

**SANGAL PAPERS LIMITED**

**CIN :(L21015UP1980PLC005138)**

**Village Bhainsa, 22Km Meerut - Mawana Road, Mawana- 250 401, Distt. – Meerut (U.P)**

**E- Mail ID:[sangalinvestors1980@gmail.com](mailto:sangalinvestors1980@gmail.com), Website: [www.sangalpapers.com](http://www.sangalpapers.com), Phone 01233-271515**

**NOTICE TO MEMBERS**

Notice is hereby given under the provision of section 101 of the Companies Act 2013, Forty - Fifth (45<sup>th</sup>) Annual General Meeting of SANGAL PAPERS LIMITED will be held on Friday, 26<sup>th</sup> Day of September, 2025 at 01:30 P.M. through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following business:

**ORDINARY BUSINESS:**

**1. ADOPTION OF FINANCIAL STATEMENTS**

To receive, consider and adopt the Audited Standalone Financial Statements of the company for the year ended 31<sup>st</sup> March 2025, together with the Report of the Board of Directors and the Auditors thereon.

**2. RE-APPOINTMENT OF MR. VINAYAK SANGAL**

To re-appoint Mr. Vinayak Sangal (DIN: 06833351) who retires by rotation and being eligible, seeks re-appointment.

**3. RE-APPOINTMENT OF MR. TANMAY SANGAL**

To re-appoint Mr. Tanmay Sangal (DIN: 01297057) who retires by rotation and being eligible, seeks re-appointment.

**SPECIAL BUSINESS:**

**4. APPOINTMENT OF SECRETARIAL AUDITORS**

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 204 of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Regulation 24A of the SEBI (LODR) Regulations, 2015 as amended and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/S D.K. Gupta & Co. Proprietorship Firm of Company Secretaries (C.P. No.-3599) as the Secretarial Auditors of the Company for a term of five (5) consecutive financial years commencing from 1<sup>st</sup> April,2025 until 31<sup>st</sup> March, 2030 to conduct Secretarial Audit and to furnish the Secretarial Audit Report at such remuneration as determined by the Board of Directors of the Company (including its Committee thereof) in consultation with the Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board of Directors (which included a duly constituted committee of 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 to give effect to this Resolution.”

## 5. RATIFICATION OF REMUNERATION OF COST AUDITORS

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 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and Companies(Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment there off or the time being in force), the consent of the members of the Company be and is hereby accorded to the ratification of payment of remuneration of 40,000/- (Rupees Forty Thousand only) plus applicable taxes and reimbursement of travel and out of pocket expenses, if any, to be paid to M/s. Mr. S. R. Kapur, Cost Accountant (Membership No.: M-4926), who has been appointed as the Cost Auditors of the Company by the Board of Directors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2026.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to this resolution."

## 6. RE-APPOINTMENT OF MR. HIMANSHU SANGAL (DIN- 00091324) AS MANAGING DIRECTOR

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and as per of Articles of Association of the Company, approval of the members of the company be and is hereby accorded to the re-appointment of Mr. Himanshu Sangal as Managing Director (DIN- 00091324) of the Company for a term of Five years with effect from 01<sup>st</sup> Day of April, 2026 to 31<sup>st</sup> Day of March, 2031, as well as the payment of salary and other benefits (hereinafter referred to as "remuneration"), and the terms and conditions as detailed herein explanatory statement attached herewith, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Himanshu Sangal (DIN- 00091324).

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Himanshu Sangal (DIN- 00091324), shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197,198 and Part I of Section I and Section II and Part II of Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** all the Directors of the Company or Company Secretary be and is hereby individually authorized to file necessary forms with Registrar of Companies and to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution".

7. **RE-APPOINTMENT OF MR. AMIT SANGAL (DIN- 00091486) AS WHOLE TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and as per of Articles of Association of the Company and approval of members of the company be and is hereby accorded to the re-appointment of Mr. Amit Sangal as Whole Time Director designated as Executive Director (DIN- 00091486) of the Company for a term of Five years with effect from 01<sup>st</sup> Day of April, 2026 to 31<sup>st</sup> Day of March, 2031, as well as the payment of salary and other benefits (hereinafter referred to as "remuneration"), and the terms and conditions as detailed herein explanatory statement attached herewith, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Amit Sangal (DIN- 00091486).

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Amit Sangal (DIN- 00091486), shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197,198 and Part I of Section I and Section II and Part II of Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** all the Directors of the Company and the Company Secretary be and is hereby individually authorized to file necessary forms with Registrar of Companies and to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution".

**By Order of the Board of Directors**

**For Sangal Papers Limited**

**Date :13.08.2025**

**Place: Mawana**

**Anant Vats**

**Company Secretary cum Compliance Officer**

**Membership No. FCS 5575**

**NOTES:**

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, issued by SEBI, read with other relevant circulars, notifications, guidelines issued by MCA and SEBI(including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force)(collectively referred to as "Circulars") Companies are allowed to hold AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
2. The explanatory statement as required under Section 102 (1) of the Companies Act, 2013 along with a statement giving relevant details of the directors seeking appointment/ reappointment under Item No. 2,3,6,7 of the accompanying notice, as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed to this Notice.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the AGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The Board of Directors has appointed Shri Dinesh Kumar Gupta Proprietor D.K. Gupta & Co., Practicing Company Secretary (FCS No. 5226, CP No. 3599) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
4. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to [dkgupta08@yahoo.co.in](mailto:dkgupta08@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Members can login and join the AGM 15 minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the AGM without restrictions. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the aforesaid MCA and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
9. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/ comments in advance mentioning their name, demat account number/ folio number, email id, mobile number at [sangalinvestors1980@gmail.com](mailto:sangalinvestors1980@gmail.com). The same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
10. The Registers of Members and Share Transfer Books of the Company will remain closed from **Saturday, September 20<sup>th</sup> 2025 to Friday, September 26<sup>th</sup>, 2025**(both days inclusive) for the purpose of annual closure of books.
11. In accordance with SEBI LODR (Listing Obligations and Disclosure Requirements) (4th amendment) Regulations, 2018 notified on June 07, 2018 and further notification dated 30/11/2018 any request for physical transfer of shares shall not be processed w.e.f. April 01,2019

Further, in compliance with SEBI vide its circular SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:

- i. Issue of duplicate share certificate
- ii. Claim from unclaimed suspense account
- iii. Renewal/Exchange of securities certificate
- iv. Endorsement
- v. Sub-division / splitting of securities certificate
- vi. Consolidation of securities certificates/folios
- vii. Transmission
- viii. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of MAS Services Ltd, Registrar and share transfer agent (RTA) at [www.masserv.com](http://www.masserv.com) under **download tab**. The aforementioned form shall be furnished in hard copy form.

***Members holding shares in physical form are requested to dematerialize their holdings at the earliest.***

12. The Securities and Exchange Board of India ('SEBI') vide its circular dated November 03, 2021 read with circular dated December 14, 2021 and 16/03/2023 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company.

In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:

- i. PAN; (using ISR-1)
- ii. Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-13;
- iii. Contact details including Postal address with PIN code, Mobile Number, E-mail address;
- iv. Bank Account details including Bank name and branch, Bank account number, IFS code;
- v. Specimen signature. (using ISR-2).

Any cancellation or change in nomination shall be provided in Form No. SH-14.

All of above required documents/details to be sent at the address of registered office of the RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the Company or RTA website i.e [www.masserv.com](http://www.masserv.com) under **download tab**.

***A separate communication has already been sent to the respective shareholders.***

In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2024- 25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. For Members who have not registered their e-mail address, a letter containing web-link where the details pertaining to the notice along with the annual report is hosted for F.Y.2024-25, is being sent at the address registered in the records of RTA/Company/Depositories. The Company shall provide hard copy of the Annual Report for FY25 to the Members, upon request. Members may note that the Notice calling AGM along with the explanatory statement and Annual Report 2024-25 shall be available on the website of the Company at [www.sangalpapers.com](http://www.sangalpapers.com) and on the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of National Securities Depository Limited (NSDL) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) (the Authorised agency for providing voting through electronic means and AGM through VC/OAVM).

13. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to the Company/RTA if the shares are held by them in physical form.

14. Dissemination of the AGM Notice and Annual Report:

Electronic/digital copy of the Annual Report for FY25 and Notice convening the 45<sup>th</sup> AGM are being sent to all Members whose e-mail Id. are registered with the RTA/ Company/Depositories. Members who have not registered their e-mail Id. may get the same registered by following the instructions mentioned above.

For Members who have not registered their e-mail address, a letter containing exact web-link where the details pertaining to the Notice along with the Annual Report for the F.Y. 2024-2025 is hosted, is being sent at the address registered in the records of RTA/Company/Depositories. The Company shall provide hard copy of the Annual Report for FY25 to the Members, upon request.

15. In case a person has become a member of the Company after dispatch of the AGM Notice, but on or before the cut-off date for e-voting i.e. **Friday, September 19<sup>th</sup>, 2025**, such person may generate login id and password as given in e-voting instructions below.

16. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the

Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.

17. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders atleast 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no./email ID with their respective depository participants.
18. The relevant documents referred to in the notice along with relevant registers are available for inspections at the Registered Office of the Company during normal business hours on any working day except Sundays and public holidays, up-to the date of the AGM.
19. Instructions for e-voting and joining the AGM are as follows:

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice of **45<sup>th</sup> Annual General Meeting (AGM)** through electronic voting system, to members holding shares as on **Friday, September 19<sup>th</sup>, 2025**(end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the e-AGM.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

The remote e-voting period begins on **Tuesday, September 23, 2025** at 9:00 A.M. and ends on **Thursday, September 25, 2025** at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Friday, September 19<sup>th</sup>, 2025**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, September 19, 2025**.

**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 and joining virtual meeting 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"><li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider – NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the 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 digits demat account number held 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 options available against company name or <b>e-Voting service provider - NSDL</b> 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 &amp; voting during the meeting.</li><li>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol> <p><b>NSDL Mobile App is available on</b></p> <p> </p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>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 <a href="https://web.cDSLindia.com/myeasi/home/login">https://web.cDSLindia.com/myeasi/home/login</a> or <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> and click on New System Myeasi.</li></ol>

	<ol style="list-style-type: none"> <li>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 <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at: <a href="https://web.cDSLindia.com/myeasi/Registration/EasiRegistration">https://web.cDSLindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
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. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or <b>e-Voting service provider-NSDL</b> 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 above mentioned 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022-48867000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free n. 1800 22 55 33

**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.
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.nsdl.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 122072 then user ID is 122072001***

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 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](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.

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.

**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 [dkgupta08@yahoo.co.in](mailto:dkgupta08@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://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](http://www.evoting.nsdl.com) or call on no.: 1800 1020 990 and 022- 48867000 or send a request at [evoting@nsdl.co.in](mailto: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 update your mail id as per point no.12 of the notes.
2. In case shares are held in demat mode, please update your details with your DP and generate password as instructions given above in e-voting instructions.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto: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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [sangalinvestors1980@gmail.com](mailto:sangalinvestors1980@gmail.com) or [accounts@sangalpapers.com](mailto:accounts@sangalpapers.com). The same will be replied by the company suitably.

**General Instructions**

- i. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- ii. Shri Dinesh Kumar Gupta Proprietor D.K. Gupta & Co. Practicing Company Secretary (Membership No. FCS-5226 & CP No. 3599), has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- iii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, for all those members who are present VC/OAVM at the AGM but have not cast their votes by availing the remote e-voting facility.
- iv. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- v. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.sangalpapers.com](http://www.sangalpapers.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to certain Ordinary Business and all the Special Businesses mentioned in the accompanying Notice:

#### **Resolution at Item No.: 4**

SEBI vide its notification dated December 12, 2024, amended the SEBI Listing Regulations, 2015. The amended regulations require companies to obtain shareholder's approval for appointment of Secretarial Auditors, in addition to approval by the Board of Directors. Further, such Secretarial Auditor must be a peer viewed company secretary and should not have incurred any of the disqualifications as specified by SEBI.

The Board of Directors of the Company in its meeting held on 13.08.2025, pursuant to the recommendations of the Audit Committee, has appointed M/S D.K. Gupta & Co. Peer Reviewed Proprietorship Firm of Practicing Company Secretaries subject to the approval of shareholders as Secretarial Auditors of the Company, for a period of five (5) consecutive years commencing from 1<sup>st</sup> April, 2025 till 31<sup>st</sup> March, 2030 in compliance with the amended Regulation 24A of the SEBI(LODR) Regulations, 2015 vide SEBI Notification dated December, 12 2024 read with provisions of Section 2024 of the Companies Act, 2013 & Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**Remuneration:** Remuneration to be paid for the Financial Year ending 31<sup>st</sup> March, 2026 as determined by the Board of Directors of the Company (including its committee thereof) in consultation with the Secretarial Auditors. The Board of Directors in consultation with the Audit Committee may approve revisions to the remuneration of the Secretarial Auditors, on the balance part of the tenure based on review and any additional efforts on account of changes in the regulations, restructuring or other considerations.

**Brief Profile:** D.K. Gupta & Co. under the Proprietorship of Mr. Dinesh Kumar Gupta is one of the oldest and most reputed Company Secretarial Firm in this part of the region. The Firm is providing multi-disciplinary, multi-geographic, high quality legal and secretarial services.

None of the Directors or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested in the resolution.

The Board recommends the Ordinary Resolution set out at item no. 4 of the notice for approval by the members.

**Resolution at Item No.: 5**

The Board of Directors of the Company on the recommendations of the Audit Committee approved the Appointment and Remuneration of MR. S. R. Kapur (M. No.: M-4926), Cost Accountants, to conduct the Audit of Cost Records of the Company for the Financial Year ending 31st March, 2025.

In terms of the provisions of Section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules 2014, the Remuneration payable to the Cost Auditor is required to be ratified by the members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested in the resolution.

The Board recommends the Ordinary Resolution set out at item no. 5 of the notice for approval by the members.

**Resolution at Item No.: 6**

Mr. Himanshu Sangal was appointed Managing Director of the Company w.e.f. 01/04/2021 to hold office for a term of five years i.e. till March 31, 2026.

Keeping in view that Mr. Himanshu Sangal has rich and varied experience in the Papers Industry and has been involved in the operations of the Company over a long period of time. It would be in the interest of the Company to continue the employment of Mr. Himanshu Sangal as Managing Director of the company.

Board of Directors in their meeting held on 13.08.2025 on the recommendation of Nomination and Remuneration Committee has recommended the re-appointment of Mr. Himanshu Sangal as Managing Director for a further period of five (5) years beginning from 1<sup>st</sup> April, 2026 until 31<sup>st</sup> March, 2031 subject to the approval of members of the Company.

Himanshu Sangal will attain the age of 70 years on 22-10-2025, but he is fit and fine in terms of his health condition and capable of handling his managerial duties with all his zeal, dedication and honesty. In the opinion of the Board of Directors and Nomination and Remuneration Committee Himanshu Sangal is an asset to the Company as his outlook is visionary and his expertise in the paper industry is unmatched.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Himanshu Sangal and term and condition of the re-appointment are given below:

- A) Salary: Rs.14,00,000 per month (Rupees Fourteen Lakh Only).
- B) Residential accommodation: As provided from time to time, if any.
- C) Perquisites and allowances: In addition to the above salary, he shall be entitled to the following perquisites and allowances restricted to an amount equal to two times his annual salary in a financial year, if any:
  - i) Gas, electricity, water, furnishing and other amenities, repairs, house maintenance expenses, servant(s), cook(s), security guard(s), etc., at his residence, if any;
  - ii) Club Fees: Actual fees of clubs will be reimbursed, if any;
  - iii) Leave travel concession: For self and family once in a year incurred in accordance with the rules of the company, as provided;

iv) Facility of car with driver;  
v) Allowances and other perquisites: Special allowance and/ or any other allowances or perquisites as determined by the nomination & remuneration committee. The above perquisites and allowances shall be evaluated as per income-tax rules, wherever applicable. In the absence of any such rules, these shall be evaluated at actual cost.

D) Other Benefits:

- i) Contribution to provident fund, pension/superannuation/ gratuity fund schemes in accordance with the Company's rules and regulations in force from time to time;
- ii) One month's leave with full salary for every 11 months of service, leave accumulated but not availed will be allowed to be encashed. Leave encashment at the end of the tenure will be as per the rules of the Company, if any;
- iii) Reimbursement of actual medical expenses incurred in India or abroad for self and family including hospitalization expenses, treatment expenses and in case of medical treatment abroad, the air fare, boarding/lodging, travel, etc., for self and family and attendant;
- iv) Medical / Personal accident/Travel insurance/ Life Insurance: Actual premium to be paid by the Company for self & family (as per term and condition);
- v) Telephone: Free telephone facility at residence including mobile phone & other suitable communication facilities. The above benefits will not be included in the computation of the ceiling on perquisites and allowances.

E) Commission: as per recommended by the nomination and remuneration committee, if any.

F) Minimum remuneration: Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Mr. Himanshu Sangal, the Company has no profits or its profits are inadequate, the Company will pay remuneration to the maximum as laid down in Section I and Section II of Part II of Schedule V to the Companies Act, 2013 as minimum remuneration. As the terms of re-appointment and the remuneration proposed are in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act, Central Government approval is not required for this re-appointment.

Except Shri Amit Sangal and Shri Tanmay Sangal the directors of the Company, none of the other Director and Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Special resolution as set out in Item No. 6 of this Notice for your approval.

**Resolution at Item No: 7**

Mr. Amit Sangal was appointed Mr. Amit Sangal as Whole Time Director designated as Executive Director of the Company from April, 1 2021 to hold office for a term of five years till March 31, 2026.

Keeping in view that Mr. Amit Sangal has rich and varied experience in the finance and marketing and he is involved in the administration of the company over a long period of time. It would be in the interest of the company to continue the employment of Mr. Amit Sangal as Mr. Amit Sangal as Whole Time Director designated as Executive Director of the company.

Board of Directors in their meeting held on 13/08/2025, on the recommendation of Nomination and Remuneration Committee has recommended the re-appointment of Mr. Amit Sangal as Whole Time Director designated as Executive Director for a further period of five (5) years beginning from 1<sup>st</sup> April, 2026 until 31<sup>st</sup> March, 2031 subject to the approval of members of the Company.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Amit Sangal and term and condition of the re-appointment are given below:

A) Salary: Rs.14,00,000 per month (Rupees Fourteen Lakhs Only).

B) Residential accommodation: As provided from time to time, if any.

C) Perquisites and allowances: In addition to the above salary, he shall be entitled to the following perquisites and allowances restricted to an amount equal to two times his annual salary in a financial year, if any:

i) Gas, electricity, water, furnishing and other amenities, repairs, house maintenance expenses, servant(s), cook(s), security guard(s), etc., at his residence, if any;

ii) Club Fees: Actual fees of clubs will be reimbursed, if any;

iii) Leave travel concession: For self and family once in a year incurred in accordance with the rules of the company, as provided;

iv) Facility of car with driver;

v) Allowances and other perquisites: Special allowance and/ or any other allowances or perquisites as determined by the nomination & remuneration committee. The above perquisites and allowances shall be evaluated as per income-tax rules, wherever applicable. In the absence of any such rules, these shall be evaluated at actual cost.

D) Other Benefits:

i) Contribution to provident fund, pension/superannuation/ gratuity fund schemes in accordance with the Company's rules and regulations in force from time to time;

ii) One month's leave with full salary for every 11 months of service. Leave accumulated but not availed will be allowed to be encashed. Leave encashment at the end of the tenure will be as per the rules of the Company;

iii) Reimbursement of actual medical expenses incurred in India or abroad for self and family including hospitalization expenses, treatment expenses and in case of medical treatment abroad, the air fare, boarding/lodging, travel, etc., for self and family and attendant;

iv) Medical / Personal accident/Travel insurance/ Life Insurance: Actual premium to be paid by the Company for self & family (as per term and condition);

v) Telephone: Free telephone facility at residence including mobile phone & other suitable communication facilities. The above benefits will not be included in the computation of the ceiling on perquisites and allowances.

E) Commission: as per recommended by the nomination and remuneration committee, if any.

F) Minimum remuneration: Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Mr. Amit Sangal, the Company has no profits or its profits are inadequate, the Company will pay remuneration to the maximum as laid down in Section I and Section II of Part II of Schedule V to the Companies Act, 2013 as minimum remuneration. As the terms of re-appointment and the remuneration proposed are in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act, Central Government approval is not required for this re-appointment.

Except Shri Himanshu Sangal and Shri Vinayak Sangal the directors of the Company, none of the other Director and Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Special resolution as set out in Item No. 7 of this Notice for your approval.

## Annexure A

Additional Information on the director recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI Listing Regulations, 2015.

Name of the Director	Vinayak Sangal	Tanmay Sangal	Himanshu Sangal	Amit Sangal
Age	33	39	69	60
Term and Conditions of Re-appointment	As per the resolution at item No.2 of this Notice	As per the resolution at item No. 3 of this Notice	As Per resolution at item no.6 of this Notice	As Per resolution at item no.7 of this Notice
Date of Initial Appointment on Board	01/03/2014	30/11/2003	25/11/1980	29/09/1996
Relationship of Directors	Relative (Son of Mr. Amit Sangal who is whole time director cum CFO)	Relative (Son of Mr. Himanshu Sangal who is Managing Director)	Relative (Elder Brother of Mr. Amit Sangal) Relative (Father of Mr. Tanmay Sangal)	Relative (Younger Brother of Mr. Himanshu Sangal) (Father of Mr. Vinayak Sangal)
Experience in Specific functional area	Operations, Raw Material and production Management Experience.	International Business, Marketing, Finance and Wide Business Administration Experience.	Wide experience in Pulp and Papers Industry and as a Managerial Person.	Finance, Sale, Raw Material and wide Management Experience.
Qualification	B.tech (Mechanical), MBA (Operation)	MBA (Finance)	Graduate, LL.B.	Graduate in Commerce
Directorship of other Boards (including directorship on the Board of Listed Companies) As on 31 <sup>st</sup> March,2025	NIL	NIL	1. Sangal Papers Limited	1. Sangal Papers Limited 2. Shree Ganesh Credits Pvt. Ltd. 3. Prerna Chits Pvt. Ltd.
Board Membership of Companies as on 31 <sup>st</sup> March, 2025 (including this Company) (Listed as well as Non-Listed)	1. Sangal Papers Limited (Listed Company)	1.Sangal Papers Limited (Listed Company)	1.Sangal Papers Limited (Listed Company)	1. Sangal Papers Limited (Listed) 2. Shree Ganesh Credits Pvt. Ltd. 3. Prerna Chits Pvt. Ltd.

Chairmanship / Membership of the Committees (including committees of boards of listed companies) as on 31 <sup>st</sup> March, 2025	Member of Nomination and Remuneration Committee of Sangal Papers Limited (Listed Company)	None	1. Audit Committee -Member of Sangal Papers Limited (Listed Company).  2. Stakeholder Relationship Committee- Member of Sangal Papers Limited (Listed Company)	NA
Shareholding in the Company (including shareholding as beneficial owner)	14487	45731	107940* (shares held by individual)	121100* (shares held by individual)
Remuneration drawn as Director	NIL	NIL	84 Lakh p.a.	84 Lakh p.a.
Salary Drawn as Employee	42 Lakhs per annum	42 Lakhs per annum	NIL	NIL
Names of the Listed Entities from which the appointee has resigned in the past three years	NIL	NIL	NIL	NIL

\*100000 (One Lakh) shares individually are pledged out of total holdings, by the aforesaid directors

Mr. Amit Sangal and Mr. Himanshu Sangal with the Bank as guarantee.

**By Order of the Board of Directors**

**For Sangal Papers Limited**

**Date: 13.08.2025**

**Place: Mawana**

**Anant Vats**

**Company Secretary cum Compliance Officer**

**Membership No. FCS- 5575**