

CHADHA PAPERS LTD.

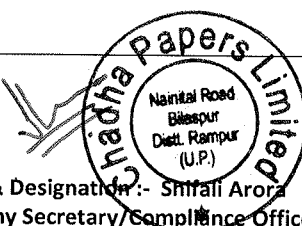


CIN-L21012UP1990PLC011878
 REGISTERED OFFICE
 Chadha Estate, Nanital Road
 Tehsil Bilaspur - 244921
 Distt. Rampur (UP)
 Ph.No.- 0595-2461591, 2413335
 Email Id:-chadhapapersltd@gmail.com

CORPORATE OFFICE
 B - 5, Sector - 52
 Noida - 201301 (UP)
 0120 - 4106161

1. Name of Listed Entity :- Chadha Papers Limited
 2. Quarter ending :- 31st March 2017

| I. Composition of Board of Directors | | | | | | | | |
|--|---------------------------|--|---|--|--------|--|---|--|
| Title (Mr. / Ms) | Name of the Director | PAN&DIN | Category (Chairperson /Executive/ Non-Executive/In dependent/ Nominee | Date of Appointment in the current term /cessation | Tenure | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Mr. | Sanmeet Singh | AVXPS8717N01139468 | Non Executive Director | 25/03/2015 | N.A | One | One | Nil |
| Mr. | Naveen Sexena | BCWPS1958Q05133167 | Independent Director | 25/03/2015 | 5years | One | One | One |
| Mr. | Anand Sharma | ASCPS0290A00031044 | Independent Director | 25/03/2015 | 5years | One | Two | One |
| Mr. | Amanbir Singh Sethi | BABPS1909N01015203 | Whole Time Director | 01/09/2015 | N.A | One | Two | Nil |
| Ms. | Surjeet Kaur | AOTPK4572Q07235977 | Independent Director | 14/07/2015 | 5years | One | NIL | Nil |
| II. Composition of Committees | | | | | | | | |
| Name of Committee | Name of Committee members | Category (Chairperson/Executive/Non-Executive/independent/Nominee) | | | | | | |
| 1. Audit Committee | Mr. Naveen Sexena | Chairperson, Non-Executive- Independent Director | | | | | | |
| | Mr. Anand Sharma | Member, Non-Executive- Independent Director | | | | | | |
| | Mr. Amanbir Singh Sethi | Member, Executive Director | | | | | | |
| 2. Nomination & Remuneration Committee | Mr. Naveen Sexena | Chairperson, Non-Executive- Independent Director | | | | | | |
| | Mr. Anand Sharma | Member, Non-Executive- Independent Director | | | | | | |
| | Mr. Sanmeet Singh | Member, Non-Executive Director | | | | | | |
| 3. Stakeholders Relationship Committee | Mr. Anand Sharma | Chairperson, Non-Executive- Independent Director | | | | | | |
| | Mr. Sanmeet Singh | Member, Non-Executive Director | | | | | | |
| | Mr. Amanbir Singh Sethi | Member, Executive Director | | | | | | |
| 4. Corporate Social Responsibility Committee | Mr. Anand Sharma | Chairperson, Non-Executive- Independent Director | | | | | | |
| | Mr. Sanmeet Singh | Member, Non-Executive Director | | | | | | |
| | Mr. Amanbir Singh Sethi | Member, Executive Director | | | | | | |

| III. Meeting of Board of Directors | | | |
|--|--|--|--|
| <i>Date(s) of Meeting (if any) in the previous quarter</i> | <i>Date(s) of Meeting (if any) in the relevant quarter</i> | <i>Maximum gap between any two consecutive (in number of days)</i> | |
| 21.10.2016 | 13.02.2017 | 62days | |
| 11.11.2016 | 27.02.2017 | | |
| 12.12.2016 | | | |
| | | | |
| IV. Meeting of Committees | | | |
| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days*</i> |
| 13.02.2017(Audit Committee) | Yes | 11.11.2016 | 93Days |
| | | | |
| | | | |
| V. Related Party Transactions | | | |
| <i>Subject</i> | | <i>Compliance status (Yes/No/NA)</i> | |
| Whether prior approval of audit committee obtained | | Yes | |
| Whether shareholder approval obtained for material RPT. | | Yes | |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | | Yes | |
| VI. Affirmations | | | |
| <p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination & remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:</p> | | | |
|  <p>Name & Designation :- Shital Arora Company Secretary/Compliance Officer</p> | | | |

CORPORATE GOVERNANCE REPORT – YEARLY REPORT

I. DISCLOSURE ON WEBSITE IN TERMS OF LISTING REGULATIONS

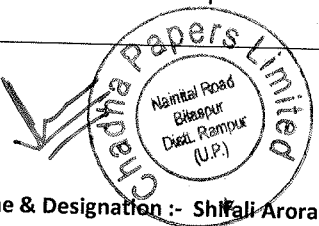
| ITEM | COMPLIANCE STATUS (YES/NO/NA) |
|---|-------------------------------|
| Details of Business | YES |
| Terms & Conditions of appointment of Independent Directors | YES |
| Composition of various committees of Board of Directors | YES |
| Code of Conduct of Board of Directors and senior management personnel | YES |
| Details of establishment of vigil mechanism/whistle blower policy | YES |
| Criteria of making payments to non executive directors | YES |
| Policy on dealing with related party transactions | YES |
| Policy for determining ' material subsidiary' | YES |
| Details of familiarization programmes imparted to independent directors | YES |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | YES |
| Email address for grievances redressal and other relevant details | YES |
| Financial results | YES |
| Shareholding Pattern | YES |
| Details of Agreements entered into with media companies and/or their associates | YES |
| New name & the old name of the listed entity | NA |

II. ANNUAL AFFIRMATIONS

| ITEM | REGULATION NUMBER | COMPLIANCE STATUS (YES/NO/NA) | DETAILS OF NON COMPLIANCE |
|---|-------------------|-------------------------------|---------------------------|
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes | -- |
| Board composition | 17(1) | Yes | -- |
| Meeting of Board of directors | 17(2) | Yes | -- |
| Review of Compliance Reports | 17(3) | Yes | -- |
| Plans for orderly succession for appointments | 17(4) | Yes | -- |
| Code of Conduct | 17(5) | Yes | -- |
| Fees/compensation | 17(6) | Yes | -- |
| Minimum Information | 17(7) | Yes | -- |
| Compliance Certificate | 17(8) | Yes | -- |
| Risk Assessment & Management | 17(9) | Yes | -- |

| | | | |
|---|-------------------------|-----|--|
| | | | |
| Performance Evaluation of Independent Directors | 17(10) | Yes | -- |
| Composition of Audit Committee | 18(1) | Yes | -- |
| Meeting of Audit Committee | 18(2) | Yes | -- |
| Composition of nomination & remuneration committee | 19(1) & (2) | Yes | -- |
| Composition of Stakeholder Relationship Committee | 20(1) & (2) | Yes | -- |
| Composition and role of risk management committee | 21(1),(2),(3),(4) | NA | -- |
| Vigil Mechanism | 22 | Yes | -- |
| Policy for related party Transaction | 23(1),(5),(6),(7) & (8) | Yes | -- |
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes | -- |
| Approval for material related party transactions | 23(4) | Yes | -- |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | No | No Independent Director of the Listed Entity is a director on the board of the unlisted material subsidiary. |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | No | Minutes of Subsidiary Company is not available |
| Maximum Directorship & Tenure | 25(1) & (2) | Yes | -- |
| Meeting of independent directors | 25(3) & (4) | Yes | -- |
| Familiarization of independent directors | 25(7) | Yes | -- |
| Memberships in Committees | 26(1) | Yes | -- |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes | -- |
| Disclosure of Shareholding by Non-Executive Directors | 26(4) | NA | -- |
| Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | NA | -- |
| | | | |

III. AFFIRMATIONS:

| ITEM | COMPLAINE STATUS (YES/NO/NA) |
|---|---------------------------------|
| The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | NO |
|  <p data-bbox="167 649 582 716">Name & Designation :- Sh. Ali Arora Company Secretary/Compliance Officer</p> | |