



## SARDA PLYWOOD INDUSTRIES LIMITED

Regd. Office : 9, Parsee Church Street, Kolkata – 700 001  
Corp. Office : North Block, 4<sup>th</sup> Floor, 113, Park Street, Kolkata – 700 016  
Phone : (033) 2265-2274, Fax : (033) 2249-3675, CIN : L20211WB1957PLC023493  
E-mail : corp@sardaplywood.com, Website : www.sardaplywood.in

### NOTICE OF 60<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 60<sup>th</sup> Annual General Meeting of SARDA PLYWOOD INDUSTRIES LIMITED will be held at the Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata – 700 017 on Tuesday, the 19<sup>th</sup> September 2017 at 11.00 A.M to transact the following businesses:

#### ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements including the Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Sudeep Chitlangia (DIN:00093908) Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and to fix their remuneration and for this purpose, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 made there under including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Audit Committee, Messrs S. K. Agrawal & Co., Chartered Accountants (Firm Registration No. 306033E), be appointed as Statutory Auditors of the Company in place of retiring Auditors Messrs G.P. Agrawal & Co., Chartered Accountants (Firm Registration No. 302082E), to hold office from the conclusion of this 60<sup>th</sup> Annual General Meeting until the conclusion of the 65<sup>th</sup> Annual General Meeting, subject to ratification by members every year, as applicable, at such remuneration as may be determined by the Board of Directors of the Company from time to time.”

4. To appoint Branch Auditors and fix their remuneration and for this purpose, to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 made there under including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Messrs Grover Dinesh & Associates, Chartered Accountants (Firm Registration No. 012455N) be and are hereby re-appointed as Branch Auditors of the Company for auditing the books of accounts maintained by the Delhi Branch of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration as may be determined by the Board of Directors of the Company.”

#### SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V of the Companies Act, 2013, the consent of the members of the company be and is hereby accorded for the re-appointment of Shri Sudeep Chitlangia (DIN No:00093908) as Managing Director of the Company, who is liable to retire by rotation, for a period of three years effective from 1<sup>st</sup> April 2017 on the terms and conditions as provided hereunder:

- (a) Salary of ₹ 4,00,000/- (Rupees Four lakh only) per month which may be revised, within the limits laid down in Schedule V of the Companies Act, 2013, by the Nomination and Remuneration Committee at any time during the tenure of his appointment.
- (b) Perquisites:

##### PART – A

- (i) Medical Benefits: Reimbursement of medical expenses (including medical insurance) for himself and his family subject normally to a ceiling of one month's salary in a year or three months' salary over a period of three years, provided that any additional expenditure incurred for medical treatment over and above the above ceiling for himself and his family may be reimbursed on actual basis subject to approval by the Nomination and Remuneration Committee.

- (ii) Leave Travel Concession: For self and family as per Company's Rules once in a year.
- (iii) Personal Accident Insurance: Premium not to exceed ₹ 7500/- per annum.
- (iv) Club Fees: Fees of Clubs subject to a maximum of two Clubs excluding the admission fee.

PART – B

- (v) Company's contribution towards Provident/Pension Fund : Subject to a ceiling of 12% of the salary or such other rate as may be prescribed under the Employees' Provident Fund and Miscellaneous Scheme, 1952.
- (vi) Company's contribution towards Superannuation Fund : Such contribution shall not exceed 15% of the salary or such other rate as may be laid down in the Income Tax Rules, 1962 from time to time.
- (vii) Gratuity: Not exceeding 15 days' salary for each completed year of service.
- (viii) Encashment of leave at the end of the tenure.

PART – C

- (ix) Car on Company's business: Provision of cars for use on Company's business will not be considered as perquisite.
- (x) Telephone/fax: Provision for telephones/fax at residence and provision for cellphones will not be considered as perquisites.

"RESOLVED FURTHER that the Board be and is hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limit specified in Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid resolution."

6. To approve continuation of Shri Sohan Lal Yadav (DIN: 00207333) as Wholetime Director of the Company upon attaining age of 70 years, to consider and, if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution:-

"RESOLVED that pursuant to section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of holding of office of Shri Sohan Lal Yadav (DIN: 00207333) as Wholetime Director of the Company upon attaining the age of 70 (Seventy) years on 4th December, 2017 upto the expiry of his present term of office i.e. till 31<sup>st</sup> March, 2018, on the existing terms and conditions duly approved through an ordinary resolution passed in the 58<sup>th</sup> Annual General Meeting of the Company on 29<sup>th</sup> September, 2015 by the members of the Company."

By Order of the Board

Date : 11th August, 2017  
Place : Kolkata

RAVI KUMAR MURARKA  
Chief Financial Officer  
& Company Secretary

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM MUST REACH TO THE COMPANY'S REGISTERED OFFICE AT LEAST 48 HOURS PRIOR TO THE TIME OF HOLDING THE MEETING.
2. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE PAID UP CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE PAID UP CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from 12<sup>th</sup> September 2017 to 19<sup>th</sup> September 2017 (both days inclusive).
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting of the Company.
5. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting of the Company.
6. Members are requested to intimate change in their addresses, if any, to the Registrar and Share Transfer Agent(s) in respect of equity shares held in physical mode and to their Depository Participant(s) in respect of shares held in dematerialised form.
7. Members, who are desirous of receiving communications from the Company over email instead of physical documents, are requested to kindly register their email address with their depository participants, if the shares are held in dematerialised form and with the Registrars and Share Transfer Agent(s), if the shares are held in physical form.
8. Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in prescribed form SH-13 with the RTA. In respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participant(s).
9. Copies of Annual Report 2016-17 are being sent by electronic mode only to the Members whose email address are registered with the Company/ Depository Participant(s) for communication purpose unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Annual Report 2016-17 are being sent by the permitted mode.
10. Members may also note that the Notice of the Annual General Meeting and the Annual Report 2016-17 will be available on the Company's website, [www.sardaplywood.in](http://www.sardaplywood.in). The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
11. Additional information pursuant to SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (hereinafter referred as "SEBI Regulations") in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting is furnished and forms a part of the Notice. The Directors have furnished the requisite consents/ declarations for their appointment/re-appointment.
12. The Securities Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Registrar and Share Transfer Agent(s) of the Company.
13. All documents referred in this Notice will be available for inspection at the Company's Registered Office during normal business hours on all working days (except Saturdays) up to the date of Annual General Meeting of the Company.
14. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring with them their copy of the Annual Report at the Annual General Meeting of the Company.
15. Members/Proxies are requested to bring the Attendance Slips with them duly filled in and hand over the same at the entrance of the meeting hall. Members/Proxies are also requested to carry photo identity card and to produce the same on demand.
16. Members/Proxies are requested to reach the venue well in advance and to complete registration formalities before the time fixed for start of the meeting.
17. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended from time to time and SEBI Regulations, the Company is pleased to provide its Members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 60<sup>th</sup> Annual General Meeting by electronic means and the business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL). The Board of Directors of the Company has appointed Mr. A. K. Labh, Practicing Company Secretary (FCS-4848) as the Scrutinizer for conducting remote e-voting at the Annual General Meeting in a fair and transparent manner.

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

- I. The voting period begins on 16<sup>th</sup> September, 2017 at 10.00 A.M. and ends on 18<sup>th</sup> September, 2017 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 12<sup>th</sup> September, 2017, 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 12<sup>th</sup> September, 2017 shall only be eligible for remote e-voting.
- III. Those who become Members of the Company after dispatch of AGM Notice but on or before 12<sup>th</sup> September 2017 (Cut-off date) may obtain the login ID and password by sending a request to the Registrar & Share Transfer Agent at mdpldc@yahoo.com or to the Company at investors@sardaplywood.com. However, those already registered with CDSL for remote e-voting can use their existing user Id and password for Login.
- IV. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- V. Click on "Shareholders"
- VI. 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.
- VII. Next enter the Image Verification as displayed and Click on Login.
- VIII. 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.
- IX. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <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 8 digits of the sequence number 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	<p>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, <b>OR</b></p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• 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)</li> </ul>

- X. After entering these details appropriately, click on "SUBMIT" tab.
- XI. 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.
- XII. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XIII. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- XIV. 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.

- XV. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XVI. 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.
- XVII. Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.
- XVIII. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- XIX. 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.
- XX. 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.
- XXI. 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](http://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](mailto: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](mailto: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.
- XXII. 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 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 5

The Board of Directors have re-appointed Shri Sudeep Chitlangia as Managing Director of the Company for the period from 1<sup>st</sup> April 2017 to 31<sup>st</sup> March 2020 on the remuneration and other terms and conditions as contained in the resolution. The payment of remuneration, as per details given in the resolution, to Shri Sudeep Chitlangia has also been approved by the Nomination and Remuneration Committee of the Company.

The additional information as required by Schedule V to the Act is given below:

#### I. General Information

- 1) Nature of Industry : The Company is engaged in the business of manufacturing of Plywood and Tea.
- 2) Date or expected date of commencement of commercial production: Company is in operation since 1957.
- 3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus :Not Applicable
- 4) Financial performance based on given indicators: (₹ in Lakhs)

Particulars	2016-17	2015-16	2014-15
Total Revenue from Operations	20,747.48	18,238.13	20,352.01
Profit/(Loss) before tax	(203.45)	(845.91)	(165.60)
Profit/(Loss) after tax	(203.45)	(573.61)	(49.34)

- 5) Foreign investments or collaborations, if any : Nil

#### II. Information about the appointee:

- 1) **Background details:** Shri Sudeep Chitlangia is a commerce graduate and working with the company since August, 1986. On 27th May, 1988, he was appointed in the Board of Directors of the Company.

- 2) **Past remuneration:** His last drawn remuneration as Managing Director of the Company during the financial year 2016-17 was ₹ 45,64,792/- (inclusive of all perquisites).
- 3) **Recognition or awards :** NIL
- 4) **Job profile and his suitability :** Shri Sudeep Chitlangia has been actively associated in company's business operation. He has played a pivotal role in all strategic business policies/decisions of the Company.
- 5) **Remuneration proposed:** As mentioned in the text of the resolution.
- 6) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person :** Taking into account the size of the company, profile, position and involvement of Shri Sudeep Chitlangia in the Company, the proposed remuneration to the appointee is reasonable and in line with the remuneration levels in the Industry.
- 7) **Pecuniary Relationship directly or indirectly with the company, or relationship with managerial personnel, if any :** Shri Sudeep Chitlangia holds 3,58,350 equity shares in the company and he is the son of Smt. Sheela Chitlangia, director of the Company.

### III. Other information:

- 1) **Reasons of loss or inadequate profits:** The overall production and sales volume of the company was higher as compared to previous year. However due to increase in the total cost of production and overhead cost, the company's performance has been affected.
- 2) **Steps taken or proposed to be taken for improvement:** The Company has been able to substantially reduce its losses compared to previous year. Various steps are being taken to improve the profitability of the Company. However the following measures are always being taken care of, to sustain its predominance in the market
  - i) Focus on high quality performance delivery and good relationship with existing customers to generate rapid new order flows
  - ii) Conscious efforts for the development of customer base in the respective business segments.
  - iii) Focus on significant improvements in operating costs.
- 3) **Expected increase in productivity and profits in measurable term :** The Company is going to merge with its associate company P. S. Plywood Products Pvt. Ltd. and it is believed that the proposed restructuring will create a large and well diversified company which would be in the best interests of all the stakeholders. The company remains confident that steps taken by it such as adopting cost cutting measures, rationalization of manpower etc. will help it to come back on growth.

Shri Sudeep Chitlangia is working with the Company since last 31 years and is having valuable experience in plywood and tea businesses. Your Directors are of the opinion that his continued association with the Company and his rich experience will be beneficial to the Company.

The Board recommends the Resolution at Item No.5 for approval of the members.

Except Smt. Sheela Chitlangia, (being relative of the appointee), none of the other Directors and key managerial personnel of the Company or their relatives are interested in the above resolution.

### Item No. 6

The members of the Company at the 58<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2015 had approved re-appointment of Shri Sohan Lal Yadav (DIN: 00207333) as Wholetime Director of the Company for a period of three years effective from 1<sup>st</sup> April, 2015 through an ordinary resolution passed under the provisions of the Companies Act, 2013. In view of the provisions of 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company seeks consent of the members by way of special resolution for continuation of his holding of existing office after attaining the age of seventy years on 4<sup>th</sup> December, 2017 upto the expiry of his present term of office i.e. till 31<sup>st</sup> March, 2018, on the existing terms and conditions duly approved through an ordinary resolution passed in the 58<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2015 by the members of the Company.

The Board therefore recommends the special resolution for the approval of the members.

## DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING OF THE COMPANY

Name of Director	: Shri Sudeep Chitlangia
Age	: 51 years
Date of Appointment on the Board	: 27 <sup>th</sup> May 1988
Qualification	: B.Com
Experience	: Experience in the area of Manufacturing of Plywood and Tea business
Terms and Conditions of Appointment /Re-appointment	: Managing Director, liable to retire by rotation
Number of Board meetings attended out of five Board meetings held during the year	: Five
Remuneration details	: As per the resolution stated above
Directorship held in other Public Companies	: NIL
Committee membership/chairmanship in other Companies	: NIL
Relationship with other Directors/Manager/KMP	: Son of Smt. Sheela Chitlangia, Director
Number of shares held in the Company	: 3,58,350

By Order of the Board

RAVI KUMAR MURARKA  
Chief Financial Officer  
& Company Secretary

Date : 11<sup>th</sup> August, 2017  
Place : Kolkata

## ROUTE MAP OF BHARATIYA BHASHA PARISHAD

