

FORM NO MGT- 13

[Pursuant to rule Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

SCRUTINIZER'S REPORT

To,
Mr. P.K. Malhotra,
Chairman,
Hon'ble NCLT Convened Meeting of the Equity Shareholders of,
Sangal Papers Limited,
Vill. Bhainsa, 22 km Stone, Meerut-Mawana Road, Mawana,
Meerut-250401

Extraordinary General Meeting of the Equity Shareholders of Sangal Papers Limited
Held on September 23, 2017 at Vill. Bhainsa, 22 km Stone, Meerut-Mawana Road,
Mawana, Meerut-250401

Dear Sir,

I, Mukesh Mohan, appointed as Scrutinizer by Hon'ble National Company Law Tribunal, Allahabad Bench vide its order dated 22.07.2017, for the purpose of the poll taken on the below mentioned resolution at the meeting of the Equity Shareholders which includes public shareholders of Sangal Papers Limited, held on Saturday, September 23, 2017 at Vill. Bhainsa, 22 km Stone, Meerut-Mawana Road, Mawana, Meerut- 250401, Uttar Pradesh, submit my report as under:-

1. After the time fixed for closing of the poll by the Additional Chairman, ballot box kept for polling were locked in my presence.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and with the authorizations/ proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. A letter received from SEBI vide No. CFD/DIL II/NR/RK/22861/2017 dated September 21, 2017 was placed before the Members, copy of which is enclosed.
4. The result of the Poll, subject to the compliance of the Regulation 37 of Securities and Exchange Board of India (Listing Obligation and Disclosures Requirement) Regulations, 2015 and SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, is as under:



- (a) RESOLVED THAT subject to the compliance of the Regulation 37 of Securities and Exchange Board of India (Listing Obligation and Disclosures Requirement) Regulations, 2015 & SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and pursuant to the provisions of Sections 230 - 232 and other applicable provisions of the Companies Act, 2013, Regulation 11.37.94 of Security Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Bench at Allahabad ("NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Amalgamation embodied in the Scheme of Amalgamation of Shree Ganesh Credits Private Limited and Prerna Chits Private Limited with Sangal Papers Limited ("Scheme") placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the Amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

- (i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)		Number of votes cast by them	% of total number of valid votes cast
In Person / Authorised Representative	41	522001	99.86
Proxy	2	160	0.03
Postal Ballot	4	160	0.03
E-Voting	6	127	0.02
Total	53	522448	99.94

(ii) Voted **against** the resolution:

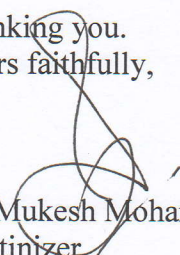
Number of members present and voting (in person or by proxy)		Number of votes cast by them	% of total number of valid votes cast
Authorised Representative	0	0	--
Proxy	0	0	--
Postal Ballot	0	0	--
E-Voting	2	292	0.06
Total	2	292	0.06

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	--

5. A List containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the above resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to Mr. Shivam Sharma, Company Secretary of the company in a sealed cover for safe keeping.

Thanking you.
Yours faithfully,


CA Mukesh Mohan
Scrutinizer
M. No. 072873
1206, New Delhi House
Barakhamba Road, Connaught Place
New Delhi-110001
gyanshree@yahoo.com

Date:- September 29, 2017
Place: New Delhi



**भारतीय प्रतिभूति
और विनियम बोर्ड
Securities and Exchange
Board of India**

Assistant General Manager
Corporation Finance Department
Division of Issues and Listing-II
Phone: +91 22 2644 9724
Fax: +91 22 2644 9022.
Email: rajeevkar@sebi.gov.in

CFD/DILII/OW/NR/RK/226/2017
September 21, 2017

Mr. Himanshu Sangal
Managing Director,
Sangal Papers Ltd,
Apsara Cineme Building
Ghanta Ghar
Meerut - 250002

Dear Sir,

Sub: Company Petition No. 75/ALD/2017- In the matter of Scheme of Amalgamation of Shree Ganesh Credits Pvt. Ltd., Prerna Chlts Pvt. Ltd and Sangal Papers Limited.

This has reference to your letter dated August 19, 2017, wherein you have forwarded copy of notice under Section 230(5) of Companies Act, 2013 requesting Securities and Exchange Board of India (SEBI) to furnish the comments/ objection, if any, in connection with the proposed Scheme of Arrangement to the Tribunal within thirty days from the date of receipt of this notice. A copy of the letter dated August 19, 2017 is placed at Annexure "A".

2. The shares of the applicant company, Sangal Papers Limited are listed on the Bombay Stock Exchange Limited. Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015 inter alia provides as under:

1) Without prejudice to provisions of regulation 11, the listed entity desirous of undertaking a scheme of arrangement or involved in a scheme of arrangement, shall file the draft scheme of arrangement, proposed to be filed before any Court or Tribunal under sections 391-394 and 101 of the Companies Act, 1956 or under Sections 230- 234 and Section 66 of Companies Act, 2013, whichever applicable, with the stock exchange(s) for obtaining Observation Letter or No-objection letter, before filing such scheme with any Court or Tribunal, in terms of requirements specified by the Board or stock exchange(s) from time to time.

(2) The listed entity shall not file any scheme of arrangement under sections 391-394 and 101 of the Companies Act, 1956 or under Sections 230-234 and Section 66 of Companies Act, 2013, whichever applicable, with any Court or Tribunal unless it has obtained observation letter or No-objection letter from the stock exchange(s).

(3) The listed entity shall place the Observation letter or No-objection letter of the stock exchange(s) before the Court or Tribunal at the time of seeking approval of the scheme of arrangement.

सेबी भवन, प्लॉट नं. सी 4 ए, "जी" ब्लॉक, बान्द्रा कुर्ला कॉम्प्लेक्स, बान्द्रा (पूर्व), मुंबई - 400 051.
दूरभाष : 2644 9950 / 4045 9950 (आई.बी.आर.एस.), 2644 9000 / 4045 9000 फैक्स : 2644 9019 से 2644 9022 वेब : www.sebi.gov.in

SEBI Bhawan, Plot No. C4-A, "G" Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.
Tel : 2644 9950 / 4045 9950 (IVRS), 2644 9000 / 4045 9000 Fax : 2644 9019 to 2644 9022 Web : www.sebi.gov.in



अनुवर्ती :
Continuation :

**भारतीय प्रतिभूति
और विनियम बोर्ड
Securities and Exchange
Board of India**

Further, in terms of SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 scheme of Arrangement undertaken by the listed companies shall be governed by the aforesaid Circular dated March 10, 2017.

3. In this regard, your Company was required to file a draft Scheme of arrangement to SEBI through Designated Stock Exchange (DSE) as per SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017. However, from the perusal of our records, it is observed that above referred draft scheme of arrangement has not been filed with SEBI through Designated Stock Exchange by the applicant thereby leading to non-compliance with SEBI (LODR) Regulations, 2015.
4. The above mentioned non-compliance has been viewed seriously and you are advised to file the draft offer documents through DSE. You are also advised to bring this letter to the notice of the Hon'ble Tribunal.

Yours truly

Rajeev Kumar

**COURT CONVENED MEETINGS OF THE EQUITY SHAREHOLDERS OF
SANGAL PAPERS LIMITED
(CIN L21015UP1980PLC005138)**

HELD ON

SEPTEMBER 23, 2017 AT 11:30 A.M.

AT

**VILLAGE BHAINSA, 22KM STONE, MEERUT-MAWANA ROAD
MAWANA ROAD, MAWANA, MEERUT-250401, UP**

**DETAILS OF THE EQUITY SHAREHOLDERS WHO CASTED VALID VOTES
"FOR" THE RESOLUTION**

THROUGH E-VOTING

S. No.	Name of the Equity Shareholders	No. of Shares Held
1	Rajni Gupta	2
2	Anil Kumar Jain	40
3	Pramod Kumar Jain	5
4	Harmohan Singh Sawhney	20
5	Vinod Kumar Burman	20
6	Kiran Khanna	40
	Total	127

THROUGH POSTAL BALLOT

S. No.	Name of the Equity Shareholders	No. of Shares Held
1	Nepal Chandra Burman	40
2	B Magesh	40
3	Satyanarayana Murthy Vaddi	40
4	I Bhooralal	40
	Total	160

THROUGH PROXY

S. No.	Name of the Equity Shareholders	No. of Shares Held
1	Rama Gupta	80
2	Navneeta Gupta	80
	Total	160

IN PERSON / AUTHORISED REPRESENTATIVE

S. No.	Name of the Equity Shareholders	No. of Shares Held
1	Ashok Deshwal	40
2	Devendra Kumar	20
3	Shubhendra Mittal	120
4	Kaushal Rani	20
5	Anupam Agarwal	60
6	Sunita Agarwal	20
7	Sanjeev Singhal	40
8	Pawan Kumar Jain	340

9	Arvind Kumar Garg	60
10	Himanshu Sangal & Sons HUF	6800
11	Vineet Gujral	40
12	Charu Sangal	140
13	Renu Sangal	112540
14	Bijender Singh	140
15	Amit Sangal	80
16	Suresh Chand	40
17	Sanjay Kumar Agarwal	60
18	Neeraj Agarwal	20
19	Gyanendra Kumar Jain	20
20	Rakesh Kumar Jain	40
21	Ramveer Singh	40
22	Charu Sangal	93360
23	Jitender Arora	1000
24	Kesho Singh	40
25	Kuldeep Kumar	20
26	Amit Jain	40
27	Anil Kumar Sharma	180
28	Yogendra Singh	40
29	Ajay Garg	60
30	Parag Agarwal	80
31	Tanmay Sangal	38200
32	Shiv Kumar Verma	20
33	Rajbala Jain	80
34	Ishita Niyogi	120
35	Vikas Jain & Family	7682
36	Himanshu Sangal	107660
37	Shashi Agarwal	40
38	Amit Sangal	120880
39	Amit Sangal & Sons HUF	7080
40	Shridhar Financial Services Limited (through Authorised Representative)	4920
41	VSG Share Services Private Limited (through Authorised Representative)	19819
	Total	522001

CA Mukesh Mohan
Scrutinizer

M. No. 072873

gyanshree@yahoo.com

1206, New Delhi House

Barakhamba Road, Connaught Place

New Delhi-110001

**COURT CONVENED MEETINGS OF THE EQUITY SHAREHOLDERS OF
SANGAL PAPERS LIMITED
(CIN L21015UP1980PLC005138)**

**HELD ON
SEPTEMBER 23, 2017 AT 11:30 A.M.**

**AT
VILLAGE BHAINSA, 22KM STONE, MEERUT-MAWANA ROAD
MAWANA ROAD, MAWANA, MEERUT-250401, UP**

**DETAILS OF THE EQUITY SHAREHOLDERS WHO CASTED VALID VOTES
"AGAINST" THE RESOLUTION**

THROUGH E-VOTING

S. No.	Name of the Equity Shareholders	No. of Shares Held
1	Jatin Ramesh Shah	252
2	Anjana Chouhan	40
	Total	292

THROUGH POSTAL BALLOT


S. No.	Name of the Equity Shareholders	No. of Shares Held
1	NIL	0
	Total	0

THROUGH PROXY

S. No.	Name of the Equity Shareholders	No. of Shares Held
1	NIL	0
	Total	0

IN PERSON

S. No.	Name of the Equity Shareholders	No. of Shares Held
1	NIL	0
	Total	0


CA Mukesh Mohan
Scrutinizer

M. No. 072873
gyanshree@yahoo.com
1206, New Delhi House
Barakhamba Road, Connaught Place
New Delhi-110001

Date:- September 29, 2017

Place: New Delhi


**COURT CONVENED MEETINGS OF THE EQUITY SHAREHOLDERS OF
SANGAL PAPERS LIMITED
(CIN L21015UP1980PLC005138)**

**HELD ON
SEPTEMBER 23, 2017 AT 11:30 A.M.**

**AT
VILLAGE BHAINSA, 22KM STONE, MEERUT-MAWANA ROAD
MAWANA ROAD, MAWANA, MEERUT-250401, UP**

**DETAILS OF THE EQUITY SHAREHOLDERS WHOSE VOTES ARE TREATED
AS INVALID VOTES**

S. No.	Name of the Equity Shareholder	No. of Shares Held
1	NIL	


CA Mukesh Mohan
Scrutinizer

M. No. 072873

gyanshree@yahoo.com

1206, New Delhi House

Barakhamba Road, Connaught Place

New Delhi-110001

Date:- September 29, 2017

Place: New Delhi