party Rs.2,25,000/-
(e) Date(s) of approval by the Board, if any:	Not applicable
(f) Amount paid as advances, if any:	Nil

(a) Name(s) of the related party and nature of relationship:	Nobel Hygiene Pvt. Ltd. (Enterprise over which Key Managerial Personnel are able to exercise significant Influence). However it may note that KMP have become interested on 22 <sup>nd</sup> December, 2015, when they were appointed director of the Company, and Loan & Advances were taken before 22 <sup>nd</sup> December, 2014
(b) Nature of Contracts / arrangements / transactions:	Arrangement
(c) Duration of the contracts / arrangements/transactions:	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Rs.60,75,000/- - Loan Taken
(e) Date(s) of approval by the Board, if any:	Not applicable as loan was taken before director became interested
(f) Amount paid as advances, if any:	Nil

