



SARDA PLYWOOD INDUSTRIES LIMITED

Regd. Office : 9, Parsee Church Street, Kolkata – 700 001, West Bengal

Phone : (033) 2265-2274, Fax : (033) 2249-3675

E-mail : corp@sardaplywood.com, Website : www.sardaplywood.in

CIN : L20211WB1957PLC023493

NOTICE OF 58TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 58th Annual General Meeting of SARDA PLYWOOD INDUSTRIES LIMITED will be held at The Far Pavilion, Tollygunge Club Limited, 120, Deshapran Sasmal Road, Kolkata – 700 033 on Tuesday, the 29th September 2015 at 11.00 A.M to transact the following businesses :

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint, a Director in place of Shri Sohan Lal Yadav (DIN: 00207333) who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint 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 the provisions of Section 139 and Section 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, the appointment of Statutory Auditors of the Company Messrs G. P. Agrawal & Co., Chartered Accountants (Firm Registration No.302082E) approved in the 57th Annual General Meeting until 60th Annual General Meeting is hereby ratified by the Members of the Company in this Annual General Meeting till conclusion of the next Annual General Meeting at such remuneration as may be determined by the Board of Directors of the Company.”

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, 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 till 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. **Re-appointment of Wholetime Director:** To re-appoint Shri Sohan Lal Yadav (DIN: 00207333) as a Wholetime Director and in this regard 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 196, 197, 203, Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to the reappointment of Shri Sohan Lal Yadav (DIN – 00207333) as ‘Wholetime Director’ of the Company, who is liable to retire by rotation at the Annual General Meeting, for a period of three years with effect from 1st April 2015, on a consolidated salary of Rs.250000/- (Rupees Two Lac Fifty Thousand only) per month which may be revised, within the limits laid down in Schedule V, by the Nomination & Remuneration Committee at any time during the tenure of his appointment.”

“RESOLVED FURTHER that the aforesaid remuneration be paid to Shri Sohan Lal Yadav, Wholetime Director, as minimum remuneration notwithstanding no profits or inadequate profits in any financial year”.

6. **Confirmation of appointment of Additional Director:** To confirm the appointment of Smt. Sheela Chitlangia (DIN: 00174354) as Non-Executive Director who was appointed as Additional Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Smt. Sheela Chitlangia (DIN:00174354) who has been appointed as an Additional Director of the Company by the Board of Directors with effect from 6th February 2015 in terms of Section 149, 152 and 161 of the Companies Act, 2013 and who holds office 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 proposing her candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as Non-Executive Director of the Company, who is liable to retire by rotation at the Annual General Meeting.”

7. **Adoption of new set of Articles of Association of the Company containing Articles in conformity with the Companies Act, 2013:** To adopt new set of Articles of Association containing Articles in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and is hereby replaced with the new set of Articles of Association and the said new Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place of, in substitution and to the entire exclusion of the existing Articles of Association of the Company.”

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard.”

By Order of the Board
For SARDA PLYWOOD INDUSTRIES LIMITED

Date : 27th May 2015
Place : Kolkata

RAVI KUMAR MURARKA
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 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. The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
4. Pursuant to Section 91 of the Companies Act, 2013, Register of the Members and the Share Transfer Books of the Company will remain closed from 22nd September 2015 to 29th September 2015 (both days inclusive).
5. 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.
6. 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.
7. Members are requested to intimate change in their addresses, if any, to the Registrar and Share Transfer Agent in respect of equity shares held in physical mode and to their Depository Participant(s) in respect of shares held in dematerialised form.
8. 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, if the shares are held in physical form.
9. Copies of Annual Report 2015 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 2015 are being sent by the permitted mode.
10. Members may also note that the Notice of the Annual General Meeting and the Annual Report 2015 will be available on the Company's website, 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 Clause 49 of the Listing Agreement with the Stock Exchanges 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 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) upto 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.
15. Members/Proxies are requested to bring the Attendance Slip 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 Clause 35B of the Listing Agreement, 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 58th Annual General Meeting by the 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, Practising 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 26th September, 2015 at 10 a. m and ends on 28th September, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2015, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- II. Members holding shares in physical or demat form as on 22nd September, 2015 shall only be eligible for remote e-voting.
- III. Those persons who become Members of the Company after dispatch of AGM Notice but on or before 22nd September 2015 (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 persons already registered with CDSL for remote e-voting can use their existing user ID & password for login.
- IV. The shareholders should log on to the e-voting website 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 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	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">• 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 OR Dividend Bank Details	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 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">• 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)

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 out 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. Notes 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.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5: Re-appointment of Wholetime Director

The Board of Directors have re-appointed Shri Sohan Lal Yadav as Wholetime Director of the Company for the period from 1st April 2015 to 31st March 2018 on the remuneration and other terms and conditions as contained in the resolution. The payment of remuneration to Shri Sohan Lal Yadav has also been approved by the Nomination & Remuneration Committee of the Company.

Shri Sohan Lal Yadav is having 50 years of 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 Resolution set out in Item No. 5 of the Notice convening the meeting has to be considered accordingly and the Board recommends the same.

The resolution seeks approval of the members in terms of Sections 196 and 197 read with Schedule – V and other applicable provisions, if any, of the Companies Act, 2013, and Rules made there under for the re-appointment of Shri Sohan Lal Yadav as Wholetime Director for a period of three years commencing from 1st April, 2015.

No Director, Key Managerial Personnel or their relatives, except Shri Sohan Lal Yadav, to whom the resolution relates, are interested or concerned, financially or otherwise, in the resolution.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

The Board recommends the resolution set forth in Item No.5 for the approval of the members.

Item No. 6 : Appointment of Additional Director

Smt. Sheela Chitlangia (DIN: 00174354) was appointed by the Board at its meeting held on 6th February 2015 as an Additional Director. The Board of Directors has received a notice from a member proposing the candidature of Smt Sheela Chitlangia as a Woman Non-Executive Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013.

The Company has received from Smt Sheela Chitlangia (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Resolution seeks the approval of members for the appointment of Smt Sheela Chitlangia as Woman Non-Executive Director of the Company who is liable to retire by rotation at the Annual General Meeting.

In the opinion of the Board of Directors, Smt Sheela Chitlangia proposed to be appointed, as a Woman Non-Executive Director, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder.

Except Shri Sudeep Chitlangia, no other Directors or Key Managerial Personnel of the Company and/ or their relatives & except Smt. Sheela Chitlangia to whom the Resolution relates, are interested or concerned financially or otherwise, in the Resolution.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

The Board recommends the resolution set forth in Item No.6 for the approval of the members.

Item No. 7: Adoption of New Set of Articles of Association

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain reference to specific sections of the Companies Act, 1956 and some articles in the existing AoA are no longer in conformity with the new Companies Act, 2013. With the enactment of the Companies Act, 2013 and substantive sections of the Act which deal with the general working of the Companies stand notified, several regulations in the existing AoA of the company require alteration and/or deletion.

Given this position it is considered expedient to wholly replace the existing AoA by a new set of Articles. The new set of AoA to be replaced in place of the existing AoA is based on Table F of Schedule I of the Companies Act, 2013 which sets out the model AoA for a company limited by shares and also carry forward certain provisions from the existing AoA suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013.

The proposed new draft of AoA is available for inspection to the shareholders at the registered office of the company on all working days (except Saturdays) between 11.00 A.M and 1.00 P.M till the date of the meeting.

No Director or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business.

The Board recommends the resolution set forth in Item No.7 for the approval of the members.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT ENTERED WITH THE STOCK EXCHANGES:

Name of the Director	: Shri Sohan Lal Yadav	Smt. Sheela Chitlangia
Date of Birth	: 04.12.1947	04.01.1942
Date of Appointment on the Board	: 27th November 1996	6th February 2015
Qualifications	: I. A	Graduate
Experience	: 50 Years	40 Years
Directorship held in other Public Companies (excluding foreign, private and Section 8 Companies)	: Nil	Nil
Chairmanships/ Memberships of Committees across	: Nil	Nil
Shareholding of Director	: Nil	271650
Relationship between Directors inter-se	: Nil	Related with Shri Sudeep Chitlangia, Managing Director

By Order of the Board
For SARDA PLYWOOD INDUSTRIES LIMITED

Date : 27th May 2015
Place : Kolkata

RAVI KUMAR MURARKA
Company Secretary