

## NOTICE

**NOTICE** is hereby given that the **26<sup>th</sup> Annual General Meeting** of the Members of “**M/s CHADHA PAPERS LIMITED**” (CIN: L21012UP1990PLC011878) will be held on Friday, the 30<sup>th</sup> day of September, 2016 at 02:00 PM at the Registered Office of the Company at Chadha Estate, Nainital Road, Bilaspur, Rampur, Uttar Pradesh – 244921 Distt. Rampur (UP) to transact the following business:

### **ORDINARY BUSINESSES:**

1. **To receive, Consider and adopt Financial Statements**

The Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2016, together with the Reports of the Board of Directors and 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 Statutory Auditors, M/s. SNMG & Co., Chartered Accountants, 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, 142 and other applicable provisions of Companies Act, 2013 and Rules made there under, and pursuant to the recommendations of the Audit Committee and the Board of Directors and the resolution passed by the members of the Company at their 24<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> 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 on such remuneration as may be agreed upon by the Audit Committee/Board of Directors in consultation with the Statutory Auditors.”

## **SPECIAL BUSINESSES:**

### **4 Ratification of the Remuneration of Cost Auditor for the Financial Year 2016-17.**

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 read with Companies (Cost Records and Audit) Rules, 2014, as amended time to time, the remuneration of Rs. 60,000/-- (Rupees Sixty Thousand Only) plus service tax, if any, and out of pocket expenses in relation to the cost audit, 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 01<sup>st</sup> September, 2016 to conduct the audit of cost records maintained pursuant to the aforesaid provisions by the Company for the financial year to be ended on 31<sup>st</sup> March, 2017 be and is hereby approved and ratified.”

### **5. Approval for Material Related Party Transactions**

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

**“RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and 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 modification(s) or enactment thereof for the time being in force), the approval of the Company be and is hereby accorded for entering into the following proposed Related Party Transactions with effect from 01<sup>st</sup> April 2016 and every year thereafter, up to the maximum per annum amounts as appended in table below:-

S.No	Name of Related Party	Relationship	Maximum Value
1	Amanbox Factory Private Limited	Common Director	50Crore*
2	Atpac Industries	Common Control	50Crore*

\*Expected maximum annual value of transaction per annum.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

## **6. Authority to the Board to Borrow Funds**

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

**“RESOLVED THAT** pursuant to Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), if any, Rules made there under, as amended, from time to time and the Articles of Association of the Company, as applicable, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) for borrowings, from time to time, any sum or sums of monies, whether as rupee loans, foreign currency loans, non-fund based facilities and/or through issue of debentures and/or bonds and/or any other instruments or in any other manner, from any Bank(s), Financial Institution(s), Investment Institution(s), Mutual Fund(s), Trust(s), other Body Corporate(s) or any person(s) or from any other source, located in India or abroad, whether unsecured or secured, as they may deem necessary and on such terms and conditions, as may be considered appropriate by the Board, notwithstanding the fact that the money to be borrowed, together with the monies already borrowed by the Company, apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business, may exceed the aggregate of the paid up capital of the Company and its free reserves, provided that the total outstanding amount of such borrowings shall not, at any point of time, exceed Rs. 500 Crores (Rupees Five Hundred Crores only).

**RESOLVED FURTHER THAT** for giving effect to this resolution, the Board of the Company be and is hereby authorized to give all such directions / authorizations as may be necessary, incidental or desirable and also to settle any question or difficulty that may arise in regard to the above, and to sign and execute all deeds, applications, documents and writings that may be required to be signed, on behalf of the Company or any other Officer or Officers of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient, desirable, incidental for the purpose of giving effect to the aforesaid resolution.”

## **7. 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 two years w.e.f September 01<sup>st</sup>, 2016 to 31<sup>st</sup> Aug 2018 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 salary of Rs. 5.00 lacs per month (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 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.”

**For and on behalf of the Board  
For Chadha Papers Limited  
SD/-**

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

**Place: Noida  
Date: 01.09.2016**

**Add: 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.**

**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 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), 2015 are provided in the Annexure.
6. The Register of Members and Share Transfer books of the Company will remain closed from 26<sup>th</sup> September, 2016 to 30<sup>th</sup> September, 2016 (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 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.
11. Members are requested to inform the company immediately, if any change in their address.
12. 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 so that the requested information can be made available at the time of the meeting.
13. Members / Proxies are requested to please bring their copies of Annual Report to the meeting.
14. The Company's shares are listed on BSE, Mumbai, UPSE, Kanpur and DSE, Delhi, but not being traded. The trading has been suspended.
15. The route map for the venue of the Meeting is annexed herewith.
16. 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.
17. Members/Proxies are requested to fill the enclosed attendance slip and handover the same at the entrance with signature. In absence thereof, they may not be admitted to the meeting venue.

18. In all correspondence with the Company, members are requested to quote their Folio Number.
19. Members are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically in future.
20. 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 will be providing facility to exercise their right to vote on the resolutions proposed to be transacted at the ensuing Annual General Meeting (AGM) through electronic voting system to members holding shares as on 23<sup>rd</sup> September 2016 (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 voting through electronic means (voting) are as under:

- i. The voting period begins on 09.00 a.m. on 27<sup>th</sup> September, 2016 and ends at 05:00 p.m. on 29<sup>th</sup> September, 2016. During this period shareholders' of the Company, holding shares as on the cut-off date of 23<sup>rd</sup> September, 2016 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](http://www.evotingindia.com) during the voting period.
- iii. Click on "Shareholders" tab.
- 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,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

vii. If you are holding shares in physical form or first time user in case holding shares in demat form, follow the steps given below:

For members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both De-mat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence* number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	<p>Please enter the DOB or Dividend Bank Details in order to login.</p>
Dividend Bank Details	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or Folio in dd/mm/yyyy format.</p> <p>If the details are not recorded with the depository or company please enter the Member ID / Folio no. in the Dividend Bank details field.</p> <p>Enter the Dividend Bank details as recorded in our demat account or in the Company records for the said demat account or Folio Number.</p> <p>*sequence number shall be as per separate sheet attached with the Annual Report.</p>

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in De-mat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the De-mat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



- (x ) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN 160908010 or the <Chadha Papers Limited> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If a Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m- Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Shareholders and Custodians

Non- Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked to login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

13. M/s M.K Mandal & Associates, Company Secretaries in practice, have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and they have communicated his willingness to be appointed for the purpose. The Scrutinizer shall within a period of two working days from the conclusion of e-voting period, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
14. The Results shall be declared within two working days from the conclusion of the AGM. The results declared along with the Scrutinizer's report shall be placed on the Company's website [www.chadhaperslimited.com](http://www.chadhaperslimited.com) and on the website of CDSL and communicated to the Stock Exchanges.
15. The Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
16. Any person who becomes member of the Company after dispatch of the Notice of the Meeting and holding shares as on cut-off date, i.e. 23<sup>rd</sup> September 2016 may obtain the User ID and password from M/s Skyline Financial Services Private Limited (Registrar & Share Transfer Agent)

**INFORMATION PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**ITEM NO. 2**

**RE-APPOINTMENT OF MR. SANMEET SINGH**

**A) A brief resume of the Director**

Mr. Sanmeet Singh, aged about 36 years is a graduate in commerce and has 7 years of experience in Business Administration.

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.

**B) Nature of his expertise in specific functional Areas**

Mr. Sanmeet Singh has seven years of experience in the field of Business Administration.

He also holds directorships in other private Companies. Apart from paper Industry, Mr. Sanmeet Singh holds experience in real estate projects as well.

**C) Disclosure of relationships between directors inter-se**

There is no relationship amongst Directors.

**D) Names of listed entities in which the person also holds the directorship and the membership of Committees of the board**

None

**E) Shareholding of non-executive directors.**

Director does not hold any share in the Company.

## **ITEM NO. 5**

### **APPOINTMENT OF MR. AMANBIR SINGH SETHI**

#### **A) A brief resume of the Director**

The Board of the Directors, on the recommendation of the Nomination and Remuneration Committee appointed Mr. Amanbir Singh Sethi as Whole Time Director of the Company. Mr. Amanbir Singh Sethi is an MBA and holds vast experience of 9 years in Industrial and Business Administration.

#### **B) Nature of his expertise in specific functional Areas**

Mr. Amanbir Singh Sethi holds nine years of experience in the field of Business Administration.

He also holds directorships in other private Companies. Mr. Amanbir Singh is associated with paper and related industry for more than 9 years. He has experience in manufacturing of corrugated Boxes, PET Packaging materials and other related products. He looks after the business development function of the Company.

#### **C) Disclosure of relationships between directors inter-se**

There is no relationship between directors inter-se.

#### **D) Names of listed entities in which the person also holds the directorship and the membership of Committees of the board**

None

#### **E) Shareholding of non-executive directors.**

Mr. Amanbir Singh Sethi does not hold any share in the Company.

## **Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act")**

### **EXPLANATORY STATEMENT**

#### **ITEM NO. 4**

The Board of Directors of Company on the recommendation of Audit Committee approved the appointment and remuneration of M/s. M/s Ajay Kumar Singh & Co. Cost Accountants, to conduct the audit of cost records of the Company for the 2016-17 in their meeting held on 01st September, 2016. In terms of provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is to be ratified by the members of the Company.

Accordingly, the resolution is placed for consent of members to ratify the remuneration payable to cost auditors.

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.

#### **ITEM NO. 5**

Section 188 of the Companies Act, 2013 read with rules 15 and 16 of Companies (Meetings 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 modification(s) or enactment thereof for the time being in force), prescribe certain procedure for approval of related party transactions and also prescribed seeking of shareholders' approval for material related party transactions. The proviso to section 188 also states that nothing in section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis. All the proposed transactions put up for approval are in ordinary course of business and at arm's length. Pursuant to the provisions of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 the following contracts/arrangements/ transactions are requiring the approval of the unrelated shareholders of the Company by an Ordinary resolution:-

S.No	Name of Related Party	Relationship	Maximum Value
1	Amanbox Factory Private Limited	Common Director	50Crore*
2	Atpac Industries	Common Control	50Crore*

\*Expected maximum annual value of transaction per annum.

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto, and the Company's Related Party Transaction Policy are furnished hereunder:

S.NO	PARTICULARS	DETAILS
1	Name of Related Party	Amanbox Factory Private Limited Atpac Industries
2	Name of the Director or key managerial personnel who is related, if any	Mr. Amanbir Singh Sethi None
3	Nature of Relationship	Mr. Amanbir Singh Sethi, Whole Time Director holds directorship in Related Party. Common Control
4	The nature, material terms, monetary value and particulars of the contract or arrangement	All transactions are proposed to be carried out based on business requirements of the Company and shall be in ordinary course of business and at arms' length.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	None

As per Regulation 24(4) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, all entities / persons that are directly / indirectly related parties of the Company shall abstain from voting on resolution(s) wherein approval of material Related Party Transactions is sought from the shareholders. Accordingly, all related parties of the Company will not vote on this resolution.

None of the Directors except Mr. Amanbir Singh Sethi, Key Managerial Personnel of the Company and their relatives is, in any way concerned or interested, financially or otherwise, in the resolution.

#### **ITEM NO. 6**

Under the provisions of Section 180(1)(c) of the Companies Act, 2013, which was made effective from 12th September, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. Therefore, it is necessary to obtain approval of the shareholders by means of Special Resolution(s) to enable the Board of Directors of the Company under Section 180(1)(c) of the said Act to borrow monies, provided that the total amount so borrowed by the Board shall not to exceed 500 Crore. The Board recommends the Resolution as set out at Item no.6 of the Notice as a Special Resolution, for approval of the Members.

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.

**ITEM NO. 7**

**Appointment of Amanbir Singh Sethi as Whole Time Director, (DIN: 01015203)**

The Board of the Directors, on the recommendation of the Nomination and Remuneration Committee has appointed Mr. Amanbir Singh Sethi as Whole Time Director of the Company. Mr. Amanbir Singh Sethi is an MBA and holds vast experience of 9 years in Industrial and Business Administration. He also holds Directorship in these Companies:-

1. Aman Box Factory Pvt Ltd.
2. Realty 27 Pvt Ltd.
3. Patiala Kings Liquor Pvt Ltd

The Board considers that Mr. Amanbir Singh Sethi continued association would be of immense benefit to the Company and is desirable to continuously avail the service of Mr. Amanbir Singh Sethi as Whole Time Director of the Company.

As per the requirement of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 the approval of members is required for his appointment and the terms and conditions of his appointment and remuneration to him.

The details of terms of appointment and remuneration payable to Mr. Amanbir Singh Sethi are as follows:-

1. The aforesaid appointment of Mr. Amanbir Singh Sethi as Whole Time Director shall be for a period of two year w.e.f. 01.09.2016 to 31.08.2018.
2. Mr. Amanbir Singh Sethi is liable to get a salary of Rs. 5.00 lacs per month (Rupees Five Lacs per month)
3. In addition to the basic pay, during his tenure as Whole Time Director of the Company, he shall be entitled to such other benefits as are available to other employees of the Company. However his total remuneration shall not exceed the limits as prescribed under the provisions of the Companies Act 2013.
4. Duties and Responsibilities: During the term of the Agreement, he shall devote such time and attention to the business of the Company as may be necessary

and responsible for the general conduct and management of the business and affairs of the Company, and shall have such powers and carry out such duties and responsibilities as may be entrusted by the Board.

The Board recommends the Resolution set forth in Item No. 7 of the Notice for approval of the members as **Special Resolution**.

None of the Directors, except Mr. Amanbir Singh Sethi, Whole Time Director, Key Managerial Personnel of the Company and their relatives is, in any way concerned or interested, financially or otherwise, in the resolution.

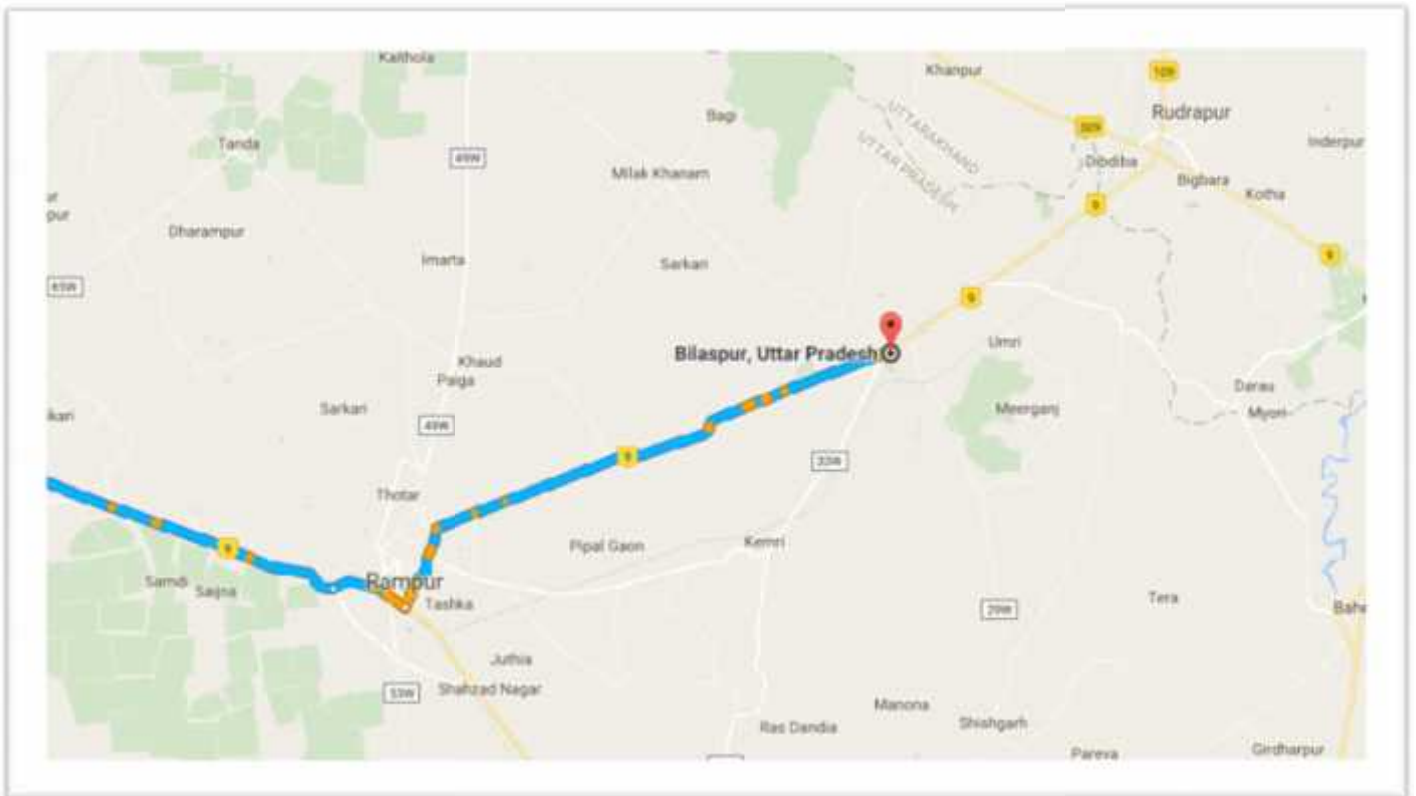
As per the requirement of Schedule V, Part II (B)(IV), the information is as follows:-

<b><u>GENERAL INFORMATION:</u></b>			
1	Nature of industry	Paper Industry	
2	Date or expected date of commencement of commercial production	The company started commercial production in the year 1990	
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4	Financial performance based on given indicators		
		<b>31.03.2016</b>	<b>31.03.2015</b>
	<b>REVENUE</b>	2,362,543,899	1,38,75,83,364
	<b>PBT</b>	15,65,38,922	(17,98,05,231)
	<b>TAXES</b>	4,16,01,601	(6,00,60,566)
	<b>EQUITY SHARE CAPITAL</b>	10,20,40,400	10,20,40,400
	<b>RESERVE &amp; SURPLUS</b>	(599,763,984)	(71,47,01,306)
	<b>NETWORTH</b>	11,49,37,416	(61,26,60,906)
5	Foreign investments or collaborations, if any.	No	
	<b><u>INFORMATION ABOUT THE APPOINTEE:</u></b>		
1	Background details	Mr. Amanbir Singh Sethi is an MBA and possesses experience of more than 9 years in Paper & Related	



		Industry.
2	Past remuneration	1,12,000 per month.
3	Recognition or awards	N.A
4	Job profile and his suitability	Mr. Amanbir Singh is associated with paper and related industry for more than 9 years. He has experience in manufacturing of corrugated Boxes, PET Packaging materials and other related products. He looks after the business development function of the Company.
5	Remuneration proposed	Rs. 5 Lac per month (Rupees Five Lac per month)
6	Comparative remuneration profile with respect to industry, size of the company	Information on comparative remuneration profiles with respect to industry, size of the Company is not available.
7	Profile of the position and person	Whole Time Director
8	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	NO
	<b><u>OTHER INFORMATION:</u></b>	
1	Reasons of loss or inadequate profits	Operations were restarted from 1 <sup>st</sup> April 2014 after shut down. In 2015-16 the market conditions of Paper Industry was too adverse.
2	Steps taken or proposed to be taken for improvement	Technology of the Plant and Machinery has been upgraded to improve the paper quality and reduce Cost.
3	Expected increase in productivity and profits in measurable terms	Since the Company is working on expansion, it will add up to the production & revenue. Company has performed better than the previous year and the Company is expected to it is expected to increase the total revenue to Rs. 400Crores.

**ROUTE MAP TO THE VENUE OF THE MEETING**



**FORM NO. MGT.11 – PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: **L21012UP1990PLC011878**

Name of the company: **CHADHA PAPERS LIMITED**

Registered office: **Chadha Estate, Nainital Road, Bilaspur, Rampur, Uttar Pradesh – 244921**

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member(s) of ..... shares of the above named company, hereby appoint

1. Name:  
Address:  
E-mail Id:  
Signature: ....., or failing him
2. Name:  
Address:  
E-mail Id:  
Signature: ....., or failing him
3. Name:  
Address:  
E-mail Id:  
Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26<sup>th</sup> Annual General Meeting of the company, to be held on the 30<sup>th</sup> day of September, 2016 at 2:00 P.M. at the Registered Office of the Company at Chadha Estate, Nainital Road, Bilaspur, Rampur, Uttar Pradesh – 244921 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No**

1. To receive, Consider and adopt:  
The Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2016, together with the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)
2. To appoint a Director in the place of Sh. Sanmeet Singh (Din: 01139468), who retires by rotation and, being eligible, offer himself for re-appointment; (Ordinary Resolution)
3. 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 fix their remuneration; (Ordinary resolution)
4. To ratify the remuneration of Cost Auditor for the financial Year 2016-17(Ordinary Resolution)
5. To approve Material Related Party Transaction.( Ordinary Resolution)
6. To authorize Board of directors to borrow Funds.(Special resolution)
7. To approve Appointment of Mr.Amanbir Singh Sethi as whole Time Director(DIN: 01015203)(Special Resolution)

Signed this ..... day of ..... 20 ...

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp
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**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**ATTENDANCE SLIP**

Registered Folio No.	
Name and Address of the Shareholder(s)	

1. I hereby record my presence at the 26<sup>th</sup> Annual General Meeting of the company held on Friday, the 30<sup>th</sup> day of September, 2016 at 2:00 P.M at the Registered Office of the Company at Chadha Estate, Nainital Road, Bilaspur, Rampur, Uttar Pradesh – 244921.
2. Signature of the Member / Proxy Present: .....
3. Member / Proxy Holder wishing to attend the meeting must bring the duly signed Attendance Slip to the meeting.
4. Member/Proxy holder attending the Meeting should bring copy of the Annual Report for reference at the Meeting.
5. A proxy need not be a member of the Company.