



CHADHA PAPERS LIMITED

33RD ANNUAL REPORT - 2023



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 DIRECTOR**

CHIEF FINANCIAL OFFICER

MR. MOHIT AGARWAL

COMPANY SECRETARY

MR. KHAN MOHD UBED

STATUTORY AUDITORS

M/SDHANA & ASSOCIATES
(FORMERLY KHANDELIA & SHARMA)

CHARTERED ACCOUNTANTS,
407, SOUTH-EX, PLAZA-II,
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:-, 0120-4120849, 0120 4120849

CORPORATE OFFICE

CHADHA PAPERS LIMITED

C/O WAVE ONE PROJECT OFFICE, PLOT NO. L-2A, SECOND FLOOR, SECTOR 18 NOIDA 201301 UTTAR
PRADESH,

PHONE No's:-0120-4120849, 4216287

EMAIL:-CHADHAPAPERSLTD@GMAIL.COM

WEBSITE:-WWW.CHADHAPAPERS.COM

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33RD ANNUAL GENERAL MEETING

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE **33RD ANNUAL GENERAL MEETING** OF THE MEMBERS OF “**CHADHA PAPERS LIMITED**” (CIN: L21012UP1990PLC011878) WILL BE HELD ON SATURDAY, THE **30TH DAY OF SEPTEMBER, 2023 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 2023, 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 2023, 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. Amanbir Singh Sethi (DIN:01015203)**, who retires by rotation and being eligible, offers himself for re-appointment.

3. RE-APPOINTMENT OF M/S. DHANA & ASSOCIATES CHARTERED ACCOUNTANTS AS STATUTORY AUDITOR OF THE COMPANY AND TO FIX THEIR REMUNERATION 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the Company be and is hereby accorded for re-appointment of **M/s. DHANA & Associates Chartered Accountants (FRN 510525C)** as Statutory Auditors of the Company to hold office for second consecutive term of five years from the conclusion of 33rd Annual General Meeting till the conclusion of 38th Annual General Meeting of the Company to be held in the year 2028 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditors.

SPECIAL BUSINESSES:

4. TO RATIFY REMUNERATION OF COST AUDITOR FOR F.Y. 2023-24.

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 26.08.2023 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, 2024 be and is hereby approved and ratified.”

5. 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 **Ordinary 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 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 of the company 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, 2023 to 31st August, 2028 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 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.”

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) and approval of Audit Committee, consent of the members of the Company be and is here by accorded for entering into any contract/arrangement/transactions with **“M/s Amanbox Factory Private Limited”** for a period from 01st October, 2023 to 30th September, 2024, 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.”

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), approval of Audit Committee, consent of the members of the Company be and is here by accorded for entering into any contract/arrangement/transactions with **“M/s ATPAC Industries”**, a partnership firm, for a period from 01st October, 2023 to 30th September, 2024, 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.”

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) and approval of Audit Committee, consent of the members of

the Company be and is here by accorded for entering into any contract/arrangement/transactions with “**K Recycling Private Limited**” for a period from 01st October, 2023 to 30th September, 2024, 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 “**K Recycling 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.”

9. 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 & 185 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) and approval of Audit Committee, consent of the members of the Company be and is here by accorded for entering into any contract/arrangement/transactions with “**Chadha Holdings Private Limited**” for a period from 01st October, 2023 to 30th September, 2024, to provide business advance of INR 100,00,00,000/-(Rupees Hundred Only) to **Chadha Holdings Limited** for the purpose of obtaining services related to business growth opportunities for our company i.e. Chadha Papers Limited 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 “**Chadha Holdings 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.”

10. TO APPROVE THE INCREASE IN BORROWING POWERS IN EXCESS OF THE PAID-UP SHARE CAPITAL, FREE RESERVES AND SECURITIES PREMIUM OF THE COMPANY PURSUANT TO SECTION 180(1)(C) OF THE COMPANIES ACT, 2013.

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the Memorandum and Articles of Association of the Company and in supersession of earlier resolutions passed by

the members of the Company in this regard, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board if any or any person(s) authorized by the Board) for borrowing from time to time, by way of loans, credit facilities, debt instruments or in any other forms, any such sum or sums of money (either Indian or foreign currency) from Banks, Financial Institutions, Bodies Corporate, Companies, firms or any one or more persons on such terms and conditions and with or without security as the Board may think fit, notwithstanding that amount to be borrowed together with amount already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed (other than temporary loans from the Company's bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of **Rs. 2,00,00,00,000/- (Rupees Two Hundred Crore Only)**;

RESOLVED FURTHER THAT the Board be and is hereby authorized to execute such documents and to perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this Resolution."

11. TO GIVE LOANS OR TO GIVE GUARANTEES OR TO PROVIDE SECURITIES IN CONNECTION WITH THE LOAN MADE TO ANY OTHER BODY CORPORATE(S) OR PERSON (S) OR TO MAKE INVESTMENTS UPTO Rs. 100 CRORE (RUPEES ONE HUNDRED CRORE) UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

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

"RESOLVED THAT pursuant to the provisions of section 186 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Meeting of Board and its Powers) Rules, 2014, (including any Statutory modification or re-enactment thereof, for the time being in force) and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the company be and is hereby accorded to the Board of Directors of the company and/or Committee thereof (hereinafter referred to as 'the Board') which term shall include any committee constituted by the Board if any or any person(s) authorized by the Board to exercise the power conferred on the Board by this resolution) to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide any security in connection with a loan to any other body corporate(s) or person(s); and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate(s), as they may in their absolute discretion deem beneficial, fit and in the interest of the Company, subject, however, that the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other body(ies) corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Company, from time to time, shall not exceed, at any time, **Rs. . 1,00,00,00,000/- (Rupees One Hundred Crores only)** over and above the limit of sixty per cent of the paid-up share capital, free reserves and securities premium account of the Company or one hundred per cent of free reserves and securities premium account of the Company, whichever is more.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment(s) including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment(s), do such actions and deeds as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do and perform all such other acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee or any other person as it may deem fit subject to the provision of the Act.

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

Sd-

**Amanbir Singh Sethi
(Whole Time Director)
DIN:-01015203
Address: CTC 061 The
Crest Park Drive,DLF5,
Gurugram, Haryana-122011**

**Place: Noida
Date: 26.08.2023**