

CHADHA PAPERS LTD.



CIN-L21012UP1990PLC011878

REGISTERED OFFICE

Chadha Estate,

Nanital Road

Tehsil Bilaspur - 244921

Distt. Rampur (UP)

Ph.No:- 0595-2461591,

2413335

Email Id:-chadhapapersltd@gmail.com

CORPORATE OFFICE

B - 5, Sector - 52

Noida - 201301 (UP)

0120 - 4106161

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the Members of "M/s CHADHA PAPERS LIMITED" will be held on Wednesday, the 30th day of September, 2015 at the Registered Office of the Company at Chadha Estate, Nanital Road Tehsil Bilaspur - 244921 Distt. Rampur (UP) at 04:00 PM to transact the following business:

ORDINARY BUSINESSES:

1. To receive, Consider and adopt:

- A) The Audited Financial Statements of the Company for the Financial Year ended 31st March 2015, together with the Reports of the Board of Directors and Auditors thereon: and
- B) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2015, together with the report of the Auditors thereon.

2. To appoint Directors in place of those retiring by rotation:

To appoint a Director in the place of Mr. Sanmeet Singh (Din: 01139468), who retires by rotation and, being eligible, offers himself for re-appointment.

3. Ratification of the appointment of Statutory Auditors and fixing their remuneration:

To ratify the appointment of M/s. SNMG & Co., Chartered Accountants as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize to fix their remuneration, by passing the following resolution with or without modification, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of Companies Act, 2013 and Rules made there under, and pursuant to the recommendations of the Audit

Committee of the Board of Directors and the resolution passed by the members of the Company at their Annual General Meeting held on 30th September, 2014, the Company hereby ratifies the appointment of M/s. SNMG & Co, Chartered Accountants (FRN -004921N) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and to fix their remuneration."

SPECIAL BUSINESSES:

4. Increase in Authorised Share Capital

To increase the Authorised Share Capital of the Company and amend the Memorandum of Association and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and 64 and all other applicable provisions of the Companies Act, 2013 ("the Act"), if any, (including any statutory modification(s) or re-enactment thereof for the time being in force and rules framed thereunder) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 10,50,00,000/- (Rupees Ten Crore and Fifty Lacs only) divided into 1,05,00,000 (One Crore and Five Lacs) Equity Shares of Rs.10/- (Rupees Ten only) to Rs. 75,00,00,000/- (Rupees Seventy Five Crore only) divided into 1,05,00,000 equity Shares of Rs.10/- (Rupees Ten only) and 64,50,000 (Sixty Four lacs Fifty Thousand) Preference Shares of Rs.100/- (Rupees One Hundred only) by creation of additional 64,50,000 (Sixty Four lacs Fifty Thousand) Preference shares of Rs.100/- (Rupees One Hundred only).

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be deleted and substituted by the following:

"V. The Authorised Share Capital of the Company is Rs. 75,00,00,000/- (Rupees Seventy Five Crores only) divided into 1,05,00,000 (One Crore Five Lacs) Equity Shares of Rs.10/- (Rupees Ten each) and 64,50,000 (Sixty Four Lacs Fifty Thousand) Preference Shares of Rs.100/- (Rupees One Hundred each), with the rights, privileges and conditions attached thereto as per the relevant revisions contained in that behalf in the Articles of Association of the Company and with power to increase or reduce the Capital and to divide the shares in the capital for the time being into several classes (being those specified in Companies Act, 2013), and to attach thereto respectively such preferential, qualified special right , privileges or conditions in such manner as may be permitted by the said Act or provided by the Articles of Association of the Company for the time being in force."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors or Company Secretary of the Company be and is hereby authorised to take all such steps and actions and give such direction as may in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek further consent or approval of the Members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of Board or any officer(s)/ authorised representative(s) of the Company to give effect to the aforesaid resolution."

5. Conversion of Unsecured Loans into Redeemable Preference Shares

Conversion of Unsecured Loan into Redeemable Preference Shares and in this regard to consider and if thought fit, to pass, with or without modification(s), following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and the Rules made thereunder and provisions of the SEBI Act, 1992 and rule, regulations, guideline etc. made, issued thereunder and the Listing Regulations, as applicable (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of the Articles of Association of the Company, if any, and subject to such approvals, permissions, sanctions of the appropriate authorities, if required, and on such other terms and conditions as agreed by Board of Directors of the Company (herein after referred to as Board which term shall also include a Committee of Director exercising the powers conferred by the Board), consent of the Members of the Company be and is hereby accorded to Board of Directors to convert unsecured loan of Rs. 61,26,61,000(Sixty One Crore Twenty Six Lacs Sixty One Thousand Only) taken from M/s Chadha Holdings Private Limited (herein after referred to as Lender) into Redeemable Preference Shares of the Company.

RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorized to finalise with the lender the terms of the aforesaid conversion of unsecured loan into the redeemable Preference Shares of the Company.

RESOLVED FURTHER THAT the Board is also authorized to do such acts, deeds, matters and things as may be required to give effect to the said conversion."

6. Issue of Preference Shares on Private Placement basis

Issue of Non-Convertible Non-Cumulative Redeemable Preference Shares and in this regard to consider and if thought fit, to pass, with or without modification(s), following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 42, 55, and 62 of and other provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Shares) Rules, 2014 and Rule 9 of Companies (Share Capital and Debentures) Rules, 2014 for time being in force, and the relevant rules, regulations and /or guideline, if any prescribed by the Securities Exchange Board of India (SEBI) or any other regulatory authority including Listing Regulations, and the relevant provision of the Articles of Association of the Company, if any, the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the Board) of the Company to offer, issue and allot, on private placement basis, in one or more tranches 64,50,000(Sixty Four lacs Fifty Thousand)Non-Convertible Non-Cumulative Redeemable Preference Share of Rs. 100/- each at par for cash or consideration other than cash to such persons, may or may not

include existing members, including unsecured lenders on conversion of outstanding unsecured loan taken from them, with such rights and privileges and on such terms and conditions as may be decided by the Board and subject to the followings:

- The Preference Shares shall carry a fixed preferential dividend as decided by Board;
- The said shares shall rank for dividend in priority to the equity shares for the time being of the Company;
- The said shares shall in winding up entitled to rank, as regards payment of capital, in priority to the equity shares but shall not be entitled for further participation in profits or assets; and
- The voting rights on the said shares shall be in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.
- The said preference shares shall be redeemed in one or more trenches within a period not exceeding 20 years at the sole discretion of the Board of Directors of the Company subject to the availability of the adequate profits for redemption in compliance with the provisions of the Act.

RESOLVED FURTHER THAT the Board in its absolute discretion, as may be deemed appropriate, may make such further issue of Preference Shares within such limits and on such terms and conditions on any subsequent redemption and/or outstanding preference shares or any part thereof from time to time as may be considered fit and proper by the Board, so that the total Preference Share Capital outstanding at any point of time shall not exceed the amount stipulated under the Memorandum and Articles of Association.

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 take all such steps and actions and give such directions as it may in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to this effect and intent that the Members shall be deemed to have given their approval hereto expressed by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any Committee of Directors."

7. Adoption of New Articles of Association

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and are hereby substituted by a new set of Articles of Association, a draft of which is made available for inspection by the shareholders at the registered office of the Company, be and are hereby approved and adopted as Articles of Association of the Company in substitution for and to the exclusion of the Articles hereof.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) or any person(s) authorised by the Board to exercise the powers conferred on the Board, be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to the alteration of Articles of Association in accordance with this resolution."

8. Appointment of Mrs. Surjeet Kaur(DIN 07235977) as an Independent Director:

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 provision of Sections 149,152, 160 & 161 and any other applicable provision of the Companies Act, 2013 and any rules made there under and in accordance with the Listing Agreement and the Articles of Association of the Company, Mrs. Surjeet Kaur, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f July 14, 2015 and who has submitted a declaration that she meets the criteria of Independence, as provided in Section 149(6) of the Act and Clause 49 of the Listing Agreement, and is qualified for being appointed as an Independent Director, whose period of office shall not be liable to determination by retirement of directors by rotation be and is hereby appointed as an Independent Director of the Company for a period of five years w.e.f 14th July 2015."

9. Appointment of Mr. Amanbir Singh Sethi as Whole Time Director (DIN: 01015203)

To consider and if thought fit, to pass with or without modifications, 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 Schedule V thereto (including any statutory modification or re-enactment thereof in the time being in force) and Rules made thereunder, the approval of the Company be and is hereby granted for appointment of Mr. Amanbir Singh Sethi as Whole Time Director of the Company for a period of one year w.e.f September 01st, 2015 to August 31st, 2016 on the following terms and conditions and remuneration as approved by Nomination & Remuneration Committee of the Board of Directors of the Company:-

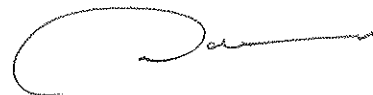
- a. Mr. Amanbir Singh Sethi is liable to get a monthly salary of Rs. 1,12,000/- (Rupees one lac twelve thousand only)
- b. On such other terms and conditions as are applicable to other employees of the Company.

RESOLVED FURTHER THAT in the event of there being no profit or inadequate profit for the financial year the aforesaid remuneration payable shall be subject to the limits prescribed under Schedule V of the Companies Act 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any questions or doubt that may arise in relation thereto, and to give effect to the forgoing resolution in the best interest of the Company."

By Order of the Board
For M/s Chadha Paper Ltd

Place: Noida
Date: 02nd September, 2015



(AMANBIR SINGH SETHI)
Whole Time Director
DIN-01015203

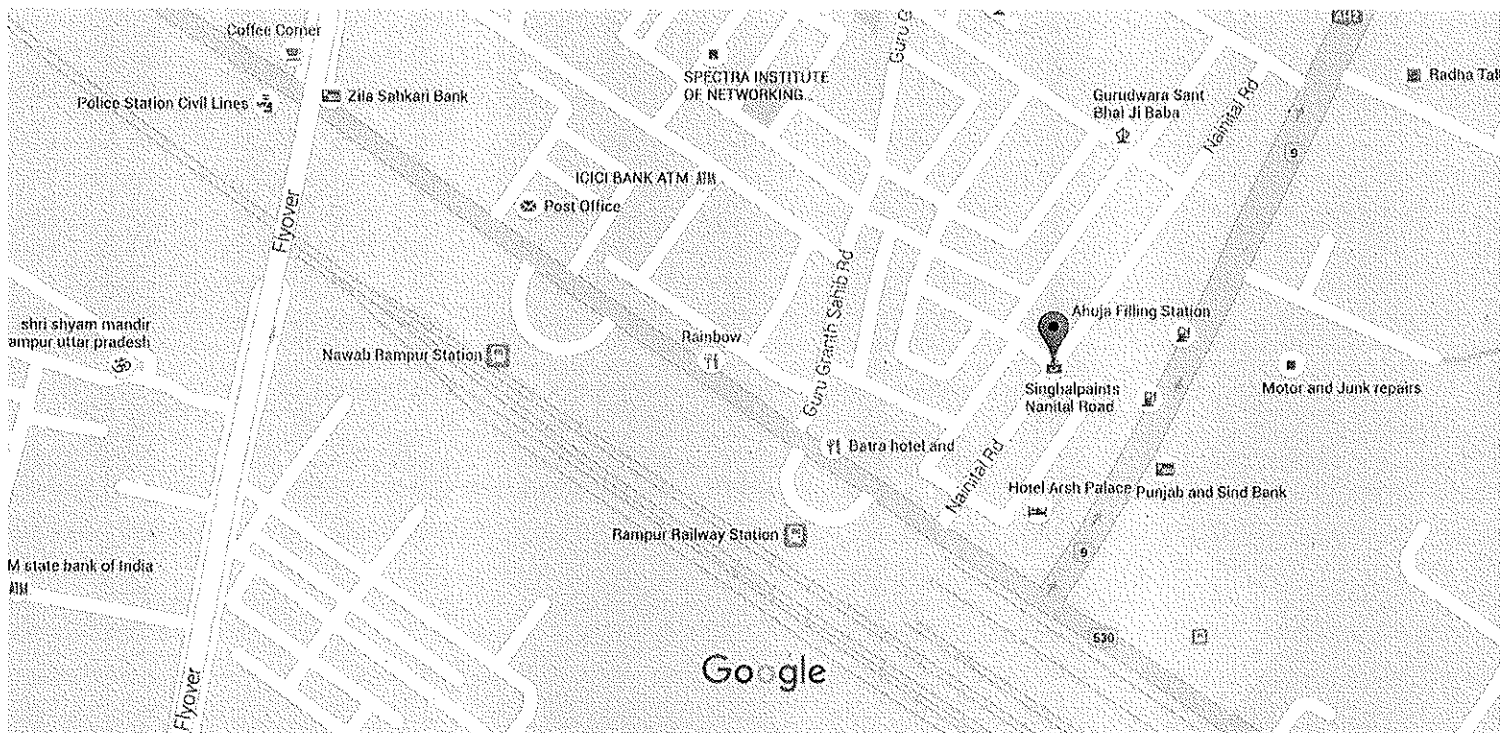
R/o. 175-1, Sarabha Nagar
Ludhiana-141001, (Punjab)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING. PROXIES SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.
2. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
3. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 related to the Special Business to be transacted at the meeting is annexed hereto.
4. During the period beginning 24 hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided not less than three days notice in advance in writing of intention to inspect is given to the company.
5. The Proxy-holder shall prove his/her identity at the time of attending the Meeting.
6. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
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. Documents relating to any of the items mentioned in the notice are open for inspection at the registered office of the company on any working days during business hours till the date of AGM provided a three day notice for the purpose is given in advance.
9. Only bonafide members of the company whose names appear on the register of members/proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
10. Members are requested to inform the company immediately, if any change in their address.
11. The route map for the venue of the Meeting is annexed herewith.

Google Maps Nainital Rd



Map data ©2016 Google 100 m

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED
UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE**

ITEM NO. 2

Appointment of Mr. Sanmeet Singh, who retires by rotation

Mr. Sanmeet Singh, aged about 35 years is a graduate in commerce and has 6 years of experience in Business Administration.

Mr. Sanmeet Singh holds directorships in the following Companies:-

1. SWORD PROMOTERS AND DEVELOPERS PRIVATE LIMITED
2. HIMGIRI HOUSING AND LAND DEVELOPERS PRIVATE LIMITED
3. SOWER CROP CULTIVATION PRIVATE LIMITED.
4. FIONA DEVELOPERS PRIVATE LIMITED.
5. ANGELICA INFRAPROJECTS PRIVATE LIMITED
6. ASTER INFRA BUILD PRIVATE LIMITED
7. VIGNETTE INFRATECH PRIVATE LIMITED
8. MEGA BUILDMART PRIVATE LIMITED
9. MICA TOWNS PLANNERS PRIVATE LIMITED
10. CAMEO TOWN PLANNERS PRIVATE LIMITED

He does not hold any shares in his own name or in the name of any other person on a beneficial basis.

Mr. Sanmeet Singh retires by rotation pursuant to Section 152 of Companies Act 2013 and being eligible offers himself for re-appointment. None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way concerned or interested, financially or otherwise, in the resolution..

The Board recommends the Resolution set forth in Item No. 2 of the Notice for approval of the members as an **Ordinary Resolution**.

EXPLANATORY STATEMENT

ITEM NO. 4

Increase in Share Capital

The Company, in order to meet its growth objectives and to strengthen its financial position, is required to generate long term resources by issuing securities. It is therefore deemed appropriate to increase the Authorised Share Capital of the Company and for that purpose, the Memorandum of Association of the Company is proposed to be suitably altered as set out at Item No. 4 of the accompanying Notice.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for increase in the Authorised Share Capital and for alteration of Capital Clause of the Memorandum of Association of the Company and accordingly the Board recommend the resolution as set in Item No. 4 as an Ordinary Resolution for the approval of the Members.

None of the Directors of the Company or key managerial personnel or their relatives are, in any way, concerned or interested in the resolutions.

ITEM NO. 5

Conversion of Unsecured Loans into Redeemable Preference Shares

The Company has unsecured loan of Rs. 61,26,61,000 (Sixty One Crore Twenty Six Lacs Sixty One Thousand) taken from M/s Chadha Holdings Private Limited (hereinafter referred to as Lender), a company in which promoters of the Company are interested. Keeping in view the present operations and other circumstances and profitability of the Company it seems difficult to repay the said unsecured loan. Your directors are in negotiation with the lender and trying to reach a settlement with them for conversion of the said unsecured loan, partly or fully, into preference shares of the Company. Since the terms and conditions of unsecured loan do not provide for conversion thereof into preference shares, it is required to change the terms and conditions of the said unsecured loan to make them convertible and for which the approval of the Members of the Company are required. Only after approval of the Members of the Company the Board of Directors of the Company can convert into the preference shares of the Company. After approval of the Members the Board will enter into a Memorandum of Understanding/Agreement with the lender to conclude the final terms and conditions of the said conversion.

It is, therefore, to seek the approval of Members for the conversion of the unsecured loan; the Board of Directors recommend the resolution as set in Item No. 5 as a special resolution for the approval of members.

None of the Directors, Key Managerial Persons and their relatives are, in any way, interested or concerned, financial or otherwise, in the proposed resolution.