



SARDA PAPERS LIMITED

Admin Office: 1003-04, Centrum, Wagle Estate, Thane – 400 604
Phone: +91 9321752685
Email: info.spl1991@gmail.com
CIN: L51010MH1991PCL061164

Date: 05th November, 2022

To,
BSE Limited
Corporate Relations Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001

Ref: - Sarda Papers Limited (Script Code: 516032).

Sub: Notice of Postal Ballot through Electronic Voting.

Dear Sir/Madam,

We enclose a copy of the Postal Ballot Notice ("Notice") dated **November 04, 2022** together with the Explanatory Statement thereto, seeking approval of the Members for the following agenda.

- Reclassification of Authorised Share Capital of the Company
- Sub-division of 1 (One) equity share of face value of Rs. 10/- each into 10 (Ten) equity shares of Re. 1/- each
- To Alteration of capital clause in the Memorandum of Association consequent upon sub-division.
- To Increase the Authorised Share Capital and to consider and approve alteration of Capital Clause of the Memorandum of Association of the Company.
- Appointment of Statutory Auditor of The Company to Fill the Casual Vacancy.
- Change in name of the Company from 'Sarda Papers Limited' to 'Tahmar Enterprises Limited' and consequential alteration to MOA and AOA of the Company.
- Alteration to the Object Clause of the Memorandum of Association of the Company.
- To Appoint Mrs. Sarita Sequeira (Din: 01203100) as Managing Director of the Company.
- To Alter the Article of Association as per Companies Act, 2013.
- To Appoint Mr. Sandeep Kumar Sahu (Din: 06396817) as Non-Executive Independent Director.
- To Appoint Ms. Meena Menghani (DIN: 09772262) as Non-Executive Independent Director.

In accordance with the applicable laws and circulars thereunder, the Notice will be sent in electronic mode only to those members whose names appeared in the Register of Members/ List of Beneficial Owner maintained by the Company RTA/ Depositories respectively as at close of business hours on **Friday, October 28, 2022.**

Regd. Office: A/70, M.I.D.C, Sinnar, Dist. Nasik – 422103. Phone: +91 9321752685



The Notice is also available on the website of the Company i.e., www.sardapapers.com Members whose names appeared in the Register of Members/ List of Beneficial Owners as on the cut-off date i.e., **Friday, October 28, 2022** are eligible for the purpose of remote e-voting.

The remote e-voting will commence from **Saturday, November 12, 2022** (9:00 a.m. IST) and will end on **Sunday, December 11, 2022** (5:00 p.m. IST).

Please take above information on record.

Thanking you,
For Sarda Papers Limited

**C R RAJESH
NAIR**

Digitally signed by C R RAJESH NAIR
DN: c=IN, o=PERSONAL, title=2354,
pseudonym=aeebc8a7dd4989df1fd9bb5
8e5c3518a6898c02b32db3c4dd6326fc1e
996c5e3, postalCode=403004, st=Goa,
serialNumber=0223fd7d82d27d9bb6d
4630989db06f1a23fe31d26ef8768ec61
7db04cb5, cn=C R RAJESH NAIR
Date: 2022.11.05 12:25:23 +05'30'

Rajshekhar Cadakketh Rajasekhar Nair
Director
DIN : 01278041



SARDA PAPERS LIMITED

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Website: www.sardapapers.com | Email ID: info.spl1991@gmail.com

POSTAL BALLOT NOTICE

[Pursuant to Sections 110 and 108 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member,

Notice is hereby given pursuant to Sections 110 and 108 of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ministry of Corporate Affairs (“MCA”) General Circulars No. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021 and 3/2022 dated 5th May 2022 (collectively referred to as “MCA Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and subject to other applicable laws and regulations, for seeking approval of the members of the Company to the resolutions appended below, proposed to be passed through Postal Ballot (“Postal Ballot”) by way of voting through electronic means (“remote e-voting”).

In view of ongoing COVID-19 pandemic crisis, MCA vide its aforesaid mentioned MCA Circulars, had advised the companies to take all decisions requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The proposed resolutions and the Explanatory Statement stating the facts as required in terms of Section 102 of the Act as appended hereto forms part of this Postal Ballot Notice (“Notice”).

In compliance with Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with MCA Circulars, the Company is offering the facility to its Members, to exercise their right to vote on the resolutions appended to this Notice, by electronic means (‘remote e-voting’) only. For this purpose, the Company has availed the

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services of National Securities Depository Limited (“NSDL”) to provide remote e-voting facility to the Members of the Company.

The Board of Directors of the Company has appointed Mr. Santoshkumar Kamleshchandra Pandey, Practicing Company Secretary, having Membership No. FCS 12230 and CoP No. 5484 to act as a Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner.

The Scrutinizer will submit their report to the Chairman of the Company or, in his absence, any person of the Company, duly authorized by the Board for the purpose, after completion of scrutiny of Postal Ballots in a fair and transparent manner.

The Results of Postal Ballot will be announced on or before **13th December, 2022** and also be hosted on website of the Company (www.sardapapers.com) and on the website of NSDL (evoting@nsdl.co.in). The Results will also be communicated to BSE Limited where the Equity Shares of the Company are listed.

The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e., **11th December, 2022** in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.

SPECIAL BUSINESS

ITEM NO 1 - RECLASSIFICATION OF AUTHORISED SHARE CAPITAL OF THE COMPANY.

To consider and pass with or without modification(s), the following resolution, as a **Special Resolution**.

RESOLVED THAT pursuant to the provision of Section 13, 61, 64 and all other applicable provisions, if any of the companies Act, 2013 read with rules framed thereunder and the Articles of Associations of the Company and applicable provision of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015 issued by the Securities Exchange Board of India (SEBI) and the Other Rules, Regulation , Circular , Notification , etc. issued thereunder , the consent of the members of the company be and is hereby accorded for re-classification of the Authorised Share Capital under Clause V of the Memorandum of Association of the Company as mentioned below:

- A. By reclassifying 4,25,000 (Four Lakh and Twenty-five thousand) 1% redeemable preference shares of Rs. 100/- each into 42,50,000 (Forty-Two Lac Fifty Thousand only) Equity shares of Rs.10/ each aggregating to Rs. 4,25,00,000.

“FURTHER RESOLVED THAT consequent upon the above stated re-classification, the existing clause V of the Memorandum of Association of the Company be and is hereby substituted by the following new Clause V:

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The authorized share Capital of the Company is 7,75,00,000 (Rupees Seven Crore Seventy-Five Lakh Only) divided into 77,50,000 (Seventy-Seven Lakh Fifty Thousand) Equity shares of Rs. 10/- each with the rights, privileges, and conditions attaching thereto as are provided by the regulations of the company for the time being, with power to increase and reduce the capital of the company to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being, be provided by the regulations of the company.

RESOLVED FURTHER THAT any Director and the Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and actions as it may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental for giving effect to this Resolution, and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as it may think fit;

ITEM NO 2 - SUB-DIVISION OF 1 (ONE) EQUITY SHARE OF FACE VALUE OF RS. 10/- EACH INTO 10 (TEN) EQUITY SHARES OF RE. 1/- EACH

To consider and pass with or without modification(s), the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder including the statutory modification(s) or re-enactment(s) thereof for the time being in force and the relevant provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by the Securities and Exchange Board of India (SEBI) and the other Rules, Regulations, Circulars, Notifications, etc. issued thereunder, consent of the Shareholders of the Company be and is hereby accorded to approve the sub-division of the nominal value of equity shares of the Company from the existing nominal value of Rs. 10/- each to nominal value of Re. 1/- each, thereby keeping the paid-up share capital intact.

“RESOLVED FURTHER THAT the 10 (Ten) Equity Shares of the face value of Re. 1 each on sub-division to be allotted in lieu of existing one equity share of Rs. 10 each shall be subject to the terms of the Memorandum and Articles of Association of the company and shall rank pari passu in all respects with the existing fully paid shares of Rs. 10 each of the company and shall be entitled to participate in full in any dividends to be declared after the sub-divided equity shares are allotted.”

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“RESOLVED FURTHER THAT pursuant to Sub-Division of the equity shares of the Company, nominal value of Rs.10 (Rupees Ten only) of all the authorised, issued, subscribed and paid-up equity shares of the Company existing on the Record Date to be fixed by the Company shall stand sub-divided into equity shares of nominal value of Re. 1/- each fully paid.”

“RESOLVED FURTHER THAT pursuant to the sub-division of Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the face value of Rs. 10 each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Book Closure Date/Record Date (as determined by the Board of Directors of the Company) and the company may, without requiring the surrender of the existing share certificate(s), issue and dispatch the new share certificate(s) of the company in lieu of such existing share certificate(s) subject to the provisions of the companies (Share Capital and Debentures) Rules, 2014 and in the case of Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the depository participants, in lieu of the existing credits representing the Equity Shares of the company before sub-division and the Company shall undertake such Corporate Action(s) as may be necessary in relation to the existing equity shares of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to the extent permitted by law, all or any of the powers herein conferred to any Committee of Directors or any Director(s) or any other Key Managerial Personnel or any other Officer(s) of the Company.”

ITEM NO 3 - ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION CONSEQUENT UPON SUB-DIVISION:

To consider and pass with or without modification(s), the following resolution, as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], subject to such approvals as may be necessary and subject to approval of sub-division of equity shares by the members, consent of the members of the Company be and is hereby accorded to alter and substitute the existing Clause V of the Memorandum of Association of the Company with the following new Clause V:

Clause V:

V. The Authorized Share Capital of the Company is Rs. 7,75,00,000 (Rupees Seven Crore Seventy-Five Lakh Only) divided into 7,75,00,000 (Seven Crore Seventy-Five Lakh) equity

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shares of Re. 1/- (Rupees One Only) each with the rights, privileges, and conditions attaching thereto as are provided by the regulations of the company for the time being, with power to increase and reduce the capital of the company to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being, be provided by the regulations of the company.

“RESOLVED FURTHER THAT the Board of Directors of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf], be and is hereby authorized to undertake, execute all such acts, deeds, matters and things as they may deem necessary, proper and/ or expedient, to apply for requisite approval(s) of the statutory or regulatory authorities, as may be required, to carry out all requisite, incidental, consequential steps and to settle any question, difficulty or doubt that may arise in order to give full effect to this resolution.”

ITEM NO 4 - TO INCREASE THE AUTHORISED SHARE CAPITAL AND TO CONSIDER AND APPROVE ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

To consider and pass with or without modification(s), the following resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, the authorized share capital of the company be and is hereby increased from Rs. 7,75,00,000/- (Rupees Seven Crore Seventy-Five Lakh) divided into 7,75,00,000 (Seven Crore Seventy-Five Lakh) equity shares of Re. 1/ (Rupee One Only) (after proposed sub-division of face value of equity shares) each to Rs. 49,00,00,000/- (Rupees Forty-Nine Crore Only) divided into 49,00,00,000/- (Forty-Nine Crore) equity shares of Re. 1/- (Rupee One Only) each by creation of additional 41,25,00,000 (Forty-One Crore Twenty-five Lakhs only) equity shares of Re. 1/- (Rupee One Only) each.

“FURTHER RESOLVED THAT pursuant to the provisions of Section 13, 61 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], subject to such approvals as may be necessary and subject to approval of sub-division of equity shares by the members, consent of the members of the Company be and is hereby accorded to alter and substitute the existing Clause V of the Memorandum of Association of the Company with the following new Clause V:

Clause V:

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V. The Authorized Share Capital of the Company is Rs. 49,00,00,000/- (Rupees Forty Nine Crore Only) divided into 49,00,00,000 (Forty-Nine Crore) equity shares of Re. 1/- (Rupees One Only) each with the rights, privileges, and conditions attaching thereto as are provided by the regulations of the company for the time being, with power to increase and reduce the capital of the company to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being, be provided by the regulations of the company.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf], be and is hereby authorized to undertake, execute all such acts, deeds, matters and things as they may deem necessary, proper and/ or expedient, to apply for requisite approval(s) of the statutory or regulatory authorities, as may be required, to carry out all requisite, incidental, consequential steps and to settle any question, difficulty or doubt that may arise in order to give full effect to this resolution.”

ITEM NO 5 - APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY TO FILL THE CASUAL VACANCY:

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 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s. SSRV & Associates, Chartered Accountants, Mumbai with Firm Registration Number 403437 be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s. SKHD & Associates, Chartered Accountants (Firm Registration No.: 105929), at a remuneration as may be mutually agreed to, between the Board of Directors and M/s. SSRV & Associates, Chartered Accountants, to hold office of Statutory Auditor w.e.f. 12th October, 2022 till the conclusion of Annual Meeting of the Company to be held in the year 2027 (subject to ratification of their appointment at every Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursement of out-of-pocket expenses incurred in connection hereto.”

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ITEM NO 6 - CHANGE IN NAME OF THE COMPANY FROM ‘SARDA PAPERS LIMITED’ TO ‘TAHMAR ENTERPRISES LIMITED’ AND CONSEQUENTIAL ALTERATION TO MOA AND AOA 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, 5, 13, 14, 15 and all other applicable provisions of the Companies Act, 2013 (‘Act’) read with applicable Rules framed thereunder, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘Listing Regulations’) and applicable statutory provisions (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approval or permission of the Registrar of Companies, Mumbai, Ministry of Corporate Affairs, Central Government and/or any other regulatory or statutory authorities, as may be required, consent of the members of the Company be and is hereby accorded for changing the name of the Company from **“Sarda Papers Limited”** to **“Tahmar Enterprises Limited”** as made available by the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs;

RESOLVED FURTHER THAT Clause I of the Memorandum of Association of the Company be altered as under:

“The Name of the Company is **Tahmar Enterprises Limited.**”

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation or relevant document consequent upon change of name, the old name, i.e. **“Sarda Papers Limited”** be substituted with the new name, i.e. **“Tahmar Enterprises Limited”** in the Memorandum and Articles of Association of the Company and be deemed substituted in all other relevant documents including agreements, deeds, documents, contracts wherein the Company is a party or interested, common seal and at all other places wherever appearing;

RESOLVED FURTHER THAT any Director and the Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and actions as it may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental for giving effect to this Resolution, and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as it may think fit;

RESOLVED FURTHER THAT Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors or to any Director or Directors or any officer(s) or employees of the company or any other person as it may consider appropriate to give effect to this resolution.”

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ITEM NO 7- ALTERATION TO THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to Section 4 and Section 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to necessary approval(s) required, if any, in this regard from appropriate authorities, and subject further to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities, which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors of the Company (herein after referred to as the “Board”, which term shall include any of its duly authorized Committee or individual Director) is hereby authorized to accept as it may deem fit, consent of the members of the Company be and is hereby accorded for effecting the following modifications and amendments in the existing Object Clause of the Memorandum of Association of the Company:

a. Alteration of existing Object Clause III (A) by replacing the entire object clauses with the following:

1. To carry on in India or elsewhere the business to manufactures, producers, processer, refiners, distributor, dealers, seller, retailers, marketer, agents, Importers and exporters of Extra Neutral Alcohol (ENA), ethyl alcohol, ethanol, biodiesel fuel, Bio-fertilizer, fuel ethanol additives, oil, fuel oil, cattle feed (protein), Dried Distillery Grain Soluble – DDGS, pallets, by-products, Indian made Foreign Liquor (IMFL), spirits, alcohol including potable, Industrial alcohols, rectified spirits, alcohols, extra neutral alcohols, ethanol, special denatured spirit, fine chemicals and to produce power, renewable energy, electricity from industrial waste, fertilizers, cattle feed, biogas, bottled water, soft drink, carbonated drinks, beverages, mineral water, alkaline water, country liquor, pot still and allied chemicals and products, Indian made foreign liquors, all kinds and descriptions of whisky, brandy, rum, gin, vodka, alcohol, beer, wine, brewery & winery and other beverages including aerated and mineral waters and other drinks.

2. To purchase and process feedstock like molasses, sugarcane, syrup, sweet sorghum, rice, maze, wheat, tropical beet, waste grains, bio mass, SDS/rectified spirit, impure alcohol and starch and sugar based agro-products, such other raw materials which can be converted into alcohol/Ethanol.

3. To carry on the business, whether within or outside India, of collection, segregation, transportation, trading, processing, composting, recycling, treatment and disposal of all types of waste (whether solid, liquid or gaseous substances) industrial waste, hazardous waste, sewage, waste water etc. undertake use, sale, marketing and/or distribution of all products and by-products that are generated in the process of treatment or disposal of waste and waste products

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(such as compost, energy and refuse derived fuel generated from waste to energy processes such as bio methanation etc. methane gas from landfill, processing, electronic products.

4. To buy, sell import, export, distribute; deal in, trade, store and to carry on the business of agents, manufacturers' representatives, C & F agents, merchants and traders of all kinds of machinery.

5. To acquire and undertake the whole or any part of the business; goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the business which this company is authorized to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company.

6. To establish branches and appoint agents in India and outside, for or in connection with all or any of the objects of the company.

b. Inserting new Clause III (B) as "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A)".

1. To acquire or takeover the whole or any part of the business, goodwill, trademarks, properties, assets and liabilities, grant licences and other rights or enter into partnership or any arrangement for sharing profits, union of interest, joint ventures, reciprocal arrangement/whether existing or new, with any person, firm or company engaged in or about to engage in any business which this Company is authorised to carry on for such consideration as may be thought fit and in particular for any shares, stocks, debentures, or other securities of this company or any other Company.

2. To negotiate and enter into agreements with foreign individuals, companies, corporations and other organisation for technical, financial, or any other assistance for carrying out all or any of the objects of the Company or for the purpose of activating research and development of manufacturing processes and technology on the basis of know-how, financial participation or technical collaboration and acquire necessary formulas and patent rights for furthering the objects of the Company.

3. To apply for, obtain purchase or otherwise acquire and protect and renew any patent rights, brevets d' inventions, trade secrets, scientific, technical or other assistance, copyrights, trademarks, licences, concessions and the like. rights or benefits, conferring an exclusive, non-exclusive, limited or unlimited right of use thereof, which may seem capable of being used for or in connection with any of the objects of the Company or the acquisition or Use of which may seem calculated directly or indirectly to benefit the Company on payment of fee, royalty or other consideration and to use, exercise or develop the same and manufacture under or grant licence in respect thereof and expend money in experimenting upon, testing or improving any such patents, inventions, rights or concessions.

4. To apply for and obtain under any Act of Legislature or charter, any privilege, concession, licence or authorisation of any Government, State or Central or other Authority for enabling the

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Company to carry any of its objects into effect or for extending any of the powers of the Company, or for effecting any modification of the constitution of the Company or for any other purpose which may seem expedient or calculated directly or indirectly to further the interests of the Company.

5. To purchase, build, construct take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges, which the Company may think necessary or convenient for the purpose of its business or which may enhance the value of any property of the Company and in particular any land, buildings, easements, machinery, plant, vehicles and stock-in-trade

6. To purchase or otherwise acquire lands or buildings in any part of India, to accept lease, thereof and on such lands, to erect buildings, for the purposes of the Company and also to construct and erect bungalows, houses, flats and any other living accommodation for the employees of the Company

7. To establish and maintain agencies, branches, offices and places and procure registration or recognition of the Company and to carry on business in any part of the world and to take such steps and may be necessary to give the Company such rights and privileges in any part of the world as are possessed by local companies or partnerships or as may be thought desirable.

8. To set up, establish factories, manufacturing, marketing or any other facilities in the joint sector or otherwise with the Central or any State Government or their undertakings or any other authority in India or abroad, or with any foreign government either by this Company itself or by this Company through a subsidiary company or any other form of organisation as the Company may from time to time decide, upon such terms and conditions as are mutually acceptable.

9. To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the Company either in cash or fully or partly-paid shares with or without preferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the Company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the Company may determine.

10. To dispose off the whole or any part of the undertaking or any of the undertakings of the Company or any business, property, rights or assets of the Company or any shares or interest therein in such manner and for such consideration as the Board of Directors of the Company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.

11. To establish or promote or concur in establishing or promoting any company for the purpose of acquiring all or any of the properties, rights and liabilities of this Company or for any other purpose which may seem directly calculated to benefit the Company and to place or guarantee

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the placing of, underwrite, subscribe for, or otherwise acquire all or any of the shares, debentures or other securities of any such other company.

12. To draw, make or accept, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities and to open Bank accounts of any type and to operate the same in the ordinary course of business

13. To adopt means of making known the business and products of the Company through any medium of advertisement including press, cinema, radio, television, skywriting, neon signs as may seem expedient and in particular by advertisement in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by conducting competitions, granting prizes, rewards and donations

14. To buy, import, print, publish all kinds of books, publications, magazines, literature, pamphlets, catalogues, price lists etc. on wines, liquors, syrups, cordials, waters, drinks and beverages.

15. Subject to Sections 73 to 76 and Section 179 of the Companies Act, 2013, and the regulations made there under and directions issued by the Reserve Bank of India, to receive fixed and other deposits, money on deposit or loan and borrow or raise money in such manner and at such time or times as the Company think fit and in particular by the issue of debentures, debenture stock, perpetual or otherwise and to secure payment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the properties or assets or revenues and profits of the Company, both present and future, including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or Company and to give the lenders the power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities.

16. To lend or advance money on such terms as may seem expedient and in particular to customers and persons having dealings with the company and to give any guarantee or indemnity that may seem expedient, and to discount bills and to receive money or valuables on deposit and interest or otherwise for the purposes of the business of the Company.

17. To invest and deal with the surplus money and funds of the Company not required for the time being on such terms and conditions as the Directors may deem fit.

18. To appoint agents, sub-agents, dealers, managers, canvassers, sales representatives or salesmen for transacting all or any kind of business which the Company is authorised to carry on and to constitute agencies of the Company in India or in any other country whatsoever and to establish depots and agencies in different parts of the world.

19. To send to foreign countries its directors, employees or any other persons or person for investigating possibilities of any business or trade, for procuring and buying any machinery or

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establishing trade connections or for promoting the interests of the Company and to pay all expenses incurred in this connection.

20. To enter into any partnership, with or acquire any interest in the business of any person, firm or Company or enter into any arrangement for sharing profits or for cooperation or for mutual assistance with any such person, firm or Company and to give or accept by way of consideration for any of the act or things aforesaid or property acquired, any shares, debentures, debenture-stock or securities that maybe agreed upon and to hold and retain, or sell, mortgage and deal with any shares, debenture-stock or securities so received.

21. To amalgamate with any other company or companies in any manner whether with or without the liquidation of this Company.

22. To take part in the management, supervision or control of the business or operations of any other Company, associations, firm or persons having the objects altogether or in part similar to those of this Company and to appoint Directors, Agents or other Officers of any such Company, association, firm or person, and in connection therewith and to remunerate Directors and other officers or experts or agents

23. To subscribe for, take, or otherwise acquire, and hold shares, stock, debentures, or other securities of any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as to directly or indirectly benefit this, Company.

24. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances, bonuses or emoluments to any persons who were or are at any time in the employment or service of the Company, or any company which is a subsidiary of this Company or is allied to or associated with the Company or with any such subsidiary company or persons, who are or were at any time Directors or Officers of the Company or any other company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or advance the interest and wellbeing of the Company or persons as aforesaid and make payments to or towards the insurance of any such person as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

25. To create any reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other purpose conducive to the interests of the Company.

26. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise

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27. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops, for scientific and technical researches, experiments and tests of all kinds to promote studies, researches and inventions and by providing subsidising, endowing or assisting other laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the award of scholarships, prizes, grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company authorised to carry on.

28. To acquire and secure membership, seat or privilege either in the name of the Company or its nominee or nominees in and of any association, exchange, market, club or other institution in India or any part of the world for furtherance of any business, trade or industry which the Company is engaged in.

29. To have the Company registered or recognised in or under the laws of any place outside India and to do all the acts necessary for carrying on in any foreign country the business which the Company is authorised to carry on.

30. To pay out of the funds of the Company all costs, charges and expenses of and incidental to the formation and registration of this Company and any company promoted by the Company and also all costs, charges, duties, impositions and expenses of and incidental to the acquisition by the Company of any property or assets.

31. To capitalise reserves and issue bonus shares in the ratio and proportion as may be thought fit and to declare, interim dividends.

32. To make and accept gifts, bequests, devices or donations of any movable or immovable property or rights or interest therein to or from members or others.

33. To distribute amongst the members in specie, any property of the Company or proceeds of sale or disposal of any property of the Company subject to the provisions of the Companies Act, 2013.

34. To agree to refer to arbitration and to refer to arbitration disputes between the Company and any other company, firm or individuals in India or abroad in accordance with the law and in India or the concerned foreign country.

35. To do all such other things as may appear incidental or seem conducive to the attainment of the main objects or any one of them.

36. To buy, take on lease or under licence, concession, grant or otherwise acquire mining rights in any land or other place and any interest therein and to carry on in India or elsewhere the business of mining, quarrying, casting, processing, cutting, polishing, dressing all kinds of natural resources including granite, marble, coloured stones, wall panels, steps and tiles and

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similar materials as miners, quarry masters, processors, manufacturers, buyers, sellers, importers, exporters, dealers and traders thereof.

37. To carry on the business of cold storage and warehousing of all perishable and non-perishable commodities, goods or articles in refrigerators, refrigerated chambers or otherwise and to do the business of manufacturers, hirers of and dealers in refrigerators, refrigerating chambers, and apparatus relating thereto, air-conditioners and coolers.

38. To carry on the business of purchase and sale of petroleum products, to act as dealers and distributors for petroleum companies, to run service stations for repair and servicing of all automobiles and to manufacture or deal in fuel, oils and greases.

39. To carry on the business of manufacturing dyeing, colouring, spinning, weaving, buying, selling, importing, exporting or otherwise dealing in fabrics and other fibrous substances and preparations and manufacturers of and dealers in cotton, silk, wool, linen, hemp, jute, rayon, nylon, artificial silk and other yarns and all kinds of woven, synthetic and synthetic blended textiles manufactured from such yarn.

40. To carry on the business of manufacturers of and dealers in ferrous and nonferrous metals including iron, steel, aluminium, brass, tin, nickel, special steels and their products.

41. To carry on the business as manufacturers of and dealers in or as stockists, importers and exporters of packing material, jointing and belting material, asbestos material and fibres, insulation materials, welding fluxes, carbon, containers, boxes and cases made of paper, board, wood, glass, plastic, pulp, cellulose, films, polythene, rubber, metal foils, gelatine, tin, flexible, treated or laminated or other materials.

42. To carry on the business as manufacturers of and dealers in or as stockists, importers and exporters of plastics, synthetic resins, natural resins, polymer products and chemicals required for the manufacture, processing and fabrication of plastic and other similar products, tubes, pipes, sheets, films, whether moulded, extruded, cast, formed or foamed

43. To undertake the business of providing lodging, boarding, and other facilities to the public including tourists, visitors and delegations coming to India from foreign countries and members of delegations, missions, from foreign countries and to encourage, carry on and facilitate tourist trade in India.

44. To deal in foreign exchange and currencies and to convert currencies subject to the approval of the appropriate authorities.

45. To carry on the business of agriculturists, milk contractors, dairymen, farmers and breeders of animals including cattle, milch animals, goats, pigs, fish, poultry and dealers and vendors of products related to such activity.

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46. To carry on the business of buyers, sellers, dealers, agents, brokers, underwriters, guarantors, bills discounting and to invest in, hold or dispose of shares, debentures, bonds, securities and other commercial papers of all kinds of companies, public sector undertakings, corporations, and other institutions whether incorporated or not.

47. To explore and search for ores, minerals, for mining or offer any lands or places which may be acquired by the company and to lend, give on lease the company's property for minerals.

48. To carry on the business of manufacturers, importers, exporters, dealers, wholesalers, retailers of all kinds of articles including crockery, decoration pieces, table ware, ovenware, cutlery made out of glass, crystal glass, cut glass, China, bone china, porcelain and clay.

49. To carry on the business of hotels, hoteliers, canteen, restaurants, bars, beer pubs, cafes, cafeterias, eateries, bakers, confectioners in India or abroad.

50. To carry on the business to plant, grow, produce, manipulate, rectify, import, export, buy, sell or otherwise deal in plants, fruits, corn-grains, meals, malt, hops, broths, minerals, restoratives, foos and allied articles.

51. To manufacture, repair, import, export, buy, sell or otherwise deal in bottles, jars, tins, corks, and other receptacles, crown corks, bottle stoppers and bottle openers.

52. To carry on the business of rendering professional services as consultants or otherwise in wines, spirits, liquors, waters and drinks and to set up breweries, distilleries, other plants and laboratories and to design and execute contracts for works involving drawing, designing, supplying, assembling, repairing, and maintaining any plant, machinery, equipment, products or projects on turn-key basis or otherwise or to carry out any ancillary or other works or services comprised in such contracts.

53. To acquire by purchase, lease, sub-lease, exchange, hire or otherwise acquire, land, building and hereditaments of any tenure or description situated within or outside India and any estate or interest and any right over or connected with the land so situated and to turn the same to account as may seem expedient and in particular by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining offices, flats, houses, hotels, restaurants, shops, factories, warehouses, wharves, buildings, godowns, works and conveniences of all kinds and by consolidating or connecting or sub-dividing properties and by leasing, subleasing giving on leave and license, and disposing of same in any manner whatsoever.

54. To enter into contracts of every kind with all types of entities, including companies, partnership firms, individuals, public sector undertakings, autonomous bodies, State governments, Central governments, cooperative societies, universities, electricity boards, be they for construction, erection, labour, leasing, transportation, supplies, hiring of assets, consultancy services, architectural services, lease financing and for any other purpose whatsoever.

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55. To carry on the business of builders, colonisers, real estate developers, property owners, and manufacturers and traders of building materials, including bricks, cement, sand, stone, prefabricated concrete/steel members/structures, sanitary ware, pipe and chrome fittings and fixtures, grills, tiles and doors, windows and other fixtures of wood & steel.

56. To undertake, carry out, promote and sponsor rural development, including any program for promoting the social and economic welfare of the uplift of the public or any rural area and to incur any expenditure on any program for rural development, to assist execution and promotion thereof either directly or through an independent agency or in any manner. Without prejudice to the generality of the foregoing, program for rural development shall include any program for rural development shall include any program for promoting the social and economic welfare of or the upliftment of the public in any rural area likely to promote and assist rural development, and that the words "rural area" shall include such areas as may be regarded as rural areas under Section 35CC of the Income Tax Act, 1961 or any other law relating to rural development for the time being on force or in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value and subject to provisions of Companies Act, divest the ownership of any property of the Company to or in favour of any public or local body or authority or Central or State Government or any public institutions or trusts or funds.

57. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging social and moral responsibilities of the Company to the public or any section of the public and to undertake, carry out, promote and sponsor literature, newspapers, etc., or for organizing lecturers or seminars likely to advance these objects or for giving merit awards, scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, funds trust etc., having any one of the aforesaid objects as its objects, by giving donations or otherwise in any other manner and in order to implement any of the above mentioned objects or purpose, transfer without consideration, or at such fair or concessional value and subject to the provisions of Companies Act, divest the ownership of any property of the company to or in favour of any public or local body or authority or Central or State Government or any public institution or trusts or funds.

58. To carry on the business of importers, exporters, manufacturers, dealers, retailers, wholesalers, representatives of and for all kinds of chemicals including alcohol and molasses based and all their products and their by-products.

c. The existing Clause III (C) comprising clauses 43 to 80 are deleted permanently.

RESOLVED FURTHER THAT the words 'The Companies Act, 1956' in the existing MOA shall be substituted with the words 'Companies Act, 2013', wherever required and reference to various Sections of the 'The Companies Act, 1956' in the existing MOA, be replaced with the reference to the corresponding Sections of the Companies Act, 2013.

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RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company.”

ITEM NO 8: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

To consider and if thought fit to pass with or without modification(s) the following resolution as **Special Resolution**:

“**RESOLVED THAT** the pursuant to Sections 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association of the Company as submitted to this meeting, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company and the same be approved and adopted as the new Article of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expending in its absolute discretion, to enable this resolution and to settle any questions, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of Company or to any Director(s) of Company or any other Officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.”

ITEM NO 9- TO APPOINT MRS. SARITA SEQUEIRA (DIN: 01203100) AS MANAGING DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**

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“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), and subject to such sanctions as may be necessary, the consent of the Company be and is hereby accorded to appoint Mrs. Sarita Sequeira, (DIN: 01203100), as Managing Director of the Company (who was appointed as an Additional Executive Non-Independent Director on 12th October, 2022 for a period of three (3) years with effect from this meeting to annual general meeting to be held on 2025 on the terms and conditions including the remuneration as approved by the Nomination and Remuneration Committee of Rs. 50,000/- per month or Rs. 6,00,000/- p.a. and minimum remuneration in the event of absence or inadequacy of profits as set out in the Explanatory Statement relating to this resolution and in the Agreement entered between the Company and Mrs. Sarita Sequeira and such agreement is hereby approved, with liberty to the Board of Directors (which term shall be deemed to include any duly authorized committee thereof or the time being exercising the power conferred on the Board by this resolution), to alter and vary the terms and conditions and remuneration including minimum remuneration in such manner as it may deem fit and as may be agreed to between the Board of Directors and Mrs. Sarita Sequeira.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Mrs. Sarita Sequeira be suitably amended to give effect to such modifications, relaxation or variation without any further reference to the members of the Company in general meeting.

RESOLVED FURTHER THAT as per the Articles of Association of the Company, Mrs. **Sarita Sequeira** shall not be subject to retire by rotation unless the total number of Directors (including Managing Director) as are not subject to retirement by rotation exceeds one-third of total number of Directors. In such case, Mrs. **Sarita Sequeira** shall be liable to retire by rotation so that the total number of Directors not liable to retire by rotation does not exceed one third of total number of Directors and after re-appointment Mrs. **Sarita Sequeira** shall automatically continue to hold the office of the Managing Director.

RESOLVED FURTHER THAT the any Director and the Company Secretary of the Company be and are hereby severally authorized by the Board on behalf of Company to do all such acts, deeds, resolutions and things and execute all such agreements, documents and instruments as may be required from time to time for giving effect to the above resolution and matters related thereto.”

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ITEM NO 10 - TO APPOINT MR. SANDEEP KUMAR SAHU (DIN: 06396817) AS NON-EXECUTIVE INDEPENDENT DIRECTOR.

To consider and if thought fit, pass with or without modification(s), following resolution as a **Special Resolution.**

“**RESOLVED THAT**, pursuant to sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and various Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Rules framed there under, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Sandeep Kumar Sahu (DIN: 06396817), who was appointed as an Additional Non-Executive Independent Director on 12th October, 2022, whose term of office expires at the ensuing Shareholders Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from **13th December, 2022 to 12th December, 2027** of the Company.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company.”

ITEM NO 11 - TO APPOINT MS. MEENA MENGHANI (DIN: 09772262) AS NON-EXECUTIVE INDEPENDENT DIRECTOR.

To consider and if thought fit, pass with or without modification(s), following resolution as a **Special Resolution.**

“**RESOLVED THAT**, pursuant to sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and various Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Rules framed there under, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) **Ms. Meena Menghani (Din: 09772262)**, who was appointed as an Additional Non-Executive Independent Director on **04th November, 2022**, whose term of office expires at the ensuing Shareholders Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from **13th December, 2022 to 12th December, 2027** of the Company.

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RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company.”

**By Order of the Board
For Sarda Papers Limited**

Sd/-

Rajshekhar Cadakketh Rajasekhar Nair

(Director)

DIN: 01278041

Registered Office: A/70 MID CSINNAR NASIK MH 422103

CIN: L51010MH1991PLC061164

Email: info.spl1991@gmail.com

Corporate Office: UNIT NO. 1003 & 1004, CENTRUM, PLOT NO. C/3, WAGLE INDUSTRIAL
AREA, THANE (WEST) THANE 400604

Place: Thane

Date: 04-11-2022

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NOTES:

1. Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (the “Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out material facts relating to the resolution proposed to be passed is annexed hereto.

2. The Postal Ballot Notice is being sent only by email to all those Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on 28th October, 2022 (the “Cut-off date”) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, **Universal Capital Securities Private Limited** (“RTA”).

3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at www.sardapapers.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com. The Postal Ballot Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., evoting@nsdl.co.in.

4. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date on **28th October, 2022**. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this notice for information purpose only.

5. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices of postal ballot, and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to temporarily update their email address email address and mobile number with the Company/Company’s Registrar and Transfer Agents, M/s. Universal Capital Securities Pvt.Ltd. by sending an email request at the email ID info.spl1991@gmail.com or info@uniseq.in along with signed scanned copy of the request letter providing the complete postal address with PIN code, email address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate for registering their email address and receiving the Notice of postal ballot and the e-voting instructions.

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6. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to info.spl1991@gmail.com.

7. Procedure for Remote E-Voting

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the

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	<p>home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a

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	link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

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2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your ‘initial password’?

(i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the

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attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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General Guidelines for shareholders

1. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csaparnatripathi@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Ms. Soni Singh, Assistance Manager) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info.spl1991@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (info.spl1991@gmail.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e., Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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General Instructions

i. In case Members of the Company who have not registered their e-mail address:

On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circulars mentioned hereinabove, the Company is sending Postal Ballot Notice in Electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E-voting system only. Therefore, those Members who have not yet registered their e-mail address are requested to get their e-mail addresses temporarily registered by with the Company/Company's Registrar and Transfer Agents, M/s. Universal Capital Securities Pvt. Ltd. by sending an email request at the email ID info.spl1991@gmail.com or info@unisec.in along with signed scanned copy of the request letter providing the complete postal address with PIN code, email address, mobile number, self-attested copy of the PAN card. Post successful registration of email, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, member may write to evoting@nsdl.co.in.

ii. The Remote E-voting period commences from 9.00 a.m. (IST) on **12th November, 2022** and ends at 5.00 p.m. (IST) on **11th December, 2022**. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the Cut-off date i.e., **28th October, 2022** may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

iii. The Scrutinizer shall unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

iv. Subject to the receipt of sufficient votes, the Resolution shall be deemed to have been passed on the last date of voting i.e., on **11th December, 2022**. The results declared along with the Scrutinizer's Report shall be placed on the Company's website of the Company i.e., www.sardapapers.com and will be communicated to the Stock Exchanges where the Company's shares are listed.

v. To receive communication through electronic means, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form.

If, however, shares are held in physical form, members are advised to register their e-mail address with Universal Capital Securities Private Limited on info@unisec.in or mail to Company info.spl1991@gmail.com.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO 1 - RECLASSIFICATION OF AUTHORISED SHARE CAPITAL OF THE COMPANY:

The Board of Directors in their meeting held on 12th October, 2022 has approved the reclassification of its authorised share capital of Rs. 7,75,00,000/- (Rupees Seven Crore Seventy-Five Lakh Only), By reclassifying 4,25,000 (Four Lakh and Twenty-five thousand) 1% redeemable preference shares of Rs. 100/- each into 42,50,000 (Forty-Two Lac Fifty Thousand only) Equity shares of Rs.10/ each aggregating to Rs. 4,25,00,000 as mentioned in the resolution set out in Item No 1 of this Notice.

In accordance with Section 61(1) of the Companies Act 2013 (“the Act”) the Company can alter its authorised share capital with the approval of the members of the Company by passing a Special Resolution.

In order of alter the authorised share capital of the Company, the Memorandum of Association will also undergo change, subject to approval of members by the way of special resolution, in terms of section 13 of the Companies Act, 2013.

The Board of Directors recommends passing of the Resolutions at Item Nos. 1 as Special Resolutions.

The new draft Memorandum of Association (MOA) of the Company after making the proposed changes will be available for inspection by the members of the Company electronically during business hours on all working days, excluding Saturdays, till the date of Meeting. A copy of new set of MOA shall be given to the members upon receipt of request on for the same.

None of the Directors, Key Managerial Personnel and their relatives are financially or otherwise concerned with or interested in the resolution at Item Nos. 1 of the notice except to the extent of their shareholding in the company.

ITEM NO 2 - SUB-DIVISION OF 1 (ONE) EQUITY SHARE OF FACE VALUE OF RS. 10/- EACH INTO 10 (TEN) EQUITY SHARES OF RE. 1/- EACH:

The Equity shares of your company are listed and actively traded on the BSE Limited. With a view to encourage the participation of small investors by making equity shares of the company affordable, and in order to provide enhanced liquidity to the Company's equity shares in the Stock Market, the Board of Directors has considered and approved the sub-division of one equity share of the company having a face value of Rs. 10 each into ten equity shares of face value of Re. 1 each subject to approval of the members and any other statutory

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& regulatory approvals, as may be applicable. The proposed sub-division of shares will not have any effect/result on the voting percentage/rights of any shareholders of the Company.

The Record Date/ Book closure Date for the aforesaid sub-division of the Equity Shares will be fixed by the Board (including any Committee thereof) after approval of the shareholders is obtained for the proposed sub-division.

In the opinion of the Board, proposed sub-division of the equity shares is in the best interest of the Company and the investors and therefore the Board at its meeting held on **October 12, 2022**, approved the aforesaid sub-division subject to requisite approval of the shareholders. It is informed that there will not be any change in the amount of authorized, subscribed and paid-up Share capital of the Company on account of sub-division of equity shares.

Presently, the Authorized Share Capital of your company is Rs. 7,75,00,000 (Rupees Seven Crore Seventy-Five Lakh) divided into 77,50,000 (Seventy-Seven Lakh Fifty Thousand) Equity shares of Rs. 10 each. The issued and paid-up capital of the company as on date of Rs. 3,11,89,000 /- divided into 31,18,900 equity shares of Rs. 10 each.

The sub-division as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association of the company as set out in Item Nos. 2 of the Notice respectively.

Accordingly, the Resolutions at Item Nos. 2 seek approval of the Shareholders for the proposed sub-division of face value of the Equity Shares and the consequent amendments to the existing Clause V of the Memorandum of Association of the company.

The Board of Directors recommends passing of the Resolutions at Item Nos. 2 as Ordinary Resolutions.

The new draft Memorandum of Association (MOA) of the Company after making the proposed changes will be available for inspection by the members of the Company electronically during business hours on all working days, excluding Saturdays, till the date of Meeting. A copy of new set of MOA shall be given to the members upon receipt of request on for the same.

None of the Directors, Key Managerial Personnel and their relatives are financially or otherwise concerned with or interested in the resolution at Item Nos. 2 of the notice except to the extent of their shareholding in the company.

ITEM NO 3 – ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION CONSEQUENT UPON SUB-DIVISION:

The aforesaid sub-division of equity shares of Rs.10/- (Rupees Ten only) each into One (1) equity shares of Re. 1/- (Rupees One only) each fully paid would require amendment to existing Capital Clause V of the Memorandum of Association. After approval of the

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resolutions set out at Item No 2 the Board of Directors or Committee thereof will fix the record date for the purpose of ascertaining the list of members whose shares shall be subdivided, as proposed above and the same shall be notified to the members through appropriate medium.

A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the Members electronically of the Company during business hours on all working days up to the date of this meeting. This item of special business does not relate to or affects any other company.

The board recommends passing the resolution, as an Ordinary Resolution, with or without modifications.

None of the directors or managers or key managerial persons or relatives of all of the aforesaid are concerned or interested, financially or otherwise in respect of this item of Agenda.

ITEM NO 4 - TO INCREASE THE AUTHORISED SHARE CAPITAL AND TO CONSIDER AND APPROVE ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The Company proposes to raise funds for an amount not exceeding Rs. 45,00,00,000 (Rupees Forty-Five Crore only) through a Right Issue to the eligible Equity shareholders of the company in accordance with applicable laws subject to regulatory approval, if any. Therefore, it is suggested that the Authorized Capital of the Company may be increased accordingly. The Equity shares of the Company are listed on the BSE Limited.

Presently, the Authorized Share Capital of your company is Rs. 7,75,00,000 (Rupees Seven Crore Seventy-Five Lakh) divided into 77,50,000 (Seventy-Seven Lakh Fifty Thousand) Equity shares of Rs. 10 each. The issued and paid-up capital of the company as on date of Rs. 3,11,89,000 /- divided into 31,18,900 equity shares of Rs. 10 each.

After proposed Reclassification and Sub-division as mentioned in Item No. 1, 2 and 3 the said authorized capital will be increase from Rs. 7,75,00,000 to Rs. 49,00,00,000 (divided into 49,00,00,000 equity shares of face value Re. 1/- each).

The increase in the authorized share capital as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association of the company as set out in Item Nos. 4 of the Notice respectively.

Accordingly, the Resolutions at Item Nos. 4 seek approval of the Shareholders for the proposed sub-division of face value of the Equity Shares and the consequent amendments to the existing Clause V of the Memorandum of Association of the company.

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The Board of Directors recommends passing of the Resolutions at Item Nos. 4 as Special Resolutions.

The new draft Memorandum of Association (MOA) of the Company after making the proposed changes will be available for inspection by the members of the Company during business hours on all working days, excluding Saturdays, till the date of Meeting. A copy of new set of MOA shall be given to the members upon receipt of request for the same. The new draft MOA shall also be available for inspection during the meeting.

None of the Directors, Key Managerial Personnel and their relatives are financially or otherwise concerned with or interested in the resolution at Item Nos. 4 of the notice except to the extent of their shareholding in the company.

ITEM NO 5-APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY TO FILL THE CASUAL VACANCY:

M/s. SKHD & Associates, Chartered Accountants (Firm Registration No.: 105929), have tendered their resignation from the position of Statutory Auditors of the Company pursuant to Change in Control and Management of the Company . They have tendered their resignation and there are no other material reasons other than those provided above, which has resulted into a casual vacancy in the office of Statutory Auditors of the company. As envisaged by section 139(8) of the Companies Act, 2013 (“Act”). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. The Board proposes that M/s. SSRV & Associates, Chartered Accountants (Firm Registration Number: 403437), be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. SKHD & Associates, Chartered Accountants.

M/s. SSRV & Associates, Chartered Accountants (Firm Registration Number: 403437), Mumbai, have conveyed their consent to be appointed as the Statutory Auditors of the Company.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

ITEM NO 6 - CHANGE IN NAME OF THE COMPANY FROM ‘SARDA PAPERS LIMITED’ TO ‘TAHMAR ENTERPRISES LIMITED’ AND CONSEQUENTIAL ALTERATION TO MOA AND AOA OF THE COMPANY:

The Board of Directors in its meeting held on **12th October, 2022** discussed the need of changing its main object of the Company. The present management proposes to conduct business activities as manufacturers, producers, processer, refiners, distributor, dealers, seller,

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retailers, marketer, agents, Importers and exporters of Extra Neutral Alcohol (ENA), ethyl alcohol, ethanol, biodiesel fuel, Bio-fertilizer, fuel ethanol additives, oil, fuel oil, cattle feed (protein), Dried Distillery Grain Soluble – DDGS, pallets, by-products, all kinds and descriptions of whisky, brandy, rum, gin, vodka, alcohol, beer, wine, brewery & winery and other beverages including aerated and mineral waters and other drinks, publication of Magazines etc. The management proposes that the new business activities in the listed entity will make a value addition to the net worth of the Company by increased top line and its profitability & sustained earnings in the future. This will benefit public shareholders at large. The present management has expertise in the proposed business activities during last 10 years, which will be utilized for the benefit of the Company.

The present name of the Company reflects the Papers & Paper Products. Presently, new management of the Company wants to change its main business activities as manufactures, producers, processor, refiners, distributor, dealers, seller, retailers, marketer, agents, Importers and exporters of Extra Neutral Alcohol (ENA), ethyl alcohol, ethanol, biodiesel fuel, Bio-fertilizer, fuel ethanol additives, oil, fuel oil, cattle feed (protein), Dried Distillery Grain Soluble – DDGS, pallets, by-products, all kinds and descriptions of whisky, brandy, rum, gin, vodka, alcohol, beer, wine, brewery & winery and other beverages including aerated and mineral waters and other drinks, publication of Magazines etc. The new name will reflect the correct & new business activities of the Company. Hence, the present management decided to change the name of the Company to “**Tamhar Enterprise Limited**”.

As per the provisions of section 13 of the companies act 2013 approval of the shareholders is required to be accorded for changing the name of the company by way of passing Special Resolution. Hence the resolution is put up for the shareholders’ approval.

The Company has complied with Regulation 45(1) of SEBI (Listing Obligations and Disclosure) Requirements, 2015, to the extent they are applicable. A certificate from a Practicing Chartered Accountant to this effect is annexed herewith as Annexure 1.

Ministry of Corporate Affairs (MCA), Central Registration Centre vide its letter dated **19th October, 2022** has given NOC for change of name of the Company to “**Tamhar Enterprise Limited**” & this name is valid only for 60 days from the date of approval within which all formalities are required to be compiled. However, all the regulatory approvals may not come within the stipulated time. Hence shareholders’ approval is being obtained to change name of the company with any other name also as may be acceptable to the regulatory authorities without specific consent of the members.

Your directors recommend the Special Resolution set out at Item No. 6 of this Notice for approval of the shareholders.

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None of the Directors, Managers, Key Managerial Personnel and their relatives, in any way, is concerned or interested in the resolution except to the extent of their shareholding/ shareholding of their associates as Promoters / Promoter Group in the Company.

ITEM NO 7 - ALTERATION TO THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The Board of Directors in its meeting held on **12th October, 2022** discussed the need of changing its main object of the Company. The present management proposes to conduct business activities for business to manufactures, producers, processer, refiners, distributor, dealers, seller, retailers, marketer, agents, Importers and exporters of Extra Neutral Alcohol (ENA), ethyl alcohol, ethanol, biodiesel fuel, Bio-fertilizer, fuel ethanol additives, oil, fuel oil, cattle feed (protein), Dried Distillery Grain Soluble – DDGS, pallets, by-products, all kinds and descriptions of whisky, brandy, rum, gin, vodka, alcohol, beer, wine, brewery & winery and other beverages including aerated and mineral waters and other drinks, publication of Magazines etc. The management proposes that the new business activities in the listed entity will make a value addition to the net worth the Company by increased top line and its profitability & sustained earnings in the future. This will benefit public shareholders at large.

Pursuant to the provisions of Section 4, 13, 110 and all other applicable provisions, if any, of the Act, read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), alteration of the Object Clause 3A of the MOA of the Company and inserting new Clause 3B as “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3A as requires the approval of the members by means of a Special Resolution through Postal Ballot.

Hence, it is proposed to amend the object clause of the Memorandum of Association of the Company as set out in the resolution under Item No. 7 to empower the Board of Directors of the Company to alter the object clause in line with the requirements of Section 4 of the Companies Act, 2013 and also to pursue new business opportunities which can be carried on conveniently with the businesses of the Company as and when they deem fit.

As per the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 the resolution for altering the Object Clause of Memorandum of Association of the Company can be passed by the Company only through Postal Ballot process.

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

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The Board recommends the resolution under Item No. 7 for approval of the members as a Special Resolution.

ITEM NO 8 - ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION:

The Articles of Association of the Company currently in force were originally adopted when the Company was incorporated under the Companies Act, 1956. With the introduction of the Companies Act, 2013, it is proposed to amend the existing Articles of Association to make it consistent with the provisions of the Companies Act, 2013 including the Rules framed there under.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day, up to the date of the declaration of voting results. The proposed draft Articles of Association is available on the Company website at www.sardapapers.com.in for perusal by the members.

Your directors recommend passing the Resolution at Item No. 8 of the Notice, as a Special Resolution

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, financially or otherwise, deemed to be concerned or interested in this item of business.

ITEM NO 9: TO APPOINT MRS. SARITA SEQUEIRA (DIN: 01203100) AS MANAGING DIRECTOR OF THE COMPANY:

The Board of Directors in their Meeting held on **12th October, 2022** approved the appointment of **Sarita Sequeira** as Managing Director of the Company for the period of 3 years from this meeting to annual general meeting to be held on 2025, subject to approval of members, on the terms of remuneration mentioned herein below. The same has been recommendation of the Nomination & Remuneration Committee on the terms and conditions including remuneration as mentioned below, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Companies Act, 2013 or any statutory amendment or relaxation thereof:

In consideration of the performance of his duties, the Managing Director shall be entitled to receive remuneration as stated herein below: -

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- a. Salary: Salary has been approved as Rs. 50,000/- per month or Rs. 6,00,000/- per annum and will be subject to revision from time to time by Remuneration Committee/ Board of Directors

In addition to above, the director of the company is also entitled to perquisites as under:

- i. **Commission:** Payable for each financial year, subject to such ceilings as may be set out in the Companies Act, 2013 and subject to such ceiling as may be fixed by the Board of Directors from time to time. The amount of commission shall be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders.
- ii. Reimbursement of actual travelling expenses for proceeding on leave from Goa to any place in India and return there from once a year in respect of him and family.
- iii. Free use Company's car with driver for company's business.
- iv. Free Telephone facility at residence and Mobile Telephone but personal long-distance calls will be billed to the Managing Director.
- v. Reimbursement of entertainment expenses incurred in the course of business of the Company.
- vi. Cost of insurance cover against the risk of any financial liability or loss because of any error of judgment, wrongful act or such other reason as may be approved by the Board of Directors from time to time.
- vii. Personal accident insurance policy in accordance with the scheme applicable to senior employees.
- viii. Cost of medical insurance cover for self and family for medical expenses in India or abroad including hospitalization and in case of medical treatment abroad, all expenses including air-fare, boarding/lodging expenses for patient and attendant.
- ix. Reimbursement of membership fees for clubs in India or abroad, including any admission/ life membership fees.
- x. Subject to any statutory ceiling/s the Managing Director may be given any other allowances, perquisites, benefits and facilities as the Board of Directors from time to time may decide.
- xi. **Valuation of Perquisites:** Perquisites/allowances shall be valued as Income Tax Rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.
- xii. **Minimum remuneration:** In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Managing Director shall, subject to the approval of the Central Government, if required, be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013, from time to time.
- xiii. **Computation of ceiling:** The contribution to provident and superannuation funds; gratuity payable & encashment of leave shall not be included in the computation of perquisites for the purposes of the ceiling.
- xiv. The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors/Nomination & Remuneration Committee as it may in its discretion, deem fit within the maximum amounts payable to Managing Directors in accordance with schedule V of the Companies Act, 2013 or any other amendments made hereafter in this Regard.
- xv. The Appointment of Managing Director can be terminated either by the Company or by him, by giving to the other 3 month notice in writing.

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Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of the Director	Sarita Sequeira
DIN	01203100
Date of Birth:	08-04-1977
Date of first appointment on Board:	04 th August, 2022
Brief Resume Qualification(s), Experience and Nature of expertise in specific functional areas, Recognition or awards	Ms. Sarita Sequeira, , aged 45 years, is an Indian Resident, having PAN NO: AYLPS9213Q residing at 08, DBA Agarwals House, Bella Vista Colony, Dona Paula, opposite Cide De Goa, Nio Dona Paula, North Goa – 403004, Goa, India, with contact number being +919176561809,E-mail address being 'sequeira.sarita@gmail.com, and bearing DIN – 01203100 She has completed her Bachelor's Degree in Commerce and has experience of more than a decade which includes vast experience in the field of Admin and Human Resource, Sales and Promotion.
Shareholding in the Company as on 30 th September, 2022 (including shareholding as a beneficial owner)	2125164
Relationship with other Directors and Key Managerial Personnel	Spouse of Mr. C R Rajesh Nair, Promoter and director of the company
Directorships held as on date of this Notice	Nil
Chairmanship/ Membership of Board Committees as on date of this Notice	Nil
Listed entities from which resigned in past three years	Nil

**** Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.**

Except Mr. Rajshekhar Cadakketh Rajasekhar Nair and Sarita Sequeira, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9.

ITEM NO 10 - TO APPOINT MR. SANDEEP KUMAR SAHU (DIN: 06396817) AS NON-EXECUTIVE INDEPENDENT DIRECTOR:

At the Board Meeting of the Company held on 12th October, 2022 the Board had appointed Mr. **Sandeep Kumar Sahu (DIN: 06396817)** as an additional Non-Executive Independent Director i.e., 12th October, 2022 of the Company. In terms of Section 161(1) of the Act, **Mr. Sandeep Kumar Sahu (Din: 06396817)** holds office up to the date of this ensuing General Meeting and is eligible for appointment as Non-Executive Non-whole Time Independent Director.

The appointment of Mr. **Sandeep Kumar Sahu (Din: 06396817)** shall be effective upon approval by the members in the Meeting. **Mr. Sandeep Kumar Sahu (Din: 06396817)** is not disqualified from being appointed

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as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company and has given declaration to the Board that he meets criteria for independence as provided under section 149(6) of the Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Brief Resume of Sandeep Kumar Sahu (Din: 06396817)

He has completed Bachelor's Degree in Science and Master of Business Administration (MBA) in finance has experience of 5 years which includes vast experience in the field of sales and Assisting Customers with products selection.

Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of Director	Sandeep Kumar Sahu
Fathers' Name:	Ramdayal Sahu
Date of Birth:	20/10/1984
First Appointment on Board's	12/10/2022
Nature of his expertise in specific functional areas:	Has experience of 5 years which includes vast experience in the field of sales and Assisting Customers with products selection. Also having a good knowledge of Business administration and finance
Years of Experience:	Above 5 Years
Qualification:	Master of Business Administration (MBA) in Finance
Directorship in Other Companies:	i. Zenith Steel Pipes & Industries Ltd. ii. Prismx Global Ventures Ltd. iii. Panorama Studios international Limited iv. Indian Infotech & Software Limited V. Panorama Studios Private Limited
Name of other public limited Companies, where he is Director	i. Zenith Steel Pipes & Industries Ltd. ii. Prismx Global Ventures Ltd. iii. Panorama Studios international Limited iv. Indian Infotech & Software Limited
Member/Chairman of the Committee including this listed entity	Member of 6 committees Chairman of 1 Committee
Shareholding in the Company as on 30th June, 2022 (including shareholding as a beneficial owner)	Nil
Last Drawn remuneration:	Nil
Relationship with other Directors and KMP:	No
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Expertise in sales and Assisting Customers with products selection. Also having a good knowledge of Business administration and finance

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*** Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.**

Accordingly, the Board commends the Special Resolution as set out in item No. 10 of the accompanying notice.

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

ITEM NO 11 - TO APPOINT MS. MEENA MENGHANI (DIN: 09772262) AS NON-EXECUTIVE INDEPENDENT DIRECTOR:

At the Board Meeting of the Company held on 04th November, 2022 the Board had appointed **Ms. Meena Menghani (DIN: 09772262)** as an additional Non-Executive Independent Director i.e., 04th November, 2022 of the Company. In terms of Section 161(1) of the Act, **Ms. Meena Menghani (DIN: 09772262)** holds office up to the date of this ensuing General Meeting and is eligible for appointment as Non-Executive Non-whole Time Independent Director.

The appointment of **Ms. Meena Menghani (DIN: 09772262)** shall be effective upon approval by the members in the Meeting. **Ms. Meena Menghani (DIN: 09772262)** is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company and has given declaration to the Board that he meets criteria for independence as provided under section 149(6) of the Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Brief Resume of Ms. Meena Menghani (DIN: 09772262)

Ms. Meena Menghani is an FCS, LLM, M Com (Accounts) and she is the Practicing Company Secretary having an experience of more than 5 years in consultancy and providing services in compliance under corporate laws in India.

Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of Director	Meena Menghani
Fathers' Name:	Lakshman Das Menghani
Date of Birth:	01-11-1991
First Appointment on Board's	04-11-2022
Nature of his expertise in specific functional areas:	Expertise in Legal, Secretarial & Compliances
Years of Experience:	5 (Years)
Qualification:	FCS, LLM, M.Com (Accounts)

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Directorship in Other Companies:	N.A
Name of other public limited Companies, where he is Director	N.A
Member/Chairman of the Committee including this listed entity	N.A
Shareholding in the Company as on 30th September, 2022 (including shareholding as a beneficial owner)	N.A
Last Drawn remuneration:	N.A
Relationship with other Directors and KMP:	N.A
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Practicing Company Secretary having an experience of more than 5 years in consultancy and providing services in compliance under corporate laws in India.

*** Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.**

Accordingly, the Board commends the Special Resolution as set out in item No. 11 of the accompanying notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any

**By Order of the Board
For Sarda Papers Limited**

**Sd/-
Rajshekhar Cadakketh Rajasekhar Nair
(Director)**

DIN: [01278041](#)

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CIN: L51010MH1991PLC061164

Email: info.spl1991@gmail.com

Corporate Office: UNIT NO. 1003 & 1004, CENTRUM, PLOT NO. C/3, WAGLE INDUSTRIAL AREA, THANE (WEST) THANE 400604

Place: Thane

Date: 04-11-2022

**Annexure 1 to the explanatory statement of Postal Ballot Notice
Certificate from Chartered Accountant pursuant to Regulation 45(1) of SEBI (LODR),
Regulations, 2015**

To
The Board of Directors of
SARDA PAPERS LIMITED
REG. OFFICE: A/70 MIDCSINNAR NASIK – 422103
CORPORATE OFFICE: UNIT NO. 1003 & 1004,
CENTRUM, PLOT NO. C/3,
WAGLE INDUSTRIAL AREA, THANE (WEST)
THANE – 400604

I, **Prashant Kumar Roy Barman**, Practising Chartered Accountant, have verified the relevant records and documents of Sarda Papers Limited (the Company) with respect to the proposed change of name by the Company from **Sarda Papers Limited** to **Tahmar Enterprises Limited** or any other name as may be approved by the Registrar of Companies pursuant to the applicable provisions of the Companies Act 2013 read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time and time and I hereby certify in respect of the proposed change of name of the Company that:

- a. The Company has not changed its name from the date of incorporation in 1991. This is in compliance with the Regulation which requires a time period of at least one year from the last change of name.
- b. The Company has compliance with conditions provided in clause 45 (1) (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time and time.

This certificate is issued at the special request of the Company in order to include the same in the Explanatory Statement to be attached to the Notice of Postal ballot for the purpose of proposed change of name of the Company.

For and on behalf of
Kumar Roy Barman
Prasanta & Associate
Chartered Accountant
SD/-
CA. Prasanta Kumar Roy Barman
(Proprietor)
Membership No. – 013905
Date: 04/11/2022
UDIN: 22013905BCAEWF4057