



CHADHA PAPERS LIMITED

29TH ANNUAL REPORT - 2019

BOARD OF DIRECTORS

MR. AMANBIR SINGH SETHI **WHOLE TIME DIRECTOR**

MR. SANMEET SINGH **NON-EXECUTIVE DIRECTOR**

MR. NAVEEN SEXENA **INDEPENDENT DIRECTOR**

MR. ANAND SHARMA **INDEPENDENT DIRECTOR**

MRS. SURJEET KAUR **INDEPENDENT WOMAN DIRECTOR**

COMPANY SECRETARY

MR. KULDEEP TIWARI

STATUTORY AUDITORS

M/S KHANDELIA & SHARMA
CHARTERED ACCOUNTANTS,
407, SOUTH-EX, PLAZA-II,
SOUTH EXTENSION, PART -2
NEW DELHI-110049

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

825/826, 8TH FLOOR, WORLD TRADE TOWER, SECTOR-16

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

EMAIL:- CHADHAPAPERSLTD@GMAIL.COM

WEBSITE:-WWW.CHADHAPAPERSLIMITED.COM

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29th ANNUAL GENERAL MEETING

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NOTICE

NOTICE is hereby given that the **29th Annual General Meeting** of the Members of “**CHADHA PAPERS LIMITED**” (CIN: L21012UP1990PLC011878) will be held on Monday, the 30th day of September, 2019 at 2:30 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 2019, 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 2019, 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.

SPECIAL BUSINESSES:

3. TO RATIFY REMUNERATION OF COST AUDITOR FOR F.Y. 2019-20.

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 Khushwinder Kumar & Co, Cost Accountants, having Firm Regn. No.100123, appointed as Cost Auditor by the Board of the Company in its meeting held on 22nd July, 2019 to conduct the audit of cost records maintained pursuant to the

Chadha Papers Limited

Corporate Office: 826, 8th Floor, World Trade Tower,
C-1, Sector 16, Noida 201 301, Uttar Pradesh, India
Telephone: +91 120 4325461, +91 120 4120849

Works: Chadha Estate, Nainital Road, District Rampur, Bilaspur (U.P.)

CIN No. L21012UP1990PLC011878

aforesaid provisions by the Company for the financial year to be ended on 31st March, 2020 be and is hereby approved and ratified.”

4. 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, 2019 to 30th September, 2020, 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.”

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 ATPAC Industries”, a partnership firm, for a period from 01st October, 2019 to 30th September, 2020, 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.”

6. TO INCREASE REMUNERATION OF 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 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act, including any statutory modification(s) or re-enactment thereof, and such other permissions, sanction(s) as may be required, the consent of the Members of the Company, be and is hereby accorded for revision in the maximum remuneration payable to Mr. Amanbir Singh Sethi (DIN 01015203), Whole-Time Director of the Company with effect from 1st April, 2019 for the remaining period of his present term of appointment upto 30th August, 2019 including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period, as set out in the draft agreement and stated below, is hereby specifically sanctioned with the other terms and conditions of his appointment remaining the same, and with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Amanbir Singh Sethi within and in accordance with the Act or such other applicable provisions or any amendment thereto and agreed to between the Board of Directors and as may be acceptable to Mr. Amanbir Singh Sethi, a Salary (including bonus) upto ` 10,00,000/- (Rupees Ten Lakhs only) per month.

RESOLVED FURTHER THAT the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Amanbir Singh Sethi be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.”

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, 2019 to 31st August 2020 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. 10,00,000/- (Rupees Ten 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**

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

Place: Noida

Date: August 30, 2019

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 25th September, 2019 to 30th September, 2019 (both days inclusive), for the purpose of Annual General Meeting of the Company.
7. Corporate members intending to send their authorized 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 member's/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. Monday, 23rd September, 2019.
15. Members / Proxies are requested to please bring their copies of Annual Report to the meeting.
16. All members/shareholders of the Company are advised to get their shares dematerialized since no trading in physical form is permitted on Stock Exchange.
17. The route map for the venue of the Meeting is annexed herewith.
18. 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.
19. Members/Proxies are requested to bring the Attendance Slip, dully filled in and signed, as per specimen signature(s) registered with the Company, and handover the same at the entrance for admission to the meeting. In absence thereof, they may not be admitted to the meeting venue.
20. Members holding shares in physical form can avail the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and rules made thereunder, with the Company. Members holding shares in demat form may contact their respective Depository Participant for the purpose.

21. Members are requested to register their e-mail addresses with the Registrar and Share Transfer Agent of the Company for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically in future.
22. In all correspondence with the Company, members are requested to quote their Folio Number /Client Id of their demat Accounts.
23. The Register of Directors and Key Managerial Personnel and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 will be available for inspection by the members of the Company at the venue of the Annual General Meeting.

24. Voting through electronic means:-

In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and in force for time being, (hereinafter called "the Rules" for the purpose of this section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to exercise their right to vote on the resolutions proposed to be transacted at the ensuing Annual General Meeting (AGM) as mentioned in the Notice through electronic voting system to its members holding shares as on 23rd September, 2019 (End of Day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform provided by Central Depository Securities Limited (CDSL). The detailed instructions to be followed in this regard have been given below. The members are requested to go through them carefully.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27th September, 2019 (09:00 A.M.) and ends on 29th September, 2019 (5:00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd Day of September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,