



SARDA PLYWOOD INDUSTRIES LIMITED

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Corp. Office: 113, Park Street, North Block, 4th Floor, Kolkata-700 016
Phone: (033) 2265 2274; CIN: L20211WB1957PLC023493
E-mail: corp@sardaplywood.com; Website: www.sardaplywood.in

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014)

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification/s or re-enactment/s thereof for the time being in force, Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 issued by the Institute of Company Secretaries of India ("SS-2"), that the resolution set out below is proposed to be passed as a Special Resolution by way of Postal Ballot / Electronic Voting ("e-Voting"). The proposed Special Resolution and the Explanatory Statement pertaining to the said Resolution as per Section 102 of the Act setting out all material facts concerning the Resolution and the reasons thereof along with the Postal Ballot Form are enclosed for your consideration.

Consent of the Members is being sought for the resolution proposed as follows:

PROPOSED RESOLUTION

SPECIAL BUSINESS

Item No. 1:

Approval for Change of Name of the Company from "Sarda Plywood Industries Limited" to "Duroply Industries Limited" and consequential alteration to Memorandum & Articles of Association of the Company

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and 14 of the Companies Act, 2013 ("Act") and rules made thereunder and other applicable provisions, if any, of the Act, including any statutory modification/s or re-enactment/s thereof for the time being in force, Regulation 45 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum of Association and Articles of Association of the Company and subject to the approval, consent, sanction and permission of the Central Government / Stock Exchanges / appropriate Regulatory and Statutory Authorities as may be necessary, consent of the Members of the Company be and is hereby accorded for change of name of the Company from **"Sarda Plywood Industries Limited" to "Duroply Industries Limited"**.

"RESOLVED FURTHER THAT upon the receipt of fresh certificate of incorporation upon change of name, the name **"Sarda Plywood Industries Limited"** wherever appears in the Memorandum of Association and Articles of Association and other documents and papers of the Company be substituted with **"Duroply Industries Limited"**.

"RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to make, sign and execute and file necessary applications, forms, papers, documents and information as may be considered necessary or expedient including appointing attorney/s or authorized representatives under appropriate Letter/s of Authority/ies, to appear before the office of the Ministry of Corporate Affairs / Registrar of Companies, Stock Exchanges where securities of the Company are listed and other Regulatory or Statutory Authority/ies, as may be required from time to time and to do all such acts, deeds and things including settling and finalizing all issues that may arise in this regard in order to give effect to the above mentioned resolution and to delegate all or any of the powers conferred herein as they may, in their absolute discretion, deem fit."

NOTES:

- (a) An Explanatory Statement pursuant to Section 102 of the Act and rules made thereunder in respect of special business at Item no. 1 is annexed hereto.
- (b) The Postal Ballot Notice along with Postal Ballot Form is being sent to all the Members, whose names appear in the Register of Members/Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of working hours on Friday, 26th October, 2018 ("Cut-off date").
- (c) Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Members on the Cut-off date.
- (d) The e-voting period commences on Sunday, 4th November, 2018 (10 a. m.) and ends on Monday, 3rd December, 2018 (5.00 p.m.)
- (e) Resolution passed by the Members through Postal Ballot (Physical Ballot and e-Voting) shall be deemed to have been passed effectively at a General Meeting of the Members. The Special Resolution shall be declared as passed if the number of votes cast in favour of the Special Resolution are not less than three times the number of votes cast against the Special Resolution.

- (f) As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations and SS-2, Notice of Postal Ballot is being served on the Members through permitted means (electronic and physical). Members who have registered their e-mail IDs with the depositories or the Company for communication purposes are being sent this Notice of Postal Ballot along with Postal Ballot Form by e-mail and the Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with Physical Postal Ballot Form through permitted means.
- (g) Members may note that pursuant to the provisions of Sections 108 and 110 of the Act read with Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations and SS-2, the Company has engaged the services of Central Depository Services Limited (CDSL) to provide e-Voting facility to enable the Members to cast their votes electronically. In case a Member has voted through e-Voting facility, he/she is not required to send the Physical Postal Ballot Form. In case a Member votes through e-Voting facility as well as sends his/her vote through Physical Postal Ballot Form, the vote cast through e-Voting shall be considered and the voting through Physical Postal Ballot Form shall not be considered by the Scrutinizer. Members desiring to opt for e-Voting are requested to read the instructions provided in the Notice.
- (h) Members may also note that the Notice of Postal Ballot along with Postal Ballot Form will also be available on the Company's website www.sardaplywood.in and on the website of the CDSL www.evotingindia.com for download.
- (i) The Board of Directors of the Company has appointed Mr. Atul Kumar Labh (COP No 3238) of M/S A.K. Labh & Co, Practicing Company Secretary, Kolkata as scrutinizer for conducting the Postal Ballot (Physical Ballot and e-voting) in a fair and transparent manner.
- (j) Even after registering for e-communication, Members are entitled to receive such communication in physical form free of cost, upon making a request for the same. For any communication, the shareholders may also send requests to the Company's investor email id: investors@sardaplywood.com.
- (k) Members desirous of exercising their vote by Physical Postal Ballot Form are requested to read the instructions printed on the Postal Ballot Form carefully, complete the enclosed Postal Ballot Form by recording assent (for) or dissent (against) therein and return the Form duly completed and signed in the attached self addressed, postage pre-paid envelope so as to reach the Scrutinizer not later than 5.00 p.m. (IST) on Monday, 3rd December, 2018.
- (l) The Scrutinizer will submit his report to the Managing Director of the Company after the completion of the scrutiny of the Postal Ballot (Physical Ballot and e-Voting). The result of the Postal Ballot (Physical Ballot and e-Voting) will be announced by the Company Secretary of the Company on or before Wednesday, 5th December, 2018 at the Registered Office of the Company and will be displayed at the Notice Board of the Company at its Registered Office, on the Company's website www.sardaplywood.in, on website of CDSL www.evotingindia.com and intimated to the Stock Exchanges where the securities of the Company are listed.
- (m) The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

By Order of the Board
For Sarda Plywood industries Limited

Ravi Kumar Murarka
Chief Financial Officer & Company Secretary
Membership No ACS 20659

Date : 23rd October, 2018
Place : Kolkata

ANNEXURE TO THE NOTICE OF POSTAL BALLOT DATED 23rd OCTOBER, 2018
EXPLANATORY STATEMENT ANNEXED TO THE NOTICE DATED 23rd OCTOBER, 2018 IN RESPECT OF THE SPECIAL RESOLUTION

Item No. 1

Sarda Plywood Industries Limited. ("the Company") was incorporated on 26th day of June, 1957, as "Sarda Plywood Industries Private Limited" under the Companies Act, 1956. The Company became a public company on 17th day of February 1986.

Presently the name of the Company is Sarda Plywood Industries Ltd. which does not reflect the Company's brand. However, the company is dealing in plywood and its allied products under the various Brand name's with DURO Prefix such as DUROPLY which was adopted long back in 1964. The management believes that the change in the name of the company which was being undertaken as part of Corporate re-branding would make the name of the Company simple, sharp and focused. So the Company should be named after their brand name DUROPLY to resonate the identity and the nature of the activity of the Company and also to get more recognition in the market.

In view of the above, the Board of Directors of the Company at its meeting held on 6th October, 2018 considered it necessary to change the Company name to represent the brand name in which the Company operates and accordingly, approved the change of name of the Company from "Sarda Plywood Industries Limited" to "Duroply Industries Limited" and consequential alteration of Memorandum of Association and Articles of Association and other documents and papers of the Company subject to requisite approvals.

The name "Duroply Industries Limited" appropriately represents and reflects the business in which the Company is presently engaged and registered trademark used by the Company to manufacture and market its products.

The Shareholders may also note that the Ministry of Corporate Affairs has vide approval letter dated 16th October, 2018 provided it's no-objection for availability and use of the proposed name "Duroply Industries Limited".

The change of the Company name as proposed would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the shareholders / stakeholders and would be subject to approval of Central Government.

Pursuant to the provisions of Sections 4, 13 and 14 of the Companies Act, 2013 and rules made thereunder, change in Company name and consequential alteration of Memorandum of Association and Articles of Association of the Company requires approval of the Members by way of Special Resolution.

Hence, Your Directors recommend and seek your approval by way of Special Resolution through Postal Ballot including e-voting to the resolution as appearing in Item No. 1 of the accompanying Postal Ballot Notice.

All documents referred to in the accompanying Postal Ballot Notice and Statement Annexed thereto would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on all working days, excluding Saturdays and Sundays upto end of voting period.

None of the Directors, Key Managerial Personnel or their relatives are in any way, financially or otherwise, concerned or interested in this resolution except to the extent of their shareholding in the Company.

By Order of the Board
For Sarda Plywood Industries Limited

Ravi Kumar Murarka
Chief Financial Officer & Company Secretary
Membership No ACS 20659

Date: 23rd October, 2018

Place: Kolkata

The Instructions for Members for Remote E-voting are as under :

- I. The voting period begins on Sunday, 4th November, 2018 (10 a. m.) and ends on Monday, 3rd December, 2018 (5.00 p.m) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 26th October, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Members holding shares in physical or demat form as on 26th October, 2018 shall only be eligible for remote e-voting.
- III. The shareholders should log on to the e-voting website www.evotingindia.com.
- IV. Click on "Shareholders"
- V. Now Enter your User ID:
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

VI. Next enter the Image Verification as displayed and Click on Login.

VII. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

VIII. If you are a first time user follow the steps given below:

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) " Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. " In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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. OR
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. " If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (VI)

IX. After entering these details appropriately, click on "SUBMIT" tab.

X. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

XI. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

XII. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

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

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

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

XVI. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

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

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

XIX. Shareholders can also cast their vote using CDSL's mobile app 'm-Voting'. The m-Voting app is available for Android, Apple and windows phone users and can be downloaded from Google Play Store, App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

XX. Note for Non-Individual Shareholders and Custodians

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

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



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 Phone: (033) 2265 2274.
 E-mail: corp@sardaplywood.com; Website: www.sardaplywood.in
 CIN: L20211WB1957PLC023493

POSTAL BALLOT FORM

Sr. No.

Name(s) of Member(s) including joint holders, if any	:	
Registered address of the sole/ first named Member	:	
DP ID No. & Client ID No./ Registered Folio No	:	
No. of Shares held	:	

I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through Postal Ballot/e-voting for the business stated in the notice dated 23rd October, 2018 of the Company by sending my / our assent / dissent to the said resolution by placing (✓) mark at the appropriate box below :

Item No	No of shares	Assent	Dissent
Special resolution Approval for change of name of the Company from “Sarda Plywood Industries Ltd.” to “Duroply Industries Ltd.”		I/We assent to the Resolution ☐	I/We dissent to the Resolution ☐

Place:

Date:

Signature of the Shareholder(s)

(* In case of a authorised representative of a body corporate, certified true copy of the relevant authorisation viz. Board Resolution/power of attorney should be sent along with postal ballot form)

ELECTRONIC VOTING PARTICULARS

EVS (E-Voting Sequence Number)	USER ID (16 Digit Demat Account/FolioNo. of members holding shares in physical mode)	#PERMANENT ACCOUNT NUMBER (PAN)
181026003		

#If you have not registered / updated your PAN with the company / depository participant, please use the number mentioned in above column under PAN field to login for E-voting.

Please use your actual PAN, if you have already registered / updated your PAN with the company / depository participant.

INSTRUCTIONS:

- The Explanatory Statement for the proposed Special resolution pursuant to Section 102 of the Act setting out material facts are appended to the Notice.
- The postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners, received from Central Depository Services (India) Limited (“CDSL”) as on **26th October, 2018**
- The voting shall be reckoned in proportion to a Member’s share of voting rights on the paid-up Equity Share Capital of the Company as on **26th October, 2018**
- As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot along with Postal Ballot Form is being sent to all the Members through courier.
- In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 the Company is pleased to offer e-voting facility as an opinion to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Members may please refer to the instructions given in the postal ballot notice.
- The Postal Ballot Notice is placed on the Company’s website www.sardaplywood.in
- The Members can opt for only one mode of voting i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
- A member cannot exercise his vote by proxy on postal ballot.
- Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
- The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.
- The Scrutinizer will submit his report to the Managing Director after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Company Secretary of the Company duly authorized, on or before 5th December, 2018 at the Registered Office of the Company and will also be displayed on the Company website viz. www.sardaplywood.in and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
- The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
- All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch of the Notice till closing of the e-voting facility.