

# CHADHA PAPERS LTD.



CIN-L21012UP1990PLC011878

**REGISTERED OFFICE:**

Chadha Estate, Nainital Road

Tehsil Bilaspur - 244921

Distt. Rampur (UP)

Ph. No.: 9105388000

Email Id: chadhapersltd@gmail.com

Website: www.chadhaperslimited.com

**CORPORATE OFFICE:**

B – 5, Sector – 52

Noida – 201301 (UP)

Ph. No.: 0120 - 4325461

4120849

## NOTICE

**NOTICE** is hereby given that the **28<sup>th</sup> Annual General Meeting** of the Members of “**CHADHA PAPERS LIMITED**” (CIN: L21012UP1990PLC011878) will be held on Thursday, the 27<sup>th</sup> day of September, 2018 at 12:30 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 31<sup>st</sup> March 2018, 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 31<sup>st</sup> March 2018, 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.

### **3. TO APPOINT STATUTORY AUDITORS**

To appoint M/s Khandelia & Sharma, Chartered Accountants, having FRN-510525C as the Statutory Auditors of the Company in place of M/s SNMG & Co., who was appointed as Statutory auditors in F.Y. 2017 for second term till the conclusion of Annual General Meeting to be held in F.Y. 2018 and who will cease to be the Statutory Auditors of the Company on conclusion of the ensuing Annual General Meeting, 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, 141, 142 and other applicable provisions, if any, of Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and as recommended by the Audit Committee, M/s. Khandelia & Sharma, Chartered Accountants (FRN-510525C), be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 33<sup>rd</sup> Annual General Meeting of the Company to be held in 2023 and at such remuneration as decided, on the basis of recommendation of Audit Committee, by the Board of Directors of the Company in consultation with them and reimbursement of out of pocket expenses incurred by them.”

### **SPECIAL BUSINESSES:**

#### **4 TO RATIFY REMUNERATION OF COST AUDITOR FOR F.Y. 2018-19.**

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 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 28<sup>th</sup> August, 2018 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, 2019 be and is hereby approved and ratified.”

#### **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 Amanbox Factory Private Limited” for a period from 01<sup>st</sup> October, 2018 to 30<sup>th</sup> September, 2019, 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.”

#### **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), 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 01<sup>st</sup> October, 2018 to 30<sup>th</sup> September, 2019, 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.”

#### **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 01<sup>st</sup>, 2018 to 31<sup>st</sup> August 2019 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. 5,00,000/- (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 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**

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

**Place: Noida  
Date: August 28, 2018**

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

**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 22<sup>nd</sup> September, 2018 to 27<sup>th</sup> September, 2018 (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 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.
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. Friday, 21<sup>st</sup> September, 2018.
15. Members / Proxies are requested to please bring their copies of Annual Report to the meeting.
16. The Company's shares are listed on BSE, Mumbai, The same are not traded since the trading has been suspended. However the Company has received the approval of BSE revoking the suspension in trading in shares of the Company and in terms of Notice of revocation of suspension in trading in shares of the Company dated 23.08.2018 available at BSE website i.e. [www.bseindia.com](http://www.bseindia.com), w.e.f. 31<sup>st</sup> August, 2018 the trading in the shares of the company will commence. (The Company's shares were also listed on UPSE, Kanpur and DSE, Delhi but both these Stock Exchanges are not in operations now.)
17. All members/shareholders of the Company are advised to get their shares dematerialized since no trading in physical form is permitted on Stock Exchange.
18. The route map for the venue of the Meeting is annexed herewith.
19. 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.

20. 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.
21. 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.
22. 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.
23. In all correspondence with the Company, members are requested to quote their Folio Number /Client Id of their demat Accounts.
24. 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.

**25. 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 21<sup>st</sup> September, 2018 (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. (IST) on 24<sup>th</sup> September, 2018 and ends at 05:00 P.M. (IST) on 26<sup>th</sup> September, 2018. During this period shareholders' of the Company, holding shares as on the cut-off date of 21<sup>st</sup> September, 2018 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:

<b>For members holding shares in Demat Form and Physical Form</b>	
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.</p> <p>Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB  Dividend Bank Details	<p>Please enter the DOB (dd/mm/yyyyformat) or Dividend Bank Details in order to login.</p> <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 (180827093) for 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 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).

26. M/s M.K. Mandal & Associates, Company Secretaries in practice, (CP No. 4968), who have communicated their willingness to the said appointment, have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. 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.
27. 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.
28. 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.
29. Any person who becomes member of the Company after dispatch of the Notice of the AGM and holding shares as on cut-off date, i.e. 21<sup>st</sup> September, 2018 may obtain the User ID and password from M/s Skyline Financial Services Private Limited (Registrar & Share Transfer Agent)

30. Details of Director seeking Re-Appointment at the Annual General Meeting (Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standard - 2)

<b>PARTICULARS</b>	<b>MR. SANMEET SINGH</b>
<b>DIN</b>	01139468
<b>DATE OF BIRTH</b>	08-02-1981
<b>DATE OF APPOINTMENT</b>	01-07-2011
<b>QUALIFICATIONS</b>	B.Com
<b>EXPERTISE IN SPECIFIC FUNCTIONAL AREAS</b>	BUSINESS ADMINISTRATION
<b>EXPERIENCE (IN YEARS)</b>	09
<b>CHAIRMANSHIPS/ DIRECTORSHIPS I N LISTED ENTITIES.</b>	NIL
<b>CHAIRMANSHIPS/MEMBERSHIPS OF COMMITTEES OF LISTED COMPANIES</b>	NIL
<b>NUMBER OF SHARES HELD IN THE COMPANY</b>	NIL
<b>RELATIONSHIP WITH OTHER DIRECTORS, MANAGER AND OTHER KEY MANAGERIAL PERSONNEL</b>	HE IS NOT RELATED TO ANY DIRECTOR, MANAGER AND OTHER KEY MANAGERIAL PERSONNEL OF THE COMPANY.

**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 38 years, is a graduate in commerce and has 9 years of experience in Business Administration. He has been associated with the Company for 4 Years. 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 09 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 as well.

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

There is no relationship amongst 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 director.**

Mr. Sanmeet Singh does not hold any share in the Company nor for any other person on beneficial interest basis.

**ITEM NO. 7.**

**RE-APPOINTMENT OF MR. AMANBIR SINGH SETHI AS WHOLE TIME DIRECTOR**

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

Mr. Amanbir Singh Sethi is an MBA and holds vast experience of 11 years in Industrial and Business Administration. The Board of the Directors, on the recommendation of the

Nomination and Remuneration Committee re-appointed Mr. Amanbir Singh Sethi as Whole Time Director of the Company. He has been associated with the company for last few years. Company has been performing excellently under his guidance. He is the key behind the success of the Company. Mr. Amanbir Singh Sethi also holds directorships in other private Companies.

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

He has experience in the business 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.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

**ITEM NO. 4**

The Board of Directors of Company on the recommendation of Audit Committee approved the appointment and remuneration of M/s Ajay Kumar Singh & Co. Cost Accountants, to conduct the audit of cost records of the Company for the 2018-19 in their meeting held on 28<sup>th</sup> August, 2018. 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 ratification of the remuneration payable to Cost Auditors by the members of the Company.

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 & 6**

The Company is required to purchase its raw material (waste papers) and sell the finished goods, which it also does through its related parties i.e. M/s Amanbox Factory Private Limited and M/s ATPAC Industries.

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 including 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:-

<b>S. No.</b>	<b>Name of Related Party</b>	<b>Relationship</b>	<b>Monetary Value* (in Rs.)</b>
1.	M/s Amanbox Factory Private Limited	Common Director	50 Crore
2.	M/s ATPAC Industries	Common Control	50 Crore

\*maximum annual value of transactions 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:

<b>S. No.</b>	<b>PARTICULARS</b>	<b>DETAILS</b>	
1	Name of Related Party	M/s Amanbox Factory Private Limited	M/s 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. Partners of the related party are promoters of the company and holding more than 50% of voting power in the Company.
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. The monetary value of the transactions shall not exceed the amount mentioned herein before during the period from 01.09.2018 to 31.08.2019.	
5	Any other information relevant or important for the members to take a decision on the proposed resolution	All the transactions with the related parties shall be in the ordinary course of business and at arms' length and in the best interest of the Company.	

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.

The Board of directors recommends the resolutions as set out at item nos. 5 & 6 to be passed as an Ordinary Resolution.

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

## **ITEM NO. 7**

Mr. Amanbir Singh Sethi, Whole Time Director of the Company, was appointed for two year, which will expire on 31.08.2018. Keeping in view his experience and effectiveness in operation of the Company the Board of the Directors, on the recommendation of the Nomination and Remuneration Committee has re-appointed Mr. Amanbir Singh Sethi as Whole Time Director of the Company for one more year i.e. from 01.09.2018 to 31.08.2019. Mr. Amanbir Singh Sethi is an MBA and holds vast experience of 11 years in Industrial and Business Administration. He also holds Directorship in the following 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 it is in the interest of the Company 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 amendment, modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and in terms of SEBI LODR Regulations, the approval of members of the Company is required for his appointment including the terms of his re-appointment and remuneration.

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

1. The aforesaid re-appointment of Mr. Amanbir Singh Sethi as Whole Time Director shall be for a period of one year w.e.f. 01.09.2018 to 31.08.2019.
2. During the his tenure as Whole Time Director Mr. Amanbir Singh Sethi will get a salary of Rs. 5,00,000/- (Rupees Five Lacs Only) 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 in case of loss or inadequate profit, his total remuneration shall not exceed the limit 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.

**Information as required in Part II(B)(IV) of Schedule V to Companies Act, 2013 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>31.03.2018</b>	<b>31.03.2017</b>
	REVENUE (Rs.)	4,23,87,72,279	2,79,07,08,888
	PBT (Rs.)	<b>(4,02,85,988)</b>	<b>(6,78,31,300)</b>
	TAXES (Rs.)	(1,21,67,386)	2,19,03,605
	EQUITY SHARE CAPITAL (Rs.)	10,20,40,400	10,20,40,400
	RESERVE & SURPLUS (Rs.)	(33,09,94,136)	(30,32,97,995)
	NETWORTH (Rs.)	(22,89,53,736)	(20,12,57,595)
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 11 years in Paper & Related Industry.	

2	Past remuneration	Rs. 5,00,000/- (Rupees Five Lacs Only) per month.
3	Recognition or awards	N.A
4	Job profile and his suitability	Mr. Amanbir Singh has been associated the Company for last few Years and possess experience in paper and related industry. He has experience in manufacturing of corrugated Boxes, PET Packaging materials and other related products. He also looks after the business development function of the Company.
5	Remuneration proposed	Rs. 5,00,000/- (Rupees Five Lac Only) 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	Due to adoption of Indian Accounting Standards.
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. All three units are now started operations.
3	Expected increase in productivity and profits in measurable terms	The Company has achieved its full capacity utilization, which will generate more revenue and also the profitability of the Company. The Company is also exploiting export of its products. Company has been performing better than the previous years and the Company expects to increase its revenue to Rs. 450 Crores (approx.) and profitability to Rs. 5.00 Crores (approx).

**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, DISTT RAMPUR (UP), INDIA**

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 28<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, 27<sup>th</sup> day of September, 2018 at 12:30 P.M. at the Registered Office of the Company at Chadha Estate, Nainital Road, Bilaspur, Rampur, Uttar Pradesh – 244921, Distt Rampur (UP), India and at any adjournment thereof in respect of such resolutions as are indicated below:

**Ordinary Resolution:**

1. To receive, consider and adopt:

(i) The Audited Financial Statements (Standalone) of the Company for the Financial Year ended 31<sup>st</sup> March 2018, together with the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)

(ii) The Audited Financial Statements (Consolidated) of the Company for the Financial Year ended 31<sup>st</sup> March 2018, together with the Reports 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 appoint M/s. M/s Khandelia & Sharma, Chartered Accountants, having FRN-510525C as the statutory auditors of the company and to fix their remuneration; (Ordinary Resolution)

**Special Business:**

4. To ratify the remuneration of Cost Auditor for the financial Year 2018-19; (Ordinary Resolution)
5. To approve Related party Transaction with M/s Amanbox Factory Private Limited; (Ordinary Resolution)
6. To approve Related Party Transaction with M/s ATPAC industries; (Ordinary Resolution)
7. To re-appoint Mr. Amanbir Singh Sethi as Whole Time Director (Special Resolution)

Signed this ..... day of ..... 2018

Signature of shareholder

Signature of Proxy holder(s)



**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./Client ID	
Name and Address of the Shareholder(s):	
No. of Shares:	

1. I hereby record my presence at the 28<sup>th</sup> Annual General Meeting of the company held on Thursday, the 27<sup>th</sup> day of September, 2018 at 12:30 P.M. at the Registered Office of the Company at Chadha Estate, Nainital Road, Bilaspur, Rampur, Uttar Pradesh – 244921, Distt Rampur (UP), India.
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.

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<b>ELECTRONIC VOTING PARTICULARS</b>		
<b>(Remote E-Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD</b>
180827093		

Note: Please follow the e-voting instructions mentioned in the Notice of 28th Annual General Meeting of the Company.

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

