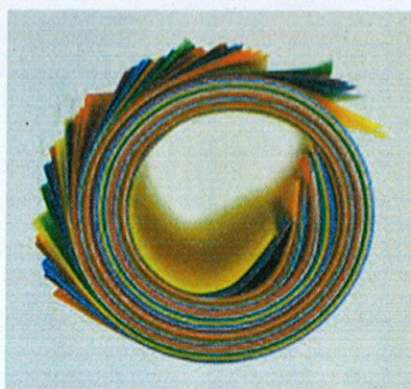
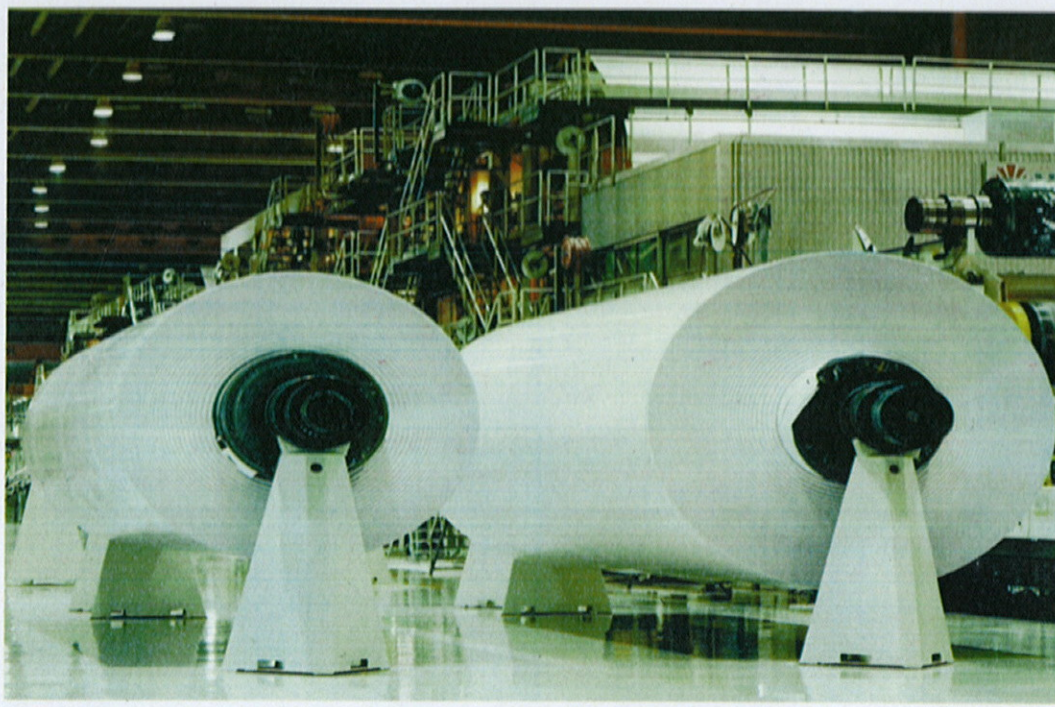
The background of the entire page is an abstract composition of broad, wavy, horizontal bands of color. The colors transition from a deep green at the bottom, through various shades of brown and tan, to a bright orange and red at the top. The bands are not perfectly straight, giving the impression of flowing liquid or draped fabric. The overall texture is slightly grainy, typical of a printed document.

CHADHA GROUP



CHADHA PAPERS LIMITED

28TH ANNUAL REPORT - 2018

BOARD OF DIRECTORS

<u>MR. AMANBIR SINGH SETHI</u>	<u>WHOLE TIME DIRECTOR</u>
<u>MR. SANMEET SINGH</u>	<u>NON-EXECUTIVE DIRECTOR</u>
<u>MR. NAVEEN SEXENA</u>	<u>INDEPENDENT DIRECTOR</u>
<u>MR. ANAND SHARMA</u>	<u>INDEPENDENT DIRECTOR</u>
<u>MRS. SURJEET KAUR</u>	<u>INDEPENDENT WOMAN DIRECTOR</u>

COMPANY SECRETARY

MR. RAHUL

STATUTORY AUDITORS

SNMG & CO.

CHARTERED ACCOUNTANTS,
F-378, SARITA VIHAR,
NEW DELHI-110076

REGISTRARS & SHARE TRANSFER AGENTS

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED
D-153A, 1ST FLOOR, OKHLA INDUSTRIAL AREA,
NEW DELHI-110020

REGISTERED OFFICE

CHADHA PAPERS LIMITED (CIN: - L21012UP1990PLC011878)

CHADHA ESTATE NANITAL ROAD

BILASPUR, RAMPUR

UTTAR PRADESH – 244921, PHONE No's:-, 0120-4325461, 8392931162

CORPORATE OFFICE

CHADHA PAPERS LIMITED

B-5, SECTOR 52

NOIDA, UTTAR PRADESH-201301, PHONE No's:- 0120-4106161, 7290036199

EMAIL:- CHADHAPAPERSLTD@GMAIL.COM

WEBSITE:- WWW.CHADHAPAPERSLIMITED.COM

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28th ANNUAL GENERAL MEETING

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11. Declaration by Managing Director of compliance of code of conduct
12. Financial Statements

CHADHA PAPERS LTD.



CIN-L21012UP1990PLC011878

REGISTERED OFFICE:

Chadha Estate, Nainital Road

Tehsil Bilaspur - 244921

Distt. Rampur (UP)

Ph. No.: 9105388000

Email Id: chadhapapersltd@gmail.com

Website: www.chadhapaperslimited.com

CORPORATE OFFICE:

B - 5, Sector - 52

Noida - 201301 (UP)

Ph. No.: 0120 - 4325461

4120849

NOTICE

NOTICE is hereby given that the **28th Annual General Meeting** of the Members of "**CHADHA PAPERS LIMITED**" (CIN: L21012UP1990PLC011878) will be held on Thursday, the 27th day of September, 2018 at 12:30 PM at the Registered Office of the Company at Chadha Estate, Nainital Road, Bilaspur, Rampur, Uttar Pradesh - 244921, Distt Rampur (UP), India to transact the following business:

ORDINARY BUSINESSES:

1. TO RECEIVE, CONSIDER AND ADOPT FINANCIAL STATEMENTS

- (i) To receive, consider and adopt the Audited Financial Statements (Standalone) of the Company for the Financial Year ended 31st March 2018, together with the Reports of the Auditors and Board of Directors thereon.
- (ii) To receive, consider and adopt the Audited Financial Statements (Consolidated) of the Company for the Financial Year ended 31st March 2018, together with the Report of the Auditors thereon.

2. TO APPOINT DIRECTOR 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. TO APPOINT STATUTORY AUDITORS

To appoint M/s Khandelia & Sharma, Chartered Accountants, having FRN-510525C as the Statutory Auditors of the Company in place of M/s SNMG & Co., who was appointed as Statutory auditors in F.Y. 2017 for second term till the conclusion of Annual General Meeting to be held in F.Y. 2018 and who will cease to be the Statutory Auditors of the Company on conclusion of the ensuing Annual General Meeting, and to fix their remuneration, 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 Section 139, 141, 142 and other applicable provisions, if any, of Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and as recommended by the Audit Committee, M/s. Khandelia & Sharma, Chartered Accountants (FRN-510525C), be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 33rd Annual General Meeting of the Company to be held in 2023 and at such remuneration as decided, on the basis of recommendation of Audit Committee, by the Board of Directors of the Company in consultation with them and reimbursement of out of pocket expenses incurred by them.”

SPECIAL BUSINESSES:

4 TO RATIFY REMUNERATION OF COST AUDITOR FOR F.Y. 2018-19.

To consider and if thought fit to pass, with or without modifications, following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, as amended from time to time and for time being in force, the remuneration of Rs. 60,000/- (Rupees Sixty Thousand Only) plus applicable taxes, if any, and out of pocket expenses in relation to the Cost Audit of the Company, to be paid to M/s Ajay Kumar Singh & Co., Cost Accountants, having Firm Regn. No.000386, appointed as Cost Auditor by the Board of the Company in its meeting held on 28th August, 2018 to conduct the audit of cost records maintained pursuant to the aforesaid provisions by the Company for the financial year to be ended on 31st March, 2019 be and is hereby approved and ratified.”

5. TO APPROVE RELATED PARTY TRANSACTION

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

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions,

if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment, modification or re-enactment thereof and in force for time being), the approval of the members of the Company be and is hereby accorded for entering into any contract/arrangement/transactions with "M/s.Amanbox Factory Private Limited" for a period from 01st October, 2018 to 30th September, 2019, as per details provided in the explanatory statement annexed to this Notice, and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and M/s Amanbox Factory Private Limited.

RESOLVED FURTHER THAT Board of Directors and/or any Committee thereof be and is hereby authorized to settle any question, difficulty or doubt that may arise, and to do all such acts, deeds and things as may be necessary, usual, proper or expedient in this regard."

6. TO APPROVE RELATED PARTY TRANSACTION

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

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment, modification or re-enactment thereof and in force for time being), the approval of the members of the Company be and is hereby accorded for entering into any contract/arrangement/transactions with "M/s ATPAC Industries", a partnership firm, for a period from 01st October, 2018 to 30th September, 2019, as per details provided in the explanatory statement annexed to this Notice, and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and M/s ATPAC Industries.

RESOLVED FURTHER THAT Board of Directors and/or any Committee thereof be and is hereby authorized to settle any question, difficulty or doubt that may arise, and to do all such acts, deeds and things as may be necessary, usual, proper or expedient in this regard."

7. TO RE-APPOINT MR. AMANBIR SINGH SETHI (DIN: 01015203) AS WHOLE TIME DIRECTOR

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 read with Companies (Appointment and Remuneration) Rules, 2014 and Schedule V thereto (including any amendment, modification

and re-enactment thereof and in force for time being) and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, as applicable, and as per recommendations of the Nomination and Remuneration Committee, the approval of the Company be and is hereby granted to the re-appointment of Mr. Amanbir Singh Sethi as Whole Time Director of the Company for a period of one year w.e.f. September 01st, 2018 to 31st August 2019 on the following terms and conditions including remuneration, as approved by Nomination & Remuneration Committee of the Board of Directors of the Company:-

- a. Mr. Amanbir Singh Sethi will get a salary of Rs. 5,00,000/- (Rupees Five Lacs) per month, and
- b. 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 of Directors 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, for giving effect to the forgoing resolution in the best interest of the Company.”

**By the order of the Board
For Chadha Papers Limited**

**Amanbir Singh Sethi
(Whole Time Director)
DIN:-01015203**

**Place: Noida
Date: August 28, 2018**

**Address: 175-I, Sarabha Nagar,
Ludhiana, Punjab-141001**

Registered Office:

Chadha Estate, Nainital Road, Bilaspur,
Rampur, Uttar Pradesh – 244921, Distt Rampur (UP), India

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.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS A PROXY AND SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.

2. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed hereto.
3. 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 the proxy lodged is given to the company.
4. The Proxy-holder shall prove his/her identity at the time of attending the Meeting.
5. A statement giving details of the directors seeking appointment, re-appointment, nature of their expertise in specific functional areas, name of the companies in which they hold directorships, membership / chairpersonships for Board / Committees, shareholding and relationship between the directors inter-se as stipulated in Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the Annexure.
6. The Register of Members and Share Transfer books of the Company will remain closed from 22nd September, 2018 to 27th September, 2018 (both days inclusive), for the purpose of Annual General Meeting of the Company.
7. 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.
8. 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.

9. 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 days notice for the purpose is given in advance.
10. Only bona-fide 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.
11. Members are requested to inform the company immediately, if any change in their address.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of permanent account number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar & Share Transfer Agent.
13. Members desirous of seeking any information concerning the Accounts of the Company are required to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.
14. The voting rights of members for remote e-voting or for voting through poll paper at the Annual General Meeting shall be in proportion to their shares to the paid up equity share capital of the company as on the cut-off date i.e. Friday, 21st September, 2018.
15. Members / Proxies are requested to please bring their copies of Annual Report to the meeting.
16. The Company's shares are listed on BSE, Mumbai, The same are not traded since the trading has been suspended. However the Company has received the approval of BSE revoking the suspension in trading in shares of the Company and in terms of Notice of revocation of suspension in trading in shares of the Company dated 23.08.2018 available at BSE website i.e. www.bseindia.com, w.e.f. 31st August, 2018 the trading in the shares of the company will commence. (The Company's shares were also listed on UPSE, Kanpur and DSE, Delhi but both these Stock Exchanges are not in operations now.)
17. All members/shareholders of the Company are advised to get their shares dematerialized since no trading in physical form is permitted on Stock Exchange.
18. The route map for the venue of the Meeting is annexed herewith.
19. Members are requested to send all communication relating to shares to the Company's Registrar and Share Transfer Agent at M/s. Skyline Financial Services Private Limited, D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020.