

CHADHA PAPERS LIMITED

CIN: L21012UP1990PLC011878

Registered Office: Chadha Estate, Nanital Road, Tehsil Bilaspur-244921,
Distt. Rampur (UP), **Ph.:** 0120-4325461, 4120849

Email: chadhapersltd@gmail.com, **Website:** www.chadhaperslimited.com

Corporate Office: B-5, Sector-52, Noida-201301 (UP), Ph.: 0120-4106161

NOTICE

NOTICE is hereby given that the **Extra Ordinary General Meeting** of the Members of **"M/s CHADHA PAPERS LIMITED"** will be held on Friday, the 24th day of March, 2017 at the Corporate Office of the Company at B-5, Sector-52, Noida, Uttar Pradesh -201301 at 12:00 Noon to transact the following business:

SPECIAL BUSINESS:

1) To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 read with relevant rules made thereunder, as applicable if any, and Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any other regulations of the SEBI, as applicable, if any, and Articles of Association of the Company, as applicable, if any, and subject to such other approvals, consents, permissions and sanctions as may be required from any other statutory authority(ies), departments, regulators, the approval of the Members of the Company be and is hereby given to sell/dispose of the investment of the Company in the equity shares of the Company's subsidiary M/s Manorama Paper Mills Limited to such person(s) as may be finalized by the Board of Directors of the Company (which term may include any committee thereof in one or more tranches and either in part or as a whole, at such price as may be agreed upon with the prospective buyer(s) of the said investment.

RESOLVED FURTHER THAT the Board of Directors of the Company or any other director/officer so authorized by the Board for the purpose be and is hereby authorized to negotiate, determine the terms of the said disposal of investments including the selling price thereof, and to do all such further acts, deeds, things, and to execute and sign transfer deed(s) and all such other documents, instruments and writings as may be required to give effect to the above said resolution."

**By Order of the Board
For M/s Chadha Papers Ltd**

**Sd/-
AMANBIR SINGH SETHI**
(Whole Time Director)
DIN-01015203
R/o. 175-1, Sarabha Naga
Ludhiana-141001, (Punjab)

Place: Noida

Date: 27th February, 2017

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY 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 PROXY FOR A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.

- 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.
- 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.
- The Proxy-holder shall prove his/her identity at the time of attending the Meeting.
- 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.

6. 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.
7. 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 EGM provided a three days notice for the purpose is given in advance.
8. 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.
9. Members are requested to inform the company immediately, if there is any change in their address.
10. Members / Proxies are requested to please bring their copies of Notice to the meeting.
11. The Company's shares are listed on BSE, Mumbai, UPSE, Kanpur and DSE, Delhi, but not being traded. The trading has been suspended. The company is in the process of revocation of suspension and has already applied for the same with BSE.
12. The Company has also applied with CDSL for availing demat facilities for its shares.
13. The route map for the venue of the Meeting is annexed herewith.
14. 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.
15. 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.
16. In all correspondence with the Company, members are requested to quote their Folio Number.
17. 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.
18. On the poll papers and on the site for E-Voting, 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.
19. The members have right either to give their assent or dissent to the proposed resolution.
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 Extra Ordinary General Meeting (EGM) through electronic voting system to members holding shares as on 16th March, 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 21st March, 2017 and ends at 05:00 p.m. on 23rd March, 2017. During these period shareholders' of the Company, holding shares as on the cut-off date of 16th March, 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both De-mat shareholders as well as physical shareholders) 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. 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. For Example, If your name is Ramesh Kumar with sequence number 1 then enter RA0000001 in the PAN field.
DOB Dividend Bank Details	Please enter the DOB or Dividend Bank Details in order to login. 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. If the details are not recorded with the depository or company please enter the Member ID / Folio No. in the Dividend Bank details field. Enter the Dividend Bank details as recorded in our demat account or in the Company records for the said demat account or Folio Number. *sequence number shall be as per separate sheet attached with the Annual Report.

- (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:- 170227001 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.

20. 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.

21. The Results shall be declared within two working days from the conclusion of the EGM. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.chadhapaperslimited.com and on the website of CDSL and communicated to the Stock Exchanges.
22. 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 at the meeting again.
23. 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. 16th March, 2017 may obtain the User ID and password from M/s Skyline Financial Services Private Limited (Registrar & Share Transfer Agent)

Annexure-I

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

ITEM NO. 1

The Company has one Subsidiary viz. M/s Manorama Paper Mills Limited, material subsidiary in terms of SEBI (LODR) Regulations, which for last few years has no operations and as such no contribution is being made in the fortune of the Company. Your directors are of the opinion that it is better to sell/dispose off/divest the said investments held by the company in the equity shares of its subsidiary and to utilize the funds generated from the sell/dispose off/divestment as aforesaid in the business of the Company.

Since in terms of the aforesaid regulations, for the disposal of the material subsidiary the Members approval is required by way of passing of special resolution in the general meeting of the Company, the directors commends the resolution for your approval as special resolution.

None of the Directors of the Company or key managerial personnel or any of the relatives thereof are, in anyway, financially or otherwise, concerned or interested in the said resolution.

**By Order of the Board
For M/s Chadha Papers Ltd**

**Sd/-
AMANBIR SINGH SETHI**
(Whole Time Director)
DIN-01015203
R/o. 175-1, Sarabha Naga
Ludhiana-141001, (Punjab)

Place: Noida
Date: 27th February, 2017

ROUTE MAP



CHADHA PAPERS LIMITED

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REGISTERED OFFICE: Chadha Estate, Nanital Road, Tehsil Bilaspur - 244921,

Distt. Rampur (UP), Ph.No.- 0120-4325461, 4120849

Email Id:-chadhapapersltd@gmail.com, Website:-www.chadhapaperslimited.com

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

ATTENDANCE SLIP

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

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Friday, the 24th day of March, 2017 at the Corporate Office of the Company at B-5, Sector-52, Noida, Uttar Pradesh-201301 at 12:00 Noon.

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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PROXY FORM

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

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 Chadha Papers Limited:

(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 Extra Ordinary General Meeting of the Company, to be held on the 24th day of March, 2017, at 12:00 Noon at the Corporate Office of the Company at B-5, Sector-52, Noida, Uttar Pradesh-201301 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To sell/dispose of the investment of the Company in the equity shares of the Company's subsidiary M/s Manorama Paper Mills Limited. (Special Resolution)

Signed this _____ day of _____ 2017

Signature of shareholder _____ Revenue Stamp

Signature of Proxy holder _____

Affix
Re 1

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.

COURIER

If undelivered, please return to:

CHADHA PAPERS LIMITED

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