

CHADHA PAPERS LTD.



CIN-L21012UP1990PLC011878

REGISTERED OFFICE

Chadha Estate, Nanital Road

Tehsil Bilaspur 244921

Distt. Rampur (UP)

Ph.No.- 0120-4325461,

4120849

Email Id:-chadhapersltd@gmail.com

Website:-www.chadhaperslimited.com

CORPORATE OFFICE

B – 5, Sector – 52

Noida – 201301 (UP)

0120-4106161

NOTICE

NOTICE is hereby given that the **27th Annual General Meeting** of the Members of “**M/s CHADHA PAPERS LIMITED**” (CIN: L21012UP1990PLC011878) will be held on Wednesday, the 27th day of September, 2017 at 12:00 Noon 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

To receive the Audited Financial Statements of the Company for the Financial Year ended 31st March 2017, 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. Amanbir Singh Sethi (Din: 01015203), who retires by rotation and, being eligible, offers himself for re-appointment.

3. RE-APPOINTMENT OF STATUTORY AUDITORS

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, 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), M/s. SNMG &

Co, Chartered Accountants (FRN -004921N) be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration as may be mutually agreed upon between M/s. SNMG & Co, Chartered Accountants (FRN -004921N) and Board of Directors of the Company based on the recommendation of the Audit Committee, in addition to reimbursement of out of pocket expenses.”

SPECIAL BUSINESSES:

4 Ratification of the Remuneration of Cost Auditor for the Financial Year 2017-18.

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 30th May, 2017 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, 2018 be and is hereby approved and ratified.”

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

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

**Place: Noida
Date: 29.08.2017**

**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 21st September, 2017 to 27th September, 2017 (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. 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 cutoff date i.e. Wednesday, September 20th 2017.
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, UPSE, Kanpur and DSE, Delhi, but not being traded. The trading has been suspended.
17. The route map for the venue of the Meeting is annexed herewith.
18. 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.
19. 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.
20. In all correspondence with the Company, members are requested to quote their Folio Number.
21. 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.
22. 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 and all other documents referred to in the Notice, will be available for inspection by the members of the Company at Registered Office of the Company and copies of all such documents would be available for inspection at Corporate Office of the Company during business hours 10:00 A.M. to 06:00 P.M. (except Sunday, National Holidays and Gazette Holidays) up to the date of Annual General Meeting and will also be available during the Annual General Meeting.
23. 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 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 20th September 2017 (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 24th September, 2017 and ends at 05:00 p.m. on 26th September, 2017. During this period shareholders' of the Company, holding shares as on the cut-off date of 20th September, 2017 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 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 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 | Please enter the DOB or Dividend Bank Details in order to login. |

| | |
|-----------------------|---|
| 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> |
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- (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 170828116 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 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.

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 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 help section or write an email to helpdesk.evoting@cdslindia.com.

24. 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.
25. 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 and on the website of CDSL and communicated to the Stock Exchanges.
26. 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.
27. 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. 20th September 2017 may obtain the User ID and password from M/s Skyline Financial Services Private Limited (Registrar & Share Transfer Agent)
28. Details of Directors 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)

| | |
|---|---|
| PARTICULARS | MR. AMANBIR SINGH SETHI |
| DIN | 01015203 |
| DATE OF BIRTH | 26-04-1985 |
| DATE OF APPOINTMENT | 28-08-2014 |
| QUALIFICATIONS | M.B.A |
| EXPERTISE IN SPECIFIC FUNCTIONAL AREAS | DEVELOPMENT OF NEW STRATEGIES, INNOVATION, MARKETING. |
| EXPERIENCE (IN YEARS) | 10 |
| CHAIRMANSHIPS/DIRECTORSHIPS IN LISTED ENTITIES. | NIL |
| CHAIRMANSHIPS/MEMBERSHIPS OF COMMITTEES OF LISTED COMPANIES | NIL |
| NUMBER OF SHARES HELD IN THE COMPANY | NIL |
| RELATIONSHIP WITH OTHER DIRECTORS, MANAGER AND OTHER KEYMANAGERIAL PERSONNEL | HE IS NOT RELATED TO ANY DIRECTOR, MANAGER AND OTHER KEY MANAGERIAL PERSONNEL OF 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 2017-18 in their meeting held on 30th May, 2017. 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.

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 27th Annual General Meeting of the Company, to be held on the 27th day of September, 2017 at 12:00 Noon 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:

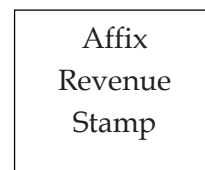
Resolution No

1. To receive, Consider and adopt:
The Audited Financial Statements of the Company for the Financial Year ended 31st March 2017, together with the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)
2. To appoint a Director in the place of Sh. Amanbir Singh Sethi (Din: 01015203), who retires by rotation and, being eligible, offer himself for re-appointment; (Ordinary Resolution)
3. To appoint M/s. SNMG & Co, Chartered Accountants (FRN -004921N) as the statutory auditors of the company and to fix their remuneration and in this connection, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution (Ordinary Resolution)
4. To ratify the remuneration of Cost Auditor for the financial Year 2016-17(Ordinary Resolution)

Signed this day of 20 ...

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. | |
| Name and Address of the Shareholder(s) | |

1. I hereby record my presence at the 27th Annual General Meeting of the company held on Wednesday, the 27th day of September, 2017 at 12:00 Noon 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.

ROUTE MAP TO THE VENUE OF THE MEETING

