



CHADHA PAPERS LIMITED

30TH ANNUAL REPORT - 2020



BOARD OF DIRECTORS

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

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

MR. NAVEEN SEXENA **ADDITIONAL DIRECTOR**

MR. ANAND SHARMA **ADDITIONAL DIRECTOR**

MRS. SURJEET KAUR **ADDITIONAL DIRECTOR**

CHIEF FINANCIAL OFFICER

MR. MOHIT AGARWAL

COMPANY SECRETARY

MR. SHAAN MOHAMMAD

STATUTORY AUDITORS

M/s KHANDelia & SHARMA

CHARTERED ACCOUNTANTS,

407,SOUTH-Ex, PLAZA-II,

110020

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-

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

WAVE ONE, FIRST FLOOR, SECTOR 18 NOIDA 201301 UTTAR PRADESH-201301,

PHONE No's:- 0120-4120849, 4216287

EMAIL:- CHADHAPAPERSLTD@GMAIL.COM

WEBSITE:-WWW.CHADHAPAPERS.COM

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30th ANNUAL GENERAL MEETING

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NOTICE

NOTICE is hereby given that the **30th Annual General Meeting** of the Members of “**CHADHA PAPERS LIMITED**” (CIN: L21012UP1990PLC011878) will be held on Tuesday, the 29th day of December, 2020 at 02:30 P.M. at the Registered Office of the Company at Chadha Estate, Nainital Road, Bilaspur, Rampur, Uttar Pradesh – 244921, India, to transact the following business:

ORDINARY BUSINESSES:

1. TO RECEIVE, CONSIDER AND ADOPT FINANCIAL STATEMENTS.

- (i) To receive, consider and adopt the Annual Audited Financial Statements (Standalone) of the Company for the Financial Year ended 31st March 2020, 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 2020, 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. 2020-2021.

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 the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and for time being in force, and on the recommendation of Audit Committee, 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 FRN. 100123, appointed as Cost Auditor by the Board of the Company in its meeting held on 04.09.2020 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, 2021 be and is hereby approved and ratified.”

4. TO APPOINT MR. ANAND SHARMA (DIN: 00031044) AS NON-EXECUTIVE INDEPENDANT DIRECTOR OF THE COMPANY.

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 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act and Companies (Appointment and Qualification of Directors) Rules, 2014 and relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and including all or any statutory modification, amendments and re-enactments, if any, and based on recommendation of the Nomination and Remuneration Committee, Mr. Anand Sharma (DIN: 00031044), who was appointed as an Additional Director in the capacity of an Independent Director of the Company by the Board of Directors w.e.f. July, 15, 2020 and who has submitted a declaration that he meets the criteria for independence as provided in the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who holds office till the date of ensuring Annual General Meeting in terms of Section 161 of the Act and Articles of Association of the Company, consent of members be and is hereby accorded to appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years upto July 14, 2025."

RESOLVED FURTHER THAT any Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

RESOLVED FURTHER THAT Certified True Copies(ies) of the aforesaid resolution, be provided to all concerned under the hands of Directors of the Company."

5. TO APPOINT MR. NAVEEN SAXENA (DIN: 05133167) AS NON-EXECUTIVE INDEPENDANT DIRECTOR OF THE COMPANY.

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 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act and Companies (Appointment and Qualification of Directors) Rules, 2014 and relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and including all or any statutory modification, amendments and re-enactments, if any, and based on recommendation of the Nomination and Remuneration Committee, Mr. Naveen Saxena (DIN: 05133167), who was appointed as an Additional Director in the capacity of an Independent Director of the Company by the Board of Directors w.e.f. July, 15, 2020 and who has submitted a declaration that he meets the criteria for independence as provided in the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who holds office till the date of ensuring Annual General Meeting in terms of Section 161 of the Act and Articles of Association of the Company, consent of members be and is hereby accorded to appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years upto July 14, 2025."

RESOLVED FURTHER THAT any Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

RESOLVED FURTHER THAT Certified True Copies(ies) of the aforesaid resolution, be provided to all concerned under the hands of Directors of the Company.”

6. TO APPOINT MRS. SURJEET KAUR (DIN: 07235977) AS NON-EXECUTIVE INDEPENDANT WOMAN DIRECTOR OF THE COMPANY.

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 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act and Companies (Appointment and Qualification of Directors) Rules, 2014 and relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and including all or any statutory modification, amendments and re-enactments, if any, and based on recommendation of the Nomination and Remuneration Committee, Mrs. Surjeet Kaur (DIN: 07235977), who was appointed as an Additional Director in the capacity of an Independent Director of the Company by the Board of Directors w.e.f. August, 20, 2020 and who has submitted a declaration that he meets the criteria for independence as provided in the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who holds office till the date of ensuring Annual General Meeting in terms of Section 161 of the Act and Articles of Association of the Company, consent of members be and is hereby accorded to appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years upto August 19, 2025.”

RESOLVED FURTHER THAT any Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

RESOLVED FURTHER THAT Certified True Copies(ies) of the aforesaid resolution, be provided to all concerned under the hands of Directors of the Company.”

7. 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, 2020 to 30th September, 2021, 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.”

8. 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, 2020 to 30th September, 2021, 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.”

9. 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 all the applicable Rules therein 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 member be and is hereby accorded to re-appointment of Mr. Amanbir Singh Sethi as Whole Time Director of the Company for a period of Three Year w.e.f. 01st September, 2020 to 31st August, 2023 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.”

RESOLVED FURTHER THAT any Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

RESOLVED FURTHER THAT Certified True Copies(ies) of the aforesaid resolution, be provided to all concerned under the hands of Directors of the Company.”

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

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

**Place: Bilaspur (U.P)
Date: 02nd December, 2020**

**Address: CTC061 The Crest Park Drive,
DLF5, Gurugram, Haryana-122011**

Registered Office:

Chadha Estate, Nainital Road, Bilaspur,
Rampur, Uttar Pradesh-244921, India

NOTES:

- A) 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.

- a) 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.
- b) 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.
- c) The Proxy-holder shall prove his/her identity at the time of attending the Meeting.
- d) 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.
- e) The Register of Members and Share Transfer books of the Company will remain closed from 23rd December, 2020 to 29th December, 2020 (both days inclusive), for the purpose of Annual General Meeting of the Company.
- f) 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.
- g) 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.
- h) 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.
- i) 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.
- J) Members are requested to inform the company immediately, if any change in their address.
- K) 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.