CHADHA PAPERS LTD.

CIN-L21012UP1990PLC011878
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)
0120-4106161

Date: 24/10/2016

BSE Limited
Department of Corporate Services
Floor 25, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Reference:- Chadha Papers Limited
Scrip Code:- 531946

Sub:- Annual Report for the Financial Year ended on 31st March, 2015.

Dear Sir/Madam,

Kindly find the enclosed herewith Annual Report of the Company for the Financial Year ended on 31st March, 2015 alongwith Form A.

This is for your information and records.

Thanking You

For Chadha Papers Limited

Shifali Arora
Company Secretary
ACS:-38849

CHADHA PAPERS LTD.

CIN-L21012UP1990PLC011878
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)
0120 - 4106161

FORM A

1	Name of the Company	Chadha Papers Limited
2	Annual Financial Statements for the year ended	31st March 2015
3	Type of Audit Observation/ Frequency of Observation	*Following observations are matter of emphasis:-* 1. *All fixed assets of the Company have not been physically verified by the management during the year but, we have been informed that the Company is in the process of implementing the programme of periodical verification of the fixed assets immediately after completion of the records.This observation stands in the Balance sheets since 5years.* **Management's Response:-**Physical verification of all assets is over. 2. *In our opinion, and according to the information given to us, there is an adequate internal Control System commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services.* *However, the internal control procedures with regard to documentation with respect to (a) review & reconciliation of book balances of customers/vendors & (b) compliance with input CENVAT/Service Tax claims needs to be strengthened considering the procedural & technical issues involved therein.This observation stands in the Balance sheets since 5years.* **Management's Response:-***Documentation with respect to review & reconciliation of balances are under progress and compliance with input CENVAT / Service tax are already in force.* 1. *Undisputed dues payable in respect of provident fund, income-tax, service tax,*

		sales tax, customs duty, excise duty & other undisputed statutory dues were outstanding at the period end for a period of more than six months from the date they became payable.This observation stands in the Balance sheets for more than 7 years. **Management's Response**:-*Nothing is pending against PF and Service Tax. OnlyWealth Tax, TCS &FBT are payable, which will be paid. Water Cesshas been paid in F.Y. 2015-16. As regard Development Tax, this taxis book entry now as this excess provision needs to be written off, nothing is to be paid. AS regard CST, UPTT, Entry tax payable, Assessment Order has come and its all adjusted by grant of Input VAT Credit, nothing pending for payment. Disputed taxes, cases lying pending at appropriate forms, out of these some were paid under protest as mentioned in the report.*
5	To be signed by- • Mr.Amanbir Singh Sethi ~~(CEO/Managing Director~~) (Whole Time Director)	
	• Mr.Atul Gupta (CFO)	
	• Mr. Rakesh Kumar (Auditor of the Company)	
	• Mr. Naveen Sexena Audit Committee Chairman	

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

NOTICE

NOTICE is hereby given that the **25th Annual General Meeting** of the Members of "**M/s CHADHA PAPERS LIMITED**" will be held on Wednesday, the 30th day of September, 2015 at the Registered Office of the Company at Chadha Estate, Nanital Road Tehsil Bilaspur – 244921 Distt. Rampur (UP) at 04:00 PM to transact the following business:

ORDINARY BUSINESSES:

1. **To receive, Consider and adopt:**

   A) The Audited Financial Statements of the Company for the Financial Year ended 31st March 2015, together with the Reports of the Board of Directors and Auditors thereon: and

   B) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2015, together with the report of the Auditors thereon.

2. **To appoint Directors in place of those retiring by rotation:**

   To appoint a Director in the place of Mr. Sanmeet Singh (Din: 01139468), who retires by rotation and, being eligible, offers himself for re-appointment.

3. **Ratification of the appointment of Statutory Auditors and fixing their remuneration:**

   To ratify the appointment of M/s. SNMG & Co., Chartered Accountants as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize to fix their remuneration, by passing the following resolution with or without modification, as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of Companies Act, 2013 and Rules made there under, and pursuant to the recommendations of the Audit

Committee of the Board of Directors and the resolution passed by the members of the Company at their Annual General Meeting held on 30th September, 2014, the Company hereby ratifies the appointment of M/s. SNMG & Co, Chartered Accountants (FRN -004921N) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and to fix their remuneration."

SPECIAL BUSINESSES:

4. **Increase in Authorised Share Capital**

To increase the Authorised Share Capital of the Company and amend the Memorandum of Association 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 the provisions of Sections 13, 61 and 64 and all other applicable provisions of the Companies Act, 2013 ("the Act"), if any, (including any statutory modification(s) or re-enactment thereof for the time being in force and rules framed thereunder) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 10,50,00,000/- (Rupees Ten Crore and Fifty Lacs only) divided into 1,05,00,000 (One Crore and Five Lacs) Equity Shares of Rs.10/- (Rupees Ten only) to Rs. 75,00,00,000/- (Rupees Seventy Five Crore only) divided into 1,05,00,000 equity Shares of Rs.10/- (Rupees Ten only) and 64,50,000 (Sixty Four lacs Fifty Thousand) Preference Shares of Rs.100/- (Rupees One Hundred only) by creation of additional 64,50,000(Sixty Four lacs Fifty Thousand Preference shares of Rs.100/- (Rupees One Hundred only).

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be deleted and substituted by the following:

"V. The Authorised Share Capital of the Company is Rs. 75,00,00,000/- *(*Rupees Seventy Five Crores only*) divided into* 1,05,00,000 *(One Crore Five Lacs) Equity Shares of Rs.10/- (Rupees Ten each) and* 64,50,000(Sixty Four Lacs Fifty Thousand) Preference Shares of Rs.100/- (Rupees One Hundred each), *with the rights, privileges and conditions attached thereto as per the relevant revisions contained in that behalf in the Articles of* Association *of the Company and with power to increase or reduce the Capital and to divide the shares in the capital for the time being into several classes (being those specified in Companies Act, 2013), and to attach thereto respectively such preferential, qualified special right , privileges or conditions in such manner as may be permitted by the said Act or provided by the Articles of Association of the Company for the time being in force."*

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors or Company Secretary of the Company be and is hereby authorised to take all such steps and actions and give such direction as may in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek further consent or approval of the Members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of Board or any officer(s)/ authorised representative(s) of the Company to give effect to the aforesaid resolution."

5. **Conversion of Unsecured Loans into Redeemable Preference Shares**

Conversion of Unsecured Loan into Redeemable Preference Shares and in this regard to consider and if thought fit, to pass, with or without modification(s), following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 and the Rules made thereunder and provisions of the SEBI Act, 1992 and rule, regulations, guideline etc. made, issued thereunder and the Listing Regulations, as applicable (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of the Articles of Association of the Company, if any, and subject to such approvals , permissions, sanctions of the appropriate authorities, if required, and on such other terms and conditions as agreed by Board of Directors of the Company (herein after referred to as Board which term shall also include a Committee of Director exercising the powers conferred by the Board), consent of the Members of the Company be and is hereby accorded to Board of Directors to convert unsecured loan of Rs. 61,26,61,000(Sixty One Crore Twenty Six Lacs Sixty One Thousand Only) taken from M/s Chadha Holdings Private Limited (herein after referred to as Lender) into Redeemable Preference Shares of the Company.

RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorized to finalise with the lender the terms of the aforesaid conversion of unsecured loan into the redeemable Preference Shares of the Company.

RESOLVED FURTHER THAT the Board is also authorized to do such acts, deeds, matters and things as may be required to give effect to the said conversion."

6. **Issue of Preference Shares on Private Placement basis**

Issue of Non-Convertible Non-Cumulative Redeemable Preference Shares and in this regard to consider and if thought fit, to pass, with or without modification(s), following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 42, 55, and 62 of and other provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Shares) Rules, 2014 and Rule 9 of Companies (Share Capital and Debentures) Rules, 2014 for time being in force, and the relevant rules, regulations and /or guideline, if any prescribed by the Securities Exchange Board of India (SEBI) or any other regulatory authority including Listing Regulations, and the relevant provision of the Articles of Association of the Company, if any, the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the Board) of the Company to offer, issue and allot, on private placement basis, in one or more trenches 64,50,000(Sixty Four lacs Fifty Thousand)Non-Convertible Non-Cumulative Redeemable Preference Share of Rs. 100/- each at par for cash or consideration other than cash to such persons, may or may not

include existing members, including unsecured lenders on conversion of outstanding unsecured loan taken from them, with such rights and privileges and on such terms and conditions as may be decided by the Board and subject to the followings:

- The Preference Shares shall carry a fixed preferential dividend as decided by Board;
- The said shares shall rank for dividend in priority to the equity shares for the time being of the Company;
- The said shares shall in winding up entitled to rank, as regards payment of capital, in priority to the equity shares but shall not be entitled for further participation in profits or assets; and
- The voting rights on the said shares shall be in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.
- The said preference shares shall be redeemed in one or more trenches within a period not exceeding 20 years at the sole discretion of the Board of Directors of the Company subject to the availability of the adequate profits for redemption in compliance with the provisions of the Act.

RESOLVED FURTHER THAT the Board in its absolute discretion, as may be deemed appropriate, may make such further issue of Preference Shares within such limits and on such terms and conditions on any subsequent redemption and/or outstanding preference shares or any part thereof from time to time as may be considered fit and proper by the Board, so that the total Preference Share Capital outstanding at any point of time shall not exceed the amount stipulated under the Memorandum and Articles of Association.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions as it may in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to this effect and intent that the Members shall be deemed to have given their approval hereto expressed by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any Committee of Directors."

7. **Adoption of New Articles of Association**

To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and are hereby substituted by a new set of Articles of Association, a draft of which is made available for inspection by the shareholders at the registered office of the Company, be and are hereby approved and adopted as Articles of Association of the Company in substitution for and to the exclusion of the Articles hereof.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) or any person(s) authorised by the Board to exercise the powers conferred on the Board, be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to the alteration of Articles of Association in accordance with this resolution."

8. **Appointment of Mrs. Surjeet Kaur(DIN 07235977) as an Independent Director:**

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

"**RESOLVED THAT** pursuant to the provision of Sections 149,152, 160 & 161 and any other applicable provision of the Companies Act, 2013 and any rules made there under and in accordance with the Listing Agreement and the Articles of Association of the Company, Mrs. Surjeet Kaur, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f July 14, 2015 and who has submitted a declaration that she meets the criteria of Independence, as provided in Section 149(6) of the Act and Clause 49 of the Listing Agreement, and is qualified for being appointed as in Independent Director, whose period of office shall not be liable to determination by retirement of directors by rotation be and is hereby appointed as an Independent Director of the Company for a period of five years w.e.f 14th July 2015."

9. **Appointment of Mr. Amanbir Singh Sethi as Whole Time Director (DIN: 01015203)**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and Schedule V thereto (including any statutory modification or re-enactment thereof in the time being in force) and Rules made thereunder, the approval of the Company be and is hereby granted for appointment of Mr. Amanbir Singh Sethi as Whole Time Director of the Company for a period of one year w.e.f September 01st, 2015 to August 31st, 2016 on the following terms and conditions and remuneration as approved by Nomination & Remuneration Committee of the Board of Directors of the Company:-

a. Mr. Amanbir Singh Sethi is liable to get a monthly salary of Rs. 1,12,000/- (Rupees one lac twelve thousand only)

b. On such other terms and conditions as are applicable to other employees of the Company.

RESOLVED FURTHER THAT in the event of there being no profit or inadequate profit for the financial year the aforesaid remuneration payable shall be subject to the limits prescribed under Schedule V of the Companies Act 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any questions or doubt that may arise in relation thereto, and to give effect to the forgoing resolution in the best interest of the Company."

By Order of the Board
For M/s Chadha Paper Ltd

Place: Noida
Date: 02nd September, 2015

(AMANBIR SINGH SETHI)
Whole Time Director
DIN-01015203
R/o. 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.**

2. **A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**

3. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 related to the Special Business to be transacted at the meeting is annexed hereto.

4. 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.

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

6. 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.

7. 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.

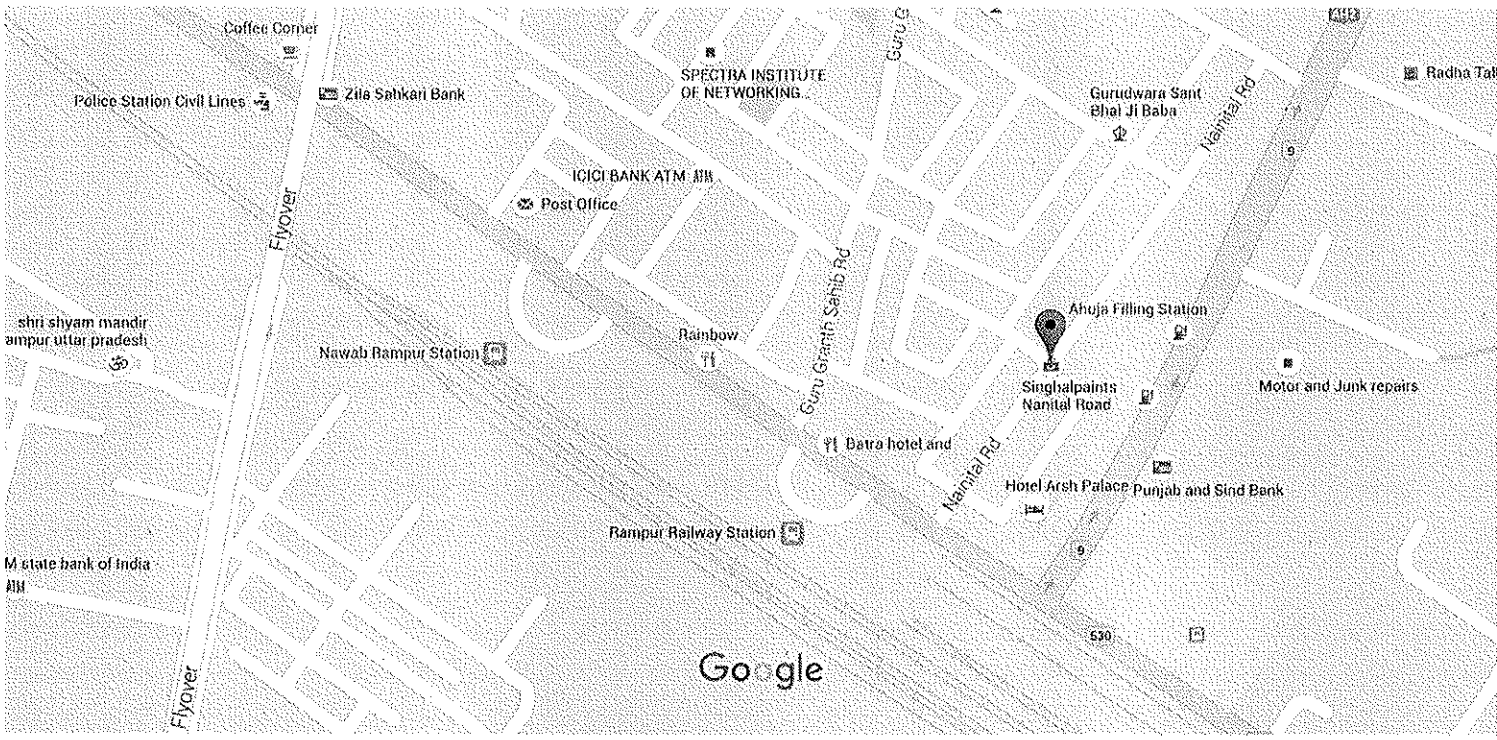
8. Documents relating to any of the items mentioned in the notice are open for inspection at the registered office of the company on any working days during business hours till the date of AGM provided a three day notice for the purpose is given in advance.

9. 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.

10. Members are requested to inform the company immediately, if any change in their address.

11. The route map for the venue of the Meeting is annexed herewith.

Google Maps Nainital Rd



Map data ©2016 Google 100 m

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE

ITEM NO. 2

Appointment of Mr. Sanmeet Singh, who retires by rotation

Mr. Sanmeet Singh, aged about 35 years is a graduate in commerce and has 6 years of experience in Business Administration.

Mr. Sanmeet Singh holds directorships in the following Companies:-

1. **SWORD PROMOTERS AND DEVELOPERS PRIVATE LIMITED**
2. **HIMGIRI HOUSING AND LAND DEVELOPERS PRIVATE LIMITED**
3. **SOWER CROP CULTIVATION PRIVATE LIMITED.**
4. **FIONA DEVELOPERS PRIVATE LIMITED.**
5. **ANGELICA INFRAPROJECTS PRIVATE LIMITED**
6. **ASTER INFRA BUILD PRIVATE LIMITED**
7. **VIGNETTE INFRATECH PRIVATE LIMITED**
8. **MEGA BUILDMART PRIVATE LIMITED**
9. **MICA TOWNS PLANNERS PRIVATE LIMITED**
10. **CAMEO TOWN PLANNERS PRIVATE LIMITED**

He does not hold any shares in his own name or in the name of any other person on a beneficial basis.

Mr. Sanmeet Singh retires by rotation pursuant to Section152 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.

The Board recommends the Resolution set forth in Item No. 2 of the Notice for approval of the members as an **Ordinary Resolution**.

EXPLANATORY STATEMENT

ITEM NO. 4

Increase in Share Capital

The Company, in order to meet its growth objectives and to strengthen its financial position, is required to generate long term resources by issuing securities. It is therefore deemed appropriate to increase the Authorised Share Capital of the Company and for that purpose, the Memorandum of Association of the Company is proposed to be suitably altered as set out at Item No. 4 of the accompanying Notice.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for increase in the Authorised Share Capital and for alteration of Capital Clause of the Memorandum of Association of the Company and accordingly the Board recommend the resolution as set in Item No. 4 as an Ordinary Resolution for the approval of the Members.

None of the Directors of the Company or key managerial personnel or their relatives are, in any way, concerned or interested in the resolutions.

ITEM NO. 5

Conversion of Unsecured Loans into Redeemable Preference Shares

The Company has unsecured loan of Rs. 61,26,61,000 (Sixty One Crore Twenty Six Lacs Sixty One Thousand) taken from M/s Chadha Holdings Private Limited (hereinafter referred to as Lender), a company in which promoters of the Company are interested. Keeping in view the present operations and other circumstances and profitability of the Company it seems difficult to repay the said unsecured loan. Your directors are in negotiation with the lender and trying to reach a settlement with them for conversion of the said unsecured loan, partly or fully, into preference shares of the Company. Since the terms and conditions of unsecured loan do not provide for conversion thereof into preference shares, it is required to change the terms and conditions of the said unsecured loan to make them convertible and for which the approval of the Members of the Company are required. Only after approval of the Members of the Company the Board of Directors of the Company can convert into the preference shares of the Company. After approval of the Members the Board will enter into a Memorandum of Understanding/Agreement with the lender to conclude the final terms and conditions of the said conversion.

It is, therefore, to seek the approval of Members for the conversion of the unsecured loan; the Board of Directors recommend the resolution as set in Item No. 5 as a special resolution for the approval of members.

None of the Directors, Key Managerial Persons and their relatives are, in any way, interested or concerned, financial or otherwise, in the proposed resolution.

ITEM NO. 6

Issue of Preference Shares on Private Placement basis

The Company presently has negative net worth of Rs. (61,26,60,906) Crores and to make the net worth positive, the Board, on private placement basis, is considering to either infuse more funds by issue of 64,50,000(Sixty Four lacs Fifty Thousand) Non-Convertible Non-Cumulative Redeemable Preference Shares ('NCNCRPS') of Rs. 100/- each at par to such persons as may be decided by the Board of Directors of the Company which may or may not include the existing shareholders or by conversion of the existing unsecured loans (partly or fully) into the NCNCRPS, if the agreement with the lenders is reached.

The amount of NCNCRPS to be issued pursuant to the resolution shall not exceed the amount as prescribed in the Memorandum of Association of the Company at any point of time. Pursuant to the issue the net worth of eth Company shall be turned positive. The Board may issue the same in one or more trenches over a period of one year.

Presently the Memorandum of Association of the Company permits issue of only Equity Shares. The Clause V of the MOA has also been proposed to be altered to provide for issuance of the Preference Shares. Only after the Alteration in Clause V of the Memorandum of Association is approved by the Members to include there in the Preference Shares, the Company will issue the said NCNCRPS.

The NCNCRPS shall be issued at par at Rs. 100/- each and carry dividend @ .01% which shall be non-cumulative. The NCNCRPS shall be redeemable within a period of 20 years, redemption to be started after two years from the date of issue, out of profits of the Company as per the discretion of the Board of Directors. The NNCRPS shall not be traded on stock exchange.

The Current shareholding pattern of the Company is as follows:

S. NO.	CATEGORY OF SHAREHOLDER	NO. OF SHARES	PERCENTAGE
	PROMOTERS		
1	Rajender Singh Chadha	13,11,800	12.86%
2	Prakash Kaur	19,59,954	19.20%
3	Jitender Kaur	13,88,590	13.60%
4	Dinita Chadha	3,03,800	2.98%
5	Capco Holdings Pvt Ltd	26,88,876	26.35%
	NON-PROMOTERS		
	Public		25.01%
	Total		

The said NCNCRPS can be issued only after the authorization of the Members of Company by passing a Special Resolution in the general meeting of the Company.

It is, therefore, to seek the approval of Members for issue of NCNCRPS as aforesaid the Board of Directors recommend the resolution as set in Item No. 6 as a special resolution.

None of the Directors, Key Managerial Persons and their relatives are, in any way, interested or concerned, financial or otherwise, in the proposed resolution.

ITEM NO. 7

Adoption of New Articles of Association

The Articles of Association (AOA) of the Company as currently in force were adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were carried out from time to time, over the past several years. The Companies Act, 2013 is now largely in force. Considering that substantive sections of the Companies Act, 2013 which deal with the general functioning of the companies stand notified, several regulations of the existing AOA of the Company require alteration or deletions. It is therefore expedient to amend / replace the existing Articles of Association with new Articles aligned with the provisions of Companies Act, 2013 including the Rules framed thereunder and adoption of specific sections from Table "F" to Schedule I to the Companies Act, 2013 which sets out the model Articles of Association for a company, limited by shares.

The proposed draft of new Articles of Association, annexed herein as **Annexure 'A',** is also available at the Registered Office of the Company for perusal by the shareholders.

None of the Directors / Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommend the resolution as set in Item No. 7 as a special resolution for the approval of members.

ITEM NO. 8

Appointment of Mrs. Surjeet Kaur (DIN 07235977) as an Independent Director

The Board of the Directors, on the recommendation of the Nomination and Remuneration Committee in its Meeting held on 14th July 2015 appointed Mrs. Surjeet Kaur as an Additional Director of the Company under the category of Independent Director pursuant to Section 161 of the Companies Act, 2013, on 14th July, 2015 and in terms of the said section she holds office till conclusion of this Annual General Meeting.

The Company has received notice under Section 160 of the Companies Act, 2013 from a Member signifying his intention to propose the candidature of Mrs. Surjeet Kaur for the office of Director.

In opinion of the Board, Mrs. Surjeet Kaur fulfills the Conditions for appointment as an Independent director as specified in The Companies Act 2013 and Listing Agreement. She is Independent from the Management and possesses the appropriate skills, experience and knowledge.

The Board recommends the Resolution set forth in Item No. 8 of the Notice for approval of the members as an **Ordinary Resolution.**

Mrs. Surjeet Kaur (DIN: 07235977) aged 52 years old, is a Graduate and holds experience in Business Administration.

She also holds directorship in **Wave Distilleries and Breweries Limited** and **A B Sugars Limited** and holds membership in Nomination & Remuneration Committee and CSR Committee in both the Companies.

She does not hold any shares in her own name or in the name of any other person on a beneficial basis.

Except Mrs. Surjeet Kaur, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

ITEM NO. 9

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

The Board of the Directors, on the recommendation of the Nomination and Remuneration Committee appointed Mr. Amanbir Singh Sethi as Whole Time Director of the Company. Mr. Amanbir Singh Sethi is an MBA and holds vast experience of 8 years in Industrial and Business Administration. He also holds Directorship in these Companies:-

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

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

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

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

1. The aforesaid appointment of Mr. Amanbir Singh Sethi as Whole Time Director shall be for a period of one year w.e.f. 01.09.2015 to 31.08.2016.
2. Mr. Amanbir Singh Sethi is liable to get a monthly salary of Rs. 1,12,000/-(Rupees one lac
   Twelve thousand only)

3. In addition to the basic pay, during his tenure as Whole Time Director of the Company, he shall be entitled to such other benefits as are available to other employees of the Company. However his total remuneration shall not exceed the limits as prescribed under the provisions of the Companies Act 2013.
4. Duties and Responsibilities: During the term of the Agreement, he shall devote such time and attention to the business of the Company as may be necessary and responsible for the general conduct and management of the business and affairs of the Company, and shall have such powers and carry out such duties and responsibilities as may be entrusted by the Board.

The Board recommends the Resolution set forth in Item No. 5 of the Notice for approval of the members as an **Special Resolution**.

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.

By Order of the Board
For M/s Chadha Paper Ltd.

Place: Noida
Date: 02nd September, 2015

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

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

	GENERAL INFORMATION:		
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		
		31.03.2015	**31.03.2014**
	REVENUE	1,38,75,83,364	1,75,72,611
	PBT	(17,98,05,231)	(12,78,86,109)
	TAXES	(6,00,60,566)	(6,46,12,869)
	EQUITY SHARE CAPITAL	10,20,40,400	10,20,40,400
	RESERVE & SURPLUS	(71,47,01,306)	(59,49,56,641)
	NETWORTH	(61,26,60,906)	(49,29,16,241)
5	Foreign investments or collaborations, if any.	No	
	INFORMATION ABOUT THE APPOINTEE:		
1	Background details	Mr. Amanbir Singh Sethi is an MBA and possesses experience of more than 8years in Paper & Related Industry.	
2	Past remuneration	N.A	
3	Recognition or awards	N.A	
4	Job profile and his suitability	Mr. Amanbir Singh is associated with paper and related industry for more than 8 years. He has experience in manufacturing of corrugated Boxes, PET Packaging materials and other related products. He looks after the business development function of the Company.	
5	Remuneration proposed	Rs. 13,44,000 (Rs. Thirteen Lac Forty Four Thousand Per Annum Only)	
6	Comparative remuneration profile with respect to industry, size of the company	Information on comparative remuneration profiles with respect to industry, size of theCompany 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	
	OTHER INFORMATION:		
1	Reasons of loss or inadequate profits	Factory was restarted from 1st April 2014 after shut down of many years. In 2014-15 the market conditions of Paper Industry was too adverse and as a fresh start up, it was very difficult to make profits.	
2	Steps taken or proposed to be taken for improvement	Technology of the Plant and Machinery has been upgraded to improve the paper quality and reduce Cost.	
3	Expected increase in productivity and profits in measurable terms	Since the Company is working on expansion, it will add up to the production & revenue and the Company is expected to perform better. Quantifying the profits is tough in dynamic situation of the market it is expected to increase the total revenue to Rs. 250Crores.	

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, NANITAL ROARD TEHSIL BILASPUR – 244921 DISTT RAMPUR (UP)**

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 25th Annual general meeting of the company, to be held on the 30th day of September, 2015 at 4:00 P.M. at the Registered Office of the Company at Chadha Estate, Nanital Road, Tehsil, Bilaspur – 244921 Distt Rampur (Up) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No

1. To receive, Consider and adopt:
   a) The Audited Financial Statements of the Company for the Financial Year ended 31st March 2015, together with the Reports of the Board of Directors and Auditors thereon: (Ordinary Resolution) and
   b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2015, together with the report of the Auditors thereon(Ordinary Resolution)
2. To appoint a Director in the place of Sh. Sanmeet Singh (Din: 01139468), who retires by rotation and, being eligible, offer himself for re-appointment; (Ordinary Resolution)
3. To ratify the appointment of M/s. SNMG & Co., Chartered Accountants as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration; (Ordinary resolution)
4. To increase Authorised Share Capital of the Company, from Rs. 10,50,00,000/- (Rupees Ten Crore and Fifty Lacs only) to Rs. 75,00,00,000/- (Rupees Seventy Five Crore only)(Ordinary Resolution)
5. To Convert Unsecured Loans of Chadha Holding Private Limited into Redeemable Preference Shares.(Special Resolution)
6. To Issue Preference Shares on Private Placement basis (Special Resolution)
7. To adopt New Articles of Association according to the provisions of Companies Act 2013.(Special Resolution)
8. To appoint Mrs. Surjeet Kaur as Independent Director of the Company (Ordinary Resolution)
9. To approve the appointment of Mr. Amanbir Singh Sethi as Whole Time Director of the Company and remuneration payable to him and other terms and conditions relating thereto.(Special Resolution)

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

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

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 25th Annual General Meeting of the Company held on Wednesday, the 30th day of September, 2015 at the Registered Office of the Company at Chadha Estate, Nanital Road Tehsil Bilaspur – 244921 Distt. Rampur (UP) at 04:00 PM

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.

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

DIRECTORS' REPORT

Dear Members,

Your directors have pleasure in presenting their 25th Annual Report on the affairs of the company together with the Audited Statement of Accounts for the year ended 31st March, 2015.

1) *FINANCIAL SUMMARY*

The Company's financial performances for the financial year under review along with previous financial year's figures are given hereunder:

(In Rupees)

Particulars	**F.Y. ended on 31st March, 2015**	**F.Y. ended on 31st March, 2014**
Total Revenue	1,38,75,83,364	1,75,72,611
Total Expenditure	1,56,73,88,595	14,54,58,720
Profit/(Loss) before taxation	(17,98,05,231)	(12,78,86,109)
Less: Tax Expense	-	-
- Current Income Tax / Wealth Tax	39,579	51,858
- Deferred Income Tax	(6,01,00,145)	(6,46,64,727)
Profit/(Loss) after tax	**(11,97,44,665)**	**(6,32,73,240)**

2) *DIVIDEND*

In view of losses suffered by the Company, the Board of Directors of the Company does not recommend any dividend for the year under review.

3) *AMOUNTS TRANSFERRED TO RESERVES*

No amount has been transferred to reserves during the year under review.

4) *STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK*

Your Company is engaged in the business of manufacturing, producing, marketing, exporting and dealing in all kinds and varieties of paper, Board, Kraft Paper, Semi Kraft and other paper products. During the said reporting financial year, the Company has incurred a loss of Rs. **(11,97,44,665/-) (Rupees Eleven Crore Ninety Seven lacs Forty Four Thousand Six hundred and sixty five only)** in comparison to a loss of **Rs.6,32,73,240/- (Rs. Six Crore Thirty Two Lakhs Seventy Three Thousand and Two Forty only).**

In order to further improve company's turnover, management has been taking various steps and concentrating more on markets where demand of our product is more and favorable business conditions exist. The company has also taken steps for modernization/renovation of Kraft Paper Machine by making it compatible for use of total waste paper based pulp.

All possible efforts are being made to improve the overall performance of the company and effect of same will be further seen in near future, as good demand of writing printing paper exists in domestic as well as export market.

5) ***CHANGE IN NATURE OF BUSINESS***

There has not been any change in the nature of business of the Company.

6) ***DEPOSITS***

No deposits have been accepted during the year.

7) ***INTERNAL FINANCIAL CONTROLS***

Board of Directors has adopted proper procedure and policies for ensuring the efficient conduct of business, including proper utilization of resources, safeguarding of its assets, detection of frauds and errors and timely preparation of Financial Statements and fair and true disclosure in the same.

8) ***AUDITORS' REPORT***

Auditors report for the year is self-explanatory and require no further comments or clarification, except the following for which management's response is also given:-

S.NO	STATUTORY AUDITORS OBSREVATIONS /QUALIFICATIONS	MANAGEMENT/BOARD RESPONSE ON OBSERVATIONS OF STATUTORY AUDITOR
1	*All fixed assets of the Company have not been physically verified by the management during the year but, We have been informed that the Company is in the process of implementing the programme of periodical verification of the fixed assets immediately after completion of the records.*	***Physical verification of all assets is over.***
2	*In our opinion, and according to the information given to us, there is an adequate internal Control System commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. However, the internal control procedures with regard to documentation with respect to (a) review & reconciliation of book balances of customers/vendors & (b) compliance with input CENVAT/Service Tax claims needs to be strengthened considering the procedural & technical issues involved therein.*	***Documentation with respect to review & reconciliation of balances are under progress and compliance with input CENVAT / Service tax are already in force.***
3	*Undisputed dues payable in respect of provident fund, income-tax, service tax, sales tax, customs duty, excise duty & other undisputed statutory dues were outstanding at the period end for a period of more than six months from the date they became payable.*	***Nothing is pending against PF. As regards service tax,W.T., FBT,Water Cess, TCS, & Dev.Tax, these taxes are book entry now as these excess provisions needs to be written off, nothing is to be paid. CST, UPTT, Entry tax, Order has come, nothing pending for payment. Disputed taxes, cases lying pending at appropriate forms, out of these some were paid under protest as mentioned in the report.***

9) *STATUTORY AUDITORS*

The Auditors, M/s. SNMG & Co, Chartered Accountants were appointed in the Annual General Meeting of the Company held in year 2014 to hold office from the conclusion of that Annual General Meeting till the conclusion of the 27th Annual General Meeting to be held in the year 2017, subject to ratification of their appointment by Members in every Annual General Meeting.

Therefore, the Directors of the Company propose for ratification of the appointment of M/s. SNMG & Co, 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 and to fix their remuneration.

10) *DISCLOSURE ABOUT COST AUDIT*

Since the Company do not fall under the provisions of Section 148 of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, the Cost Audit do not applicable to the Company for the year under review.

11) *DISCLOSURE ABOUT SECRETARIAL AUDIT*

In terms of Section 204 of The Companies Act 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Secretarial Audit is applicable to the Company for the year under review.

Your Company has engaged the services of M/s M.K Mandal & Associates, Company Secretaries in practice to conduct the Secretarial Audit of the Company for the Financial Year ended March 31st 2015. The Secretarial Audit Report in Form MR -3 is attached as ***Annexure A*** to this Report.

Secretarial Auditors report for the year is self-explanatory and require no further comments or clarification, except the following for which managements response is also given:-

S.NO	SECRETARIAL AUDITORS QUALIFICATIONS	MANAGEMENT/BOARD RESPONSE ON OBSERVATIONS OF SECRETARIAL AUDITOR
1	*Form 23ACA, 23AC and 20B in respect of Annual filling for the financial year 2013-14 are yet to be filed.* *MGT-15 in respect of Annual General Meeting for the financial year 2014-15 is yet to be filed.* *In the Annual General Meeting of the company Mr. Amanbir Singh Sethi is regularise as director of the Company but DIR-12 in respect of it is yet to be filed.* *The Company has made short-term borrowing from Punjab and Sind Bank for which resolution is passed in the board meeting but MGT-14 as required under section 179(3)(d) of Companies Act 2013 is yet to be filled.*	Non Filing of Forms occasioned due to the reason that the assignment of filing of the said forms were given to a Professional, who could not file the same due to his pre-occupations elsewhere. Company is in the process of filing the same and wherever required, Company will take approval of Central Government for condonation of Delay.
2	*The Company's borrowing from banks is more than 100% of paid up share capital and free reserves. And the company had passed special resolution as required under the provisions of section 180(1)(c) of the companies Act 2013 at the EGM held on 30th June 2014 but Form MGT-14 in respect of it is yet to be filed.*	Company passed the Special resolution in its EGM held on 30th June 2014, the responsibility of filing the forms were handed over to a professional and same was delayed by the professional. Company is seeking condonation of delay from Central Government, once the delay is condoned, the Company will file the same with Ministry of Corporate Affairs.

4	*The Company had not appointed Key Managerial Personnel as required under Section 203 of the Act during the reporting period under review but the company has been advised to appoint Key Managerial Personnel and Ms. Shalini Budhwar as Company Secretary of the company on 01/08/2015.*	The Company was in search of the suitable candidates for the position of KMPs. Company found the same after the FY 2014-15 and appointed them afterwards.
5	*The Company had not appointed Women Director during the reporting period under review as required under the 2nd proviso of Section 149 (1) of the Companies Act, 2013 but the company has appointed Mrs. Surjeet Kaur as its Women Director on 14/07/2015.*	The Company was in search of the Woman Director and couldn't found a suitable person during the FY 2014-15. However, Company was able to appoint woman Director w.e.f 14th July 2015.
6	*The company has not complied with the Provisions of Listing Agreement /Securities Contract Regulation Act 1956 and Securities Exchange Board of India Act, 1992, rules and regulations made thereunder.* *The Company has not paid listing fees since suspension.*	The status of the Company is suspended on the site of BSE. Management is discussing, either the Company should go for revocation of Suspension or de-listing. Company is in the process to finalize and comply with the same.

12) MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There has not been any material change(s) and commitments during the financial year which may affect the financial position of the Company.

13) DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANY(S)

As on 31st March 2015, the Company has one Subsidiary and one associate Company as mentioned herein below:-

1. M/s. Manorama Papers Mills Limited (Subsidiary Company)
2. M/s Great Value Fuels Pvt Ltd (Associate Company)

As per the requirements of Section 129(3) of the Companies Act 2013, the Company has prepared consolidated financial statements of the Company and its Subsidiary and Associate Company, which forms part of this Annual Report.

Further, a statement containing the salient features of the Subsidiary and Associate Companies in the prescribed format AOC-1 is annexed as ***Annexure B***.

Your Company formulated a Policy on Material Subsidiary as required under Clause 49(V)(D) and it has been reviewed by the Directors.

14) BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Independent Directors at their meeting without the participation of the Non-independent Directors and Management, considered/evaluated the Boards' performance, and other Non-independent Directors. The Board subsequently evaluated its own performance, the working of its Committees (Audit, Nomination and Remuneration and Stakeholders Relationship Committee) and Independent Directors.

15) NUMBER OF BOARD MEETINGS

During the year 2014-15 Board of Director meetings were convened twelve times. The intervening gap between the Meetings was not more than the period prescribed under the Companies Act, 2013.

Sl. No.	Date of Board Meeting	Board Strength	Directors presence in Board meeting			
			Anand Sharma	Amanbir Singh Sethi	Sanmeet Singh	Naveen Sexena
1.	11/04/2014	3	Yes	--	Yes	Yes
2.	30/05/2014	3	Yes	--	Yes	Yes
3.	23/08/2014	3	Yes	--	Yes	Yes
4.	28/08/2014	3	Yes	--	Yes	Yes
5.	05/09/2014	4	Yes	Yes	Yes	Yes
6.	19/09/2014	4	Yes	Yes	Yes	Yes
7.	20/09/2014	4	Yes	Yes	Yes	Yes
8.	01/10/2014	4	Yes	No	Yes	Yes
9.	20/11/2014	4	Yes	Yes	Yes	Yes
10.	17/12/2014	4	Yes	No	Yes	Yes
11.	12/02/2015	4	Yes	No	Yes	Yes
12.	25/03/2015	4	Yes	Yes	Yes	Yes

16) PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186

During the year under review, the Company has not given any loan, guarantee or made any Investments pursuant to Section 186 of the Companies Act, 2013.

17) PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

18) FRAUDS REPORTED BY THE AUDITORS

No fraud has been reported in their report for the financial year ended as on 31st March, 2015 by the Auditors of the Company under Section 143(12) of the Companies Act, 2013.

19) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as **Annexure C** to this Report.

20) EXTRACT OF ANNUAL RETURN

The extract of Annual Return, in format **MGT -9**, for the Financial Year 2014-15 has been enclosed with this report *as* **Annexure D.**

21) *RISK MANAGEMENT POLICY*

In today's economic environment, Risk Management is a very important part of business. The main aim of risk management is to identify, monitor and take precautionary measures in respect of the events that may pose risks for the business. The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks i.e., competition, legal changes, change in Government policies, availability of finance, manpower as identified by the company are systematically addressed through mitigating actions on a continuing basis.

22) *DECLARATION BY INDEPENDENT DIRECTORS*

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as provided under Section 149(6) of the Companies Act 2013 and Clause 49 of the Listing Agreement with the Stock Exchanges.

23) *DETAILS OF FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS*

Familiarization Programme of Independent Directors was conducted in order to brief the Directors about their roles, rights, responsibilities in the Company, the nature of Industry in which the Company operates, the future vision and mission of the Company.

All the Independent Directors attended the Familiarisation Programme, which helped the Independent Directors to improve their expertise in Corporate Governance.

24) *COMMITTEES OF THE BOARD*

Currently, the Board has three Committees:-

A) Audit Committee.
B) Stakeholder's Committee.
C) Nomination &n Remuneration Committee.

Audit Committee

The Audit Committee, constituted by the Board of Directors pursuant to Section 177 of the Companies Act 2013, and Clause 49 of Listing Agreement comprises of three directors namely:-

The members of Audit Committee are as follows:-

i) Mr. Naveen Sexena, Chairman – Independent Director
ii) Mr. Anand Sharma, Member –Independent Director
iii) Mr. Aman Bir Singh Sethi, Member – Whole Time Director

Nomination & Remuneration Committee

The Nomination & Remuneration Committee, constituted by the Board of Directors pursuant to Section 178 of the Companies Act 2013, and Clause 49 of Listing Agreement comprises of three members namely:

i) Mr. Naveen Sexena, Chairman
ii) Mr. Anand Sharma, Member
iii) Mr. Sanmeet Singh, Member

The Committee is responsible to identify persons who are qualified to become directors or senior management employees and recommend to the Board their appointment /removal, compensation etc.

Stakeholders Relationship Committee

The Nomination & Remuneration Committee, constituted by the Board of Directors pursuant to Section 178 of the Companies Act 2013, and Clause 49 of Listing Agreement comprises of three members namely:

The Committee consists of the following Members:

i) Mr. Anand Sharma, Chairman.
ii) Mr. Sanmeet Singh, Member.
iii) Mr. Amanbir Singh Sethi, Member.

Stakeholders Relationship Committee's role is to resolve the grievances of Security Holders and to note that all the grievances of Stakeholder's has been resolved timely during the year.

25) DETAILS REGARDING CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of Section 135 of Companies Act, 2013 and rules made there under were not applicable to the Company for the year under review.

26) DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to provisions of Section 161 of The Companies Act, 2013 Mrs. Surjeet Kaur has been appointed as an Independent Additional Director of the Company who will hold office up to the date of ensuing Annual General Meeting.

The Board of Directors recommends for appointment of Mrs. Surjeet Kaur as Independent Director of the Company.

Mr. Amanbir Singh Sethi has been appointed as Whole Time Director of the Company with effect from 01st September 2015 under the provisions of section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Ms. Shalini Budhwar has been appointed as Company Secretary of the Company with effect from 1st August 2015 and Mr. Atul Gupta has been appointed as Chief Financial Officer of the Company with effect from 1st September 2015 under the provisions of section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

In accordance with the provisions of this act, and the Articles of Association of the Company, Mr. Sanmeet Singh, retire by rotation in ensuing Annual General Meeting and being eligible has offered himself for the re-appointment.

27) ESTABLISHMENT OF VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has implemented a Whistle Blower Policy pursuant to which Whistle Blower can raise concerns relating to reportable manner such as breach of code of conduct, fraud, corruption, employee misconduct, misappropriation of funds etc.

Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safeguards against victimization of whistle Blower.

28) DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL

There has been no order passed by any authority which impact the going concern status and company's operations in future.

29) *DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013*

The Company is committed to provide a safe and conducive work environment to its employees. During the year under review:-

1) No. of complaints of sexual harassment received in the year – 0
2) No. of complaints disposed off during the year: Not applicable

30) *PARTICULARS OF EMPLOYEES RECEIVING REMUNERATION MORE THAN THE LIMIT PRESCRIBED*

There was no employee receiving remuneration in excess of the limits prescribed under section 134(3)(q) of the Companies Act, 2013 read with Rule 5(2) & (3) of rules The Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014. Hence, the Company is not required to make any disclosure under the said provision.

31) *DIRECTORS RESPONSIBILITY STATEMENT*

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:

a) in the preparation of the annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures;

b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2015 and of the profit /loss of the Company for that period;

c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

d) the directors had prepared the annual accounts on a going concern basis;

e) the directors, has laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

32) *CORPORATE GOVERNANCE REPORT*

The company is committed to maintain the highest standard of corporate governance and adhere to the corporate governance requirements set out by SEBI. Report on Corporate Governance is appended as ***Annexure E.***

33) *MANAGEMENT DISCUSSION AND ANALYSIS REPORT*

As per the Listing Requirement a detailed analysis of the Company's operational and financial performance as well as the initiatives taken by the Company in key functional areas such as Human Resources, Quality, etc. are given in the Management Discussion and Analysis Report, which forms part of this Annual Report as **Annexure F.**

34) *AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE*

As required by clause 49 of the Listing Agreement, the auditor's certificate on corporate governance is appended as ***Annexure G*** to this Board's Report.

ACKNOWLEDGMENT

The Board places on record its appreciation for the valuable support and co-operation for the various Govt. Agencies, Bank ,customers ,suppliers, client, employees and shareholders and look forward to their continued support in future.

By order of the Board
For M/s. Chadha Papers Limited

Place: Noida
Date: 02nd September 2015

(Aman Bir Singh Sethi)
Whole Time Director
DIN-01015203
Address of Director:-
175-I, Sarabha Nagar
Ludhiana
Punjab-141001

(Sanmeet Singh)
Director
DIN-01139468
Address of Director:-
Malla Gorakhpur,
Haldwani,
Uttarakhand-263139

SNMG & CO.
CHARTERED ACCOUNTANTS
F-378, Sarita Vihar, New Delhi-110076
Ph. 29948663/29948664 Fax : 26948000
email : gargrk58@gmail.com

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF CHADHA PAPERS LIMITED

Report on the Financial Statements

1. We have audited the accompanying financial statements of Chadha Papers Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

Management's Responsibility for the Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements to give a true and fair view of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

1. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We have taken into account the provisions of the Act and the Rules made there under including the accounting standards and matters which are required to be included in the audit report.

3. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

4. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair

S.N.M.G. & CO. New Delhi Chartered Accountants

view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its loss for the year ended on that date.

Report on Other Legal and Regulatory Requirements

7. As required by 'the Companies (Auditor's Report) Order, 2015', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

8. As required by Section 143 (3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   (c) The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

   (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   (e) On the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

   (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:

S N M G & CO. New Delhi Chartered Accountants

i. The Company does not have any pending litigations as at March 31, 2015 which would impact its financial position.

ii. The Company did not have any long-term contracts including derivative contracts as at March 31, 2015.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2015.

For SNMG & Co.
FRN : 004921N
Chartered Accountants

SNMG & CO. New Delhi Chartered Accountants

Rakesh Kumar
Partner
M. No : 083911

Place: New Delhi
Date : 02 SEP 2015

Annexure to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Chadha Paper Limited on the financial statements as of and for the year ended March 31, 2015

i. (a) The Company is maintainingproper records showing full particulars, including quantitative details and situation, of fixed assets.

(b) All fixed assets of the Company have not been physically verified by the Management during the year but we have been informed that the company is in the process of implementing the programmeof periodical verification of the fixed assets immediately after completion of the records.

ii. (a) As per the information furnished, the inventories have been physically verified during the year by the management at reasonable intervals.

(b) According to the information and explanations given to us, procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

(c) The company is maintaining proper records of inventory. In our opinion, discrepancies noticed on physical verification of inventories were not material in relation to the operations of the Company and the same have been properly dealt with in books of account.

iii. (a) The Company has grantedinterest free loans/advances to parties covered in the register maintained under Section 189 of the Act in earlier years. Therefore, the provisions of Clause 3(iii), (iii)(a) and (iii)(b) of the said Order are applicable to the Company. The maximum amount outstanding during the year and year end balance was Rs 10.10 Lac.

(b) In our opinion and according to information and explanation given to us, the terms and conditions of interest free loans given to the parties covered in the register maintained under Section 189 of the Act are not prima facie prejudicial to the interest of the Company.

(c) As per our information and explanation given to us, Loans given to said parties are repayable on demand.

(d) There is no overdue amount of loan granted to Companies, firm or other parties listed in the register maintained under section 189 of the Companies Act, 2013.

iv. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. However, the internal control procedures with regard to documentation with respect to (a) review and reconciliation of book balances of customers/vendors and (b) compliance with input CENVAT/Service Tax claims needs to be strengthened considering the procedural and technical issues involved therein.

v. In our opinion and according to the information and explanation given to us the company has not accepted deposits within the provisions of Sections 73 of the Act and the rules framed there under to the extent notified.

S N M G & CO. New Delhi Chartered Accountants

Annexure to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Chadha Paper Limited on the financial statements as of and for the year ended March 31, 2015

vi. The Central Government of India has specified the maintenance of cost records under subsection (1) of Section 148 of the Act for any of the products of the Company.

vii. (a) According to the information and explanations given to us, undisputed dues payable in respect of provident fund, investor education and protection fund, income-tax, service tax, sales-tax, customs duty, excise duty and other undisputed statutory dues were outstanding at the period endfor a period of more than six months from the date they became payable are as follows.

Details of Undisputed Statutory Dues Payable as on 31.03.2015

S.No.	Particulars	Name of Tax	Original Amount.
1	Stock Exchange	Listing fee	7,96,000
2	Fringe Benefit Tax	FBT	21,03,986
3	Wealth Tax	Wealth Tax	8,16,253
4	Water Cess	Water Cess	5,50,265
5.	TCS	TCS	96,779
6.	Development Tax	Development Tax	642
7.	Central Sales Tax	CST	474,965
8	Entry Tax	Entry Tax	74,130
9	UPTT	Sale tax	562,351

(b) According to the information and explanations given to us and records of the company examined by us, the particulars of dues of central excise, service tax, sales tax, entry tax etc. which have not been deposited on account of any dispute are as follows:

Detail of Disputed Statutory Dues as on 31.03.2015

S.No.	Name of Tax	Original Amount.	Interest/ Penalty (If any)	Paid under Protest
1	UP Trade Tax	16,155	-	16,155
2	Entry tax	82,500	-	-
3	Central Sales Tax	25,000	-	25,000

Annexure to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Chadha Paper Limited on the financial statements as of and for the year ended March 31, 2015

4	UP Trade Tax	35,000	-	35,000
5	Entry tax	20,000	-	20,000
6	Entry Tax	3,00,000		1,20,000
7	U.P Trade Tax	8,17,476	-	3,26,990
8	UP Trade Tax (3B Form)	3,40,000	-	1,36,000

viii. The Company has been registered for more than 5 years and has accumulated loss of Rs. 714,701,306 as at the end of the financial year and it has incurred cash loss of Rs.112,936,822 during the current financial year ended and was having cash loss of Rs. 70,331,052in immediately preceding financial year

ix. Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to bank/financial institutions. There are no debenture holders.

x. In our opinion, and according to the information and explanations given to us, the Company has given corporate guaranteeaggregating Rs. 52 Crore for loans taken by others from banks or financial institutions.

xi. In our opinion and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained.

xii. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

For SNMG & Co.
FRN : 004921N
Chartered Accountants

Rakesh Kumar
Partner
M. No. : 083911

Place: New Delhi
Date : 02.09.2015

CHADHA PAPERS LIMITED
Balance Sheet

PARTICULARS	Note No.	As at 31.03.2015	As at 31.03.2014
EQUITY AND LIABILITIES			
Shareholders' funds			
Share Capital	1	10,20,40,400	10,20,40,400
Reserves & Surplus	2	(71,47,01,306)	(59,49,56,641)
Non-current liabilities			
Long-term borrowings	3	1,13,40,74,301	1,00,96,97,676
Long-term provisions	4	13,74,792	3,02,131
Other Non Current liabilities	5	15,91,92,777	15,91,92,777
Current liabilities			
Short-term borrowings	6	19,96,83,672	9,05,62,736
Trade payables	7	42,12,50,545	32,78,81,163
Other current liabilities	8	30,78,11,035	13,90,62,347
Short-term Provisions	9	29,89,802	28,95,063
TOTAL		**1,61,37,16,017**	**1,23,66,77,651**
ASSETS			
Non-current assets			
Fixed assets	10		
Tangible assets		60,09,97,308	55,34,36,922
Capital work-in-progress		-	5,23,77,067
Non-current investments	11	6,41,15,556	6,41,15,556
Deferred Tax Assets	12	8,50,43,376	2,49,43,232
Long-term loans and advances	13	64,93,683	36,22,501
Current assets			
Inventories	14	28,76,20,385	16,19,41,321
Trade receivables	15	26,03,00,567	9,12,47,523
Cash and cash equivalents	16	1,96,88,019	1,28,71,656
Short-term loans and advances	17	28,04,88,608	26,31,53,358
Other current assets	18	89,68,514	89,68,514
TOTAL		**1,61,37,16,017**	**1,23,66,77,651**
Additional Notes to Accounts	26		

The notes referred to above form an integral part of the Balance Sheet
In terms of our report of even date attached

For SNMG & Co.
Chartered Accountants
ICAI FRN. 04921N

Rakesh Kumar
Partner
M.No. 083911

Place : New Delhi
Date : 02.09.2015

For and on behalf of the Board of Director of Chadha Papers Limited.

Aman Bir Singh Sethi
Whole Time Director
(DIN:-01015203)

Sanmeet Singh
Director
(DIN:-01139468)

Company Secretary
(M. No. 20316)

Cheif Finance Officer
(PAN:- AOIPG4036J)

CHADHA PAPERS LIMITED
Statement of Profit and Loss

PARTICULARS	Note No.	for the year ended Mar 31, 2015	for the year ended Mar 31, 2014
REVENUE FROM OPERATION			
Revenue from operations	19	1,36,95,34,552	-
Other Income	20	1,80,48,812	1,75,72,611
TOTAL		1,38,75,83,364	1,75,72,611
EXPENSES			
Cost of material consumed	21	98,40,75,586	14,08,050
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	22	(3,16,01,818)	-
Employee benefits expenses	23	7,56,03,763	1,03,62,291
Finance costs	24	3,34,92,910	3,86,15,526
Depreciation and amortization	10	6,69,07,988	5,76,06,915
Other Expenses	25	43,89,10,166	3,74,65,938
Total expenses		1,56,73,88,595	14,54,58,720
Profit before exceptional and extraordinary items and tax		(17,98,05,231)	(12,78,86,109)
Exceptional items		-	-
Profit before extraordinary items and tax		(17,98,05,231)	(12,78,86,109)
Extraordinary items		-	-
Profit / (Loss) Before Tax		(17,98,05,231)	(12,78,86,109)
Less : Tax Expense			
Current Income Tax / Wealth Tax		39,579	51,858
Deferred Income Tax		(6,01,00,145)	(6,46,64,727)
MAT credit available for set off in future years		-	-
Provision for tax for earlier years		-	-
Profit/(Loss) After Tax		(11,97,44,665)	(6,32,73,240)
Add : Balance Profit / (Loss) B/F from last year			
Balance Available For Appropriation		(11,97,44,665)	(6,32,73,240)
Less : Proposed Dividend on 10% Cum. Pref. Shares		-	-
Less : Distribution Tax on Dividend		-	-
Less : Preference Share Capital Redemption Reserve		-	-
Balance Carried To Balance Sheet		(11,97,44,665)	(6,32,73,240)
Basic and Diluted Earnings per share (face value of Rs. 10 each)		(11.74)	(6.20)
Additional Notes to Accounts	26		

The notes referred to above form an integral part of the Balance Sheet
In terms of our report of even date attached

For and on behalf of the Board of Director of Chadha Papers Limited.

For SNMG & Co.
Chartered Accountants
FRN. 04921N

Rakesh Kumar
Partner
M.No. 083911

Aman Bir Singh Sethi
Whole Time Director
(DIN:-01015203)

Sanmeet Singh
Director
(DIN:-01139468)

Company Secretary
(M. No. 20316)

Cheif Finance Officer
(PAN:- AOIPG4036J)

Place : New Delhi
Date : 02.09.2015

CHADHA PAPERS LIMITED
Notes forming part of the Statement of Accounts for the year ended 31.03.2015

PARTICULARS	As at 31.03.2015	As at 31.03.2014
Note No. 1. SHARE CAPITAL		
Authorised		
10,500,000 Lacs (Previous Year - 10,500,000 Lacs) Equity Shares of Rs.10 each	1050,00,000	1050,00,000
	1050,00,000	1050,00,000
Issued, Subscribed & Paid-Up		
10,204,040 (Previous Year 10,204,040) Equity Shares of Rs 10 each, fully paid in Cash	1020,40,400	1020,40,400
	1020,40,400	1020,40,400

Reconciliation of Number of Shares :

Particulars	As at 31.03.2015		As at 31.03.2014	
	Nos. of Shares	Amount	Nos. of Shares	Amount
Equity Shares				
Shares outstanding at the beginning of the year	102,04,040	1020,40,400	102,04,040	1020,40,400
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	102,04,040	1020,40,400	102,04,040	1020,40,400

3 **Right,Preferences and Restrictions:** N.A. N.A.

4 **Share holding more than 5%**

Name of Shareholder	As at 31.03.2015		As at 31.03.2014	
	Nos. of Shares	Amount	Nos. of Shares	Amount
Smt. Prakash Kaur	19,59,954	195,99,540	19,59,954	195,99,540
Smt. Jatinder Kaur Chadha	13,88,590	138,85,900	13,88,590	138,85,900
Sh. Rajinder Singh Chadha	13,11,800	131,18,000	13,11,800	131,18,000
M/s Capco Holdings Pvt. Ltd.	26,89,376	268,93,760	26,89,376	268,93,760
TOTAL	73,49,720	734,97,200	73,49,720	734,97,200

5 **Share reserved for issue under options and contracts/commitments** N.A. N.A.

6 **Detail of shares for the period of 5 years (Immediately preceding March 31, 2014)**

Share alloted as fully paid up pursuant to contract :	N.A.	N.A.
Share alloted as fully paid bonus share	N.A.	N.A.
Share bought back	N.A.	N.A.

7 **Calls unpaid** N.A. N.A.
by directors
by officers

PARTICULARS	As at 31.03.2015	As at 31.03.2014
NOTE NO. 2. RESERVES & SURPLUS		
Surplus in statement of Profit and Loss		
Balance as per last balance sheet	(5949,56,641)	(5316,83,401)
Add: Profit for the year	(1197,44,665)	(632,73,240)
Less: Appropriation/ adjustment		
Balance as at end of the year	(7147,01,306)	(5949,56,641)
TOTAL	(7147,01,306)	(5949,56,641)

S N M G & CO. New Delhi Chartered Accountants

NOTE NO. 3. LONG TERM BORROWINGS

SECURED

Term Loan from Banks

Term Loan (P.S.B) - A/c 10936 refer note no. 1 & 3	-	31,25,843
Corporate Loan (P.S.B) - A/c 10935 refer note no. 2 & 3	-	1,78,09,312
	-	2,09,35,155

Unsecured

Loans from related parties

From Body Corporates	81,91,42,000	65,47,42,000
From AoP in which Company is Member	8,30,90,137	10,01,92,135
From Directors, Ex- Directors and Relatives	1,40,49,221	1,40,43,443
	91,62,81,359	76,89,77,579

Loans from others

From Body Corporates	21,77,92,942	21,97,84,942
	21,77,92,942	21,97,84,942
TOTAL	1,13,40,74,301	1,00,96,97,676

Terms of Repayment :

1. Term Loan of Rs 5 crore is repayable in 16 quarterly installments of Rs. 31.25 lacs each,commenced from 26/08/11 and shall be fully repaid by 26/08/15.

2. Corporate Loan of Rs 28 crore is repayable in 16 quarterly installments of Rs. 178.13 lacs each,commenced from 26/08/11 and shall be fully repaid by 26/08/15.

3. Terms & Conditions of Security

Term Loans from PSB (Including Corporate Loan) are secured by first exclusive charge by way of equiatble mortage of land & building and charge over entire fixed assets (present & future) of the company and further secured by Pari passu charge on the residential property situated at Moradabad owned by the family members of Ex Directors & Managing Director, personal guarantee of Ex Directors and Managing Director and their family members (owning the property at Moradabad) and corporate guarntee of an associated company.

Details of Long-term loan guaranteed by Ex Directors and Managing Director and others:

PARTICULARS	As at 31.03.2015	As at 31.03.2014
Term Loan (P.S.B) - A/c 10936	-	31,25,843
Corporate Loan (P.S.B) - A/c 10935	-	1,78,09,312
TOTAL	-	2,09,35,155

NOTE NO. 4 LONG TERM PROVISIONS

(Non- Funded)

Provision for Gratuity	7,95,739	1,42,587
Provision for Leave Encashment	5,79,053	1,59,544
TOTAL	13,74,792	3,02,131

NOTE NO. 5 OTHER NON-CURRENT LIABILITIES

Payables For More than 3 Years	15,91,92,777	15,91,92,777
TOTAL	15,91,92,777	15,91,92,777

NOTE NO. 6 SHORT TERM BORROWINGS

Secured

Loans repayable on demand from banks

Book Overdraft	-	33,69,993
Letter of Credit	7,51,67,293	
Cash Credit *	12,45,16,379	8,71,92,742
TOTAL	19,96,83,672	9,05,62,736

S N M & CO. Chartered Accountants New Delhi

*(Cash Credit and Letter of Credit from PSB are secured by the hypothecation charge on all current assets both present and future including RM/WIP /SFSs /FGs etc and entire book debt of the company and additionally secured alongwith the term loans by way of pari passu charge on the residential property situated at Moradabad owned by the family members of Ex-Directors & Managing Director, first exclusive charge on fixed assets kept in Term Loans account by way of equitable mortage of land & building and charge over entire fixed assets (present & future) of the company, personal guarantee of Ex Directors and Managing Director and their family members (owning the property at Moradabad) and corporate guarantee of an associated company.

Chadha Papers Limited

Note No. 10

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at April 1, 2014	Additions	Deletion	Balance as at Mar 31, 2015	Balance as at April 1, 2014	Depreciation charge for the year	Deletion	Balance as at Mar 31, 2015	Balance as at Mar 31, 2015	Balance as at March 31, 2014
Tangible Assets										
Land	84,03,105		-	84,03,105	-	-	-	-	84,03,105	84,03,105
Buildings (Non Factory)	51,05,192		-	51,05,192	8,68,476	88,504	-	9,56,980	41,48,212	42,36,716
Building Craft	4,24,00,498		-	4,24,00,498	2,37,66,940	11,01,909	-	2,48,68,849	1,75,31,649	1,86,33,558
Building W& P	7,92,24,957		-	7,92,24,957	2,56,85,012	33,08,268	-	2,89,93,280	5,02,31,677	5,35,39,945
Plant & Machinery Craft	28,62,87,894	4,19,74,894	-	32,82,62,788	18,08,38,315	89,15,858	-	18,97,54,173	13,85,08,615	10,54,49,579
Plant & Machinery W&P	46,46,04,244	7,23,77,067	10,35,936	53,59,45,375	21,96,99,656	2,18,23,571	6,40,076	24,08,83,151	29,50,62,224	24,49,04,588
Quality Control System	57,53,281		-	57,53,281	-	5,47,311	-	5,47,311	52,05,970	57,53,281
Co-Generation Plant W& P	12,66,35,950		-	12,66,35,950	6,21,80,839	58,20,304	-	6,80,01,143	5,86,34,807	6,44,55,111
Electrical InstallationW&P	4,83,73,370		-	4,83,73,370	3,44,16,004	1,15,38,697	-	4,59,54,701	24,18,669	1,39,57,366
Effluent Treatment Plant	1,07,21,884		-	1,07,21,884	61,89,445	4,00,183	-	65,89,628	41,32,256	45,32,439
Boiler Plant	78,11,654		-	78,11,654	74,15,805	527		74,16,332	3,95,322	3,95,849
Lab Equipment Craft	2,99,356		-	2,99,356	2,77,154	7,234	-	2,84,388	14,968	22,202
Lab EquipmentW&P	10,88,563		-	10,88,563	10,88,563	-	-	10,88,563	-	-
Fire Fighting Equipment	30,89,471		-	30,89,471	14,69,821	14,65,176	-	29,34,997	1,54,474	16,19,650
Computers	32,28,953	3,08,794	-	35,37,747	24,02,440	5,62,064	-	29,64,504	5,73,243	8,26,513
Air Conditioners	13,95,934	6,36,672	-	20,32,606	6,76,721	3,13,428	-	9,90,149	10,42,457	7,19,213
Furniture and Fixtures	27,83,065	1,17,542	-	29,00,607	15,87,465	1,27,583	-	17,15,048	11,85,559	11,95,600
Vehicles(Car scooter Motors)	3,04,91,573			3,04,91,573	1,89,95,940	99,71,054		2,89,66,994	15,24,579	1,14,95,633
Office equipment	19,62,517	1,26,346	-	20,88,863	11,09,809	3,91,092	-	15,00,901	5,87,962	8,52,708
Vehicles (Motors,Lorry,Trucks)	16,95,230		7,28,443	9,66,787	9,71,716	46,434	51,363	9,66,787	-	7,23,514
Plantation	18,825		-	18,825	-		-	-	18,825	18,825
Lease Hold Rights	67,800		-	67,800	21,426	1,356	-	22,782	45,018	46,374
Plant & Machinery Corrugated Box	1,35,09,269		-	1,35,09,269	18,54,114	4,77,435	-	23,31,549	1,11,77,717	1,16,55,153
Total	1,14,49,52,585	11,55,41,315	17,64,379	1,25,87,29,521	59,15,15,661	6,69,07,988	6,91,439	65,77,32,210	60,09,97,308	55,34,36,922
Capital Work In Progress	5,23,77,067	2,00,00,000	7,23,77,067	-				-	-	5,23,77,067
Total	5,23,77,067	2,00,00,000	7,23,77,067	-	-	-	-	-	-	5,23,77,067
Grand Total	1,19,73,29,652	13,55,41,315	7,41,41,446	1,25,87,29,521	59,15,15,661	6,69,07,988		65,77,32,210	60,09,97,308	60,58,13,989

S M G & Co. Chartered Accountants

Chadha Papers Limited

Note 11 NON CURRENT INVESTMENTS

S.No.	Particulars	As at 31 March 2015	As at 31 March 2014
A	**Trade Investments (Refer A below)**		
	(a) Investment in Equity instruments		
	- of subsidiaries:		
	- 39,85,700 Equity share (39,85,700 equity share as at 31/03/2013) shares of Rs 10 each fully paid up in Manorama	31,04,306	31,04,306
	- of associates :	6,09,69,250	6,09,69,250
	- of others :	42,000	42,000
	(b) Investments in AOP	-	-
	Total (A)	**6,41,15,556**	**6,41,15,556**
B	**Other Investments (Refer B below)**		
	(a) Investments in Government or Trust securities	-	-
	Total (B)	-	-
	Grand Total (A + B)	**6,41,15,556**	**6,41,15,556**
	Less : Provision for dimunition in the value of Investments	-	-
	Total	**6,41,15,556**	**6,41,15,556**
	Aggregate amount of quoted investments (Market value of Rs. 1,75,000 (Previous Year Rs. 1,66,800)	42,000	42,000
	Aggregate amount of unquoted investments	6,40,73,556	6,40,73,556

S N M C & CO. New Delhi Chartered Accountants

NOTE NO. 7 TRADE PAYABLES

Other than acceptances		
- Acceptances	-	-
- Others than Acceptances		
Others	42,12,50,545	32,78,81,163
TOTAL	**42,12,50,545**	**32,78,81,163**

NOTE NO. 8 OTHER CURRENT LIABILITIES

Current Maturities of Long Term Debts	2,09,37,390	8,37,52,000
Statutory Remittances	44,72,441	25,84,096
Trade/ Security deposits received	7,75,004	7,75,004
Advances from customers	25,34,40,780	3,13,23,118
Other Expenses Payable- Other Advances*	2,81,85,420	2,06,28,129
TOTAL	**30,78,11,035**	**13,90,62,347**

* includes advance received from Adie Broswon Corporation Limited of Rs 1,67,43,250 for sale of 16,74,325 Equity Share of Rs 10 each of A.B Grain Spirits Pvt. Ltd., held by the company.

NOTE NO. 9 SHORT TERM PROVISIONS

Provision for Statutory Taxes	29,20,239	28,80,660
Provision for Employee Benefits		
Gratuity	5,291	376
Leave Encasement	64,272	14,027
TOTAL	**29,89,802**	**28,95,063**

NOTE NO. 12- DEFERRED TAX ASSETS (NET)

Deferred Tax Liabilities:		
Related to Fixed Assets	9,87,28,633	10,39,79,846
Deferred Tax Assets:		
Related to Loss	18,13,29,183	12,71,78,420
Realted to Provisions/Disalloawances	24,42,827	17,44,658
TOTAL	**8,50,43,376**	**2,49,43,232**

Deferred Tax Assets and Deferred Tax Liabilities have been offset as they relate to the same governing taxation law.

NOTE NO.13 LONG TERM LOANS & ADVANCES

Security Deposits		
Secured, considered good	-	-
Unsecured, considered good	64,93,683	36,22,501
TOTAL	**64,93,683**	**36,22,501**

NOTE NO. 14 INVENTORIES

Raw Materials and components	9,43,59,894	5,68,28,546
Work-in-progress (Valued at cost)*	3,21,25,000	1,95,93,182
Finished goods (Valued at cost or market price, which ever is lower)**	1,97,07,860	-
Stores and spares (Valued at Valued at cost or Market price, which ever is lower)	11,07,44,000	5,51,78,172
Others :		
Packing Material	7,63,000	2,51,306
Paddy Husk	-	2,99,49,130
Coal	2,99,20,631	1,40,985
TOTAL	**28,76,20,385**	**16,19,41,321**

*Details of Inventory of Work-In -Progress

PARTICULARS	As at 31.03.2015	As at 31.03.2014
Newsprint	1,92,75,000	1,95,93,182
Other Items	1,28,50,000	-
	3,21,25,000	1,95,93,182

**Details of Inventory of Finished Goods

PARTICULARS	As at 31.03.2015	As at 31.03.2014
Kraft Paper	1,03,10,000	
News Print	84,39,000	-
Writing Printing	3,21,000	
	1,90,70,000	-

NOTE NO. 15 TRADE RECEIVABLES

(Unsecured, Considered Good unless Otherwise Stated)		
Debts Outstanding for a period exceding six months	9,60,87,830	9,42,47,523
Less: Provision for doubtful trade receivables	30,00,000	30,00,000
	9,30,87,830	9,12,47,523
Others	16,72,12,737	-
TOTAL	26,03,00,567	9,12,47,523

NOTE NO. 16 CASH AND CASH EQUIVALENTS

Cash in hand	14,58,141	7,56,656
Balances with Scheduled Banks		
In Current Accounts	55,00,339	10,86,135
In Fixed Deposit Accounts	1,27,29,539	1,10,28,865
TOTAL	1,96,88,019	1,28,71,656

NOTE NO. 17 SHORT TERM LOANS AND ADVANCES

Loans and Advances to related parties : *		
Unsecured & Considered good	10,10,833	10,10,833
Loans and Advances to others		
Unsecured & Considered good	16,22,95,262	16,22,95,262
Loans and advances to employee	17,26,798	15,07,907
Prepaid Expenses.	3,87,908	85,179
MAT Credit entitlement	1,44,21,047	1,44,21,047
Balances with government authorities :		
CENVAT credit receivable	69,76,441	44,58,545
Service Tax receivable	15,28,931	15,20,323
Vat Credit receivables	38,15,175	24,57,434
TDS/TCS receivables (net of provision)	93,25,535	90,87,067
Deposits under protest	95,76,860	12,52,498
Others:		
Advance to suppliers/contractors	6,94,23,819	6,50,57,264
TOTAL	28,04,88,608	26,31,53,358

*** includes Loans & Advance to related parties due :**		
to Subsidiaries:		
M/s Manorama Paper Mill Pvt. Ltd.	10,10,833	10,10,833
Private companies in which Shareholders & their relative are director or member		
M/s Capco Holdings Pvt.Ltd.	7,06,43,651	7,06,43,651
TOTAL	7,16,54,484	7,16,54,484

NOTE NO. 18 OTHER CURRENT ASSETS

Others		
Receivables on sale of fixed assets	89,68,514	89,68,514
TOTAL	89,68,514	89,68,514

PARTICULARS	for the year ended March 31, 2015	for the year ended March 31, 2014
NOTE NO. 19 REVENUE FROM OPERATION		
Sale of products *	1,39,86,41,501	-
Other operating revenues **	-	-
	1,39,86,41,501	-
Less: Excise duty	2,91,06,949	-
	1,36,95,34,552	-
Sale of products comprises *		
Manufactured goods		
News Print & WP	99,50,02,961	-
Kraft Paper	39,97,32,265	-
	1,39,47,35,226	-
Other operating revenues **		
Sale of scrap	6,04,318	-
Others		
Paddy Husk	28,29,178	-
Petrolium Coke	4,72,779	-
	39,06,275	-
NOTE NO. 20 OTHER INCOME		
Interest on FDR	4,97,797	1,23,879
Profit from AOP	1,71,01,998	1,68,52,511
Misc. Income	4,49,017	5,96,222
TOTAL	**1,80,48,812**	**1,75,72,611**
NOTE NO. 21 COST OF MATERIALS CONSUMED		
Opening stock	5,68,28,546	19,38,140
Add: Purchases	1,02,16,06,933	5,62,98,456
	1,07,84,35,480	5,82,36,596
Less: Closing stock	9,43,59,894	5,68,28,546
Cost of material consumed*	**98,40,75,586**	**14,08,050**
*** Material consumed comprises:**		
Local Waste Paper/ Kraft Paper	91,11,14,049	-
Chemicals	7,29,61,536	-
	98,40,75,586	-
NOTE NO. 22 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Inventories at the end of the year:		
Finished goods	1,97,07,860	-
Work-in-progress	3,21,25,000	1,95,93,182
	5,18,32,860	**1,95,93,182**
Inventories at the beginning of the year:		
Finished goods	-	-
Work-in-progress	1,95,93,182	1,95,93,182
	1,95,93,182	**1,95,93,182**
Less: Excise duty on Closing Stock	**6,37,860**	
TOTAL	**(3,16,01,818)**	-
NOTE NO. 23. EMPLOYEE BENEFIT EXPENSES		
Salary & Wages	7,10,37,606	99,15,100
Bonus to staff	7,46,948	-
Gratuity	6,58,067	65,448
Leave Encashment	4,69,754	1,02,119
Contribution to PF & others	2,80,999	10,741
Staff Welfare Exp.	24,10,389	2,68,883
TOTAL	**7,56,03,763**	**1,03,62,291**

S N G & CO. New Delhi Chartered Accountants

NOTE NO. 24 FINANCE COST

Interest expense on:		
Borrowings	3,34,71,601	3,77,94,919
Others	21,309	5,997
Other borrowing costs	-	8,14,610
TOTAL	**3,34,92,910**	**3,86,15,526**

NOTE NO. 25 OTHER EXPENSES

Consumption of stores and spare parts	2,16,10,216	-
Consumption of packing materials	1,45,38,683	-
Manufacturing Exp.	2,28,24,328	3,12,629
Power and fuel	29,76,73,261	21,09,054
Water Cess	3,36,677	-
Rent including lease rentals	37,000	37,000
Repairs and maintenance - Buildings	5,74,473	8,685
Repairs and maintenance - Machinery	1,02,39,670	1,05,90,139
Repairs and maintenance - Others	14,95,944	49,66,439
Security Charges	37,06,398	12,69,565
Insurance	6,54,489	10,30,072
Rates and taxes	3,25,619	24,04,126
Communication	6,19,520	1,12,276
Travelling and conveyance	47,18,904	9,47,480
Printing and stationery	3,30,788	1,04,904
Freight and forwarding	29,22,190	48,362
DGFT Demand	1,17,16,382	
Bank Guarantee Revocation	-	88,92,000
Legal and professional	25,02,834	6,40,160
Payments to auditor		
As Statutory audit fee	1,25,000	1,00,000
As Tax Audit fee	75,000	50,000
Commission on Sales	2,68,23,732	-
Rebate & Discount	1,05,64,668	
Prior period items (net)	35,897	3,19,787
Miscellaneous expenses	19,84,333	4,50,958
Bank Charges	23,28,300	54,323
Loss on sale of Fixed Assets	1,45,860	30,17,979
TOTAL	**43,89,10,166**	**3,74,65,938**

SMAG & CO. Chartered Accountants New Delhi

CHADHA PAPERS LIMITED
CHADHA ESTATE, NAINITAL ROAD,
BILASPUR, RAMPUR. U.P.

26. NOTES ON ACCOUNTS

1. **Statement of Significant Accounting Policies :-**

A. Basis Of Preparation

The financial statements have been prepared to comply in all material respects in respects with the Notified accounting standard by Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

B. Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

C. Fixed Assets

Fixed assets are stated at cost less the accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use except excise duty levied thereon which has been reduced from the cost of respective assets.

D. Depreciation

Depreciation on tangible assets is provided on pro-rata basis on the written down value method over the estimated useful lives of the assets as prescribed under Schedule II to the Companies Act, 2013.

Useful lives of the tangible assets have been revised during the year to comply with the provisions of Schedule II to the Companies Act, 2013. The carrying amount of the assets as on April 1, 2014 has been depreciated over the remaining useful life of the respective assets. For assets where the remaining revised useful life is Nil, the carrying value amounting to Rs. 11,976,236 has been charged to Statement of Profit and Loss for the year ended March 31, 2015.

E. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Sale of Goods

Revenue from sale of good is recognized upon passing of title of goods to the customers which generally coincides with the delivery. Excise Duty, Sales Tax and VAT deducted from turnover (gross) are the amount that is included in the amount of turnover (gross) and not the entire amount of liability arised during the year.

Other Income

Other Income is accounted for on accrual basis.

S N M & Co. New Delhi Chartered Accountants

F. Inventories

Inventories are valued as follows:

(i) Raw material, chemicals, packing materials and stores & spares parts

Valued at lower of cost & net realisable value. Cost is computed by applying yearly average cost, except for stores & spare parts, which are calculated on FIFO basis. Stores & Spares consumed includes tools and implements.

(ii) Stock in process

Valued at estimated cost or net realizable value less estimated cost of completion, which ever is lower.

(iii) Finished goods

At cost or market price, whichever is lower. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

G. Investments

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments

H. Insurance Claims

Insurance claims are accounted for when the measurability and the collectability is established with reasonable certainty.

I. Foriegn Currency Transactions

(i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

(iii)Exchange Differences

Exchange differences arising on the settlement of monetary items of company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

J. Borrowing Costs

Borrowing cost specifically identified to the acquisition or construction of a qualifying asset is capitalized as part of such asset. A qualifying asset is one that necessarily takes

Chartered Accountants

substantial period of time to get ready for its intended use. All other borrowing costs are charged to profit & Loss account.

K. Provisions, Contingent Liabilities & Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent assets are neither recognized nor disclosed in the financial statements. Contingent liabilities, if material, are disclosed by way of notes.

L. Retirement and other benefits

- Retirement benefits in the form of Provident Fund are charged to the Profit and Loss Account of the year when the contributions to the respective funds are due.

- Gratuity and Leave encashment provision is provided on Actuarial basis at the year end.

M. Income Taxes

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised.

N. Impairment Of Assets:

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to profit & loss account in the year in which as asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed and there has been a change in the estimate recoverable amount.

O. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

P. Cash and Cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

Q. Residuary

Accounting policies not specifically mentioned are consistent with generally accepted accounting practices.

2. **CONTINGENT LIABILITIES**

(A) Corporate Guarantee given aggregating to Rs 5200.00 lacs (Previous year Rs 5200.00 lacs) to banks and financial institutions on behalf of group companies.

(B) Legal suit by Hindustan Door Oliver Ltd. for compensation claim of Rs.100.00 Lacs (Previous year 100.00 lacs).Matter is in progress in Delhi High Court.

(C) M/S VIPA Lausanne SA has filed a Winding up petition u/s 433 and 434 of Companies Act, 1956 before the Hon'ble Allahabad High Court for recovery of Rs 2 Crore, regarding the loss due to non fulfillment of promise to purchase Waste Papers from VIPA. Company has denied its liability and has questioned the party's legality to file the winding up petition in
Indian Court.

3. Balances of Sundry Debtors., Loans & Advances, Sundry Creditors and Security Deposits are subject to confirmation / reconciliation.

4. No Provision has been made for Director's Sitting Fee.

5. **Auditors Remuneration**

Si. No	Particular	2014-15	2013-14
1	Audit Fees	2,00,000	1,50,000
	Total	**2,00,000**	**1,50,000**

6. There has been no employee having received the remuneration aggregating Rs. 60,00,000/- or more if employed for the full year or Rs. 5,00,000/- per month or more, if employed for the part of the year.

7. In the opinion of the management and to the best of their knowledge & belief, the value on realization of current assets, loans & advances in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet.

8. Sundry debtors include a sum of Rs.11, 95,497 (Previous year Rs. 11, 95,497) due from M/s United Papers Krafts, Derrabassi (Punjab) against whom legal suit is pending in court. During the previous years 09-10 mutual settlement was reached with party and the payment was being received gradually but no amount has been received from party till date.

9. The company had given purchase order to M/s .Hindustan Door Oliver Ltd. for purchase of some machinery. Due to non-fulfillment of terms & conditions, M/s.Hindustan Door Oliver Ltd. had filed a suit against the company for Rs.100.00 lacs. The case is pending in Delhi High Court. Against the said purchase order the company had also paid Rs.46.00 lacs as advance for supplies which is appearing in head advance to suppliers. Recovery of the amount can not be commented upon. No provision has been made against it.

10. The company has not made any provision for diminution in the value of Investment, as the said Investments are held as Long Term Investment and, in the opinion of the management, the diminution in the value of some of the investments, if any, is temporary and hence no provision is required.

11. In the opinion of management and to the best of their knowledge, estimates & belief, the discounted cash inflow from use of fixed asset will exceed the carrying value of fixed

asset. Therefore the Provision of Accounting Standard 28 (Impairment of Asset) is not applicable on the company.

12. In the opinion of management and to the best of their knowledge & belief, the creditor of company does not include any dues to Small Scale Industry

13. The management has provided provision for gratuity and Leave Encashment on actuarial valuation.

14. Segment information for the year ended 31st March'2015 information about Primary Business segment.

					(RS.IN LACS)
	PARTICULARS	**KRAFT PAPER**	**WRITING PRINTING PAPER**	**OTHERS**	**TOTAL**
	REVENUE				
	External Revenue	3,764.52	9,891.76	39.06	13,695.35
	Intersegment Revenue	-	-	-	-
	Total Revenue	**3,764.52**	**9,891.76**	**39.06**	**13,695.35**
	RESULT				
	Segment Result	(177.84)	742.92	39.06	604.14
	Un-allocated expenditure				1,144.03
	Operational Profit				(539.89)
	Interest Expenses				334.93
	Income Taxes				-
	Profit from ordinary activities				(874.82)
	Extra Ordianry Losses				1.46
	Net Profit				**(876.28)**
	OTHER INFORMATION				
	Segment assets	3,709.63	7,902.32	-	11,611.95
	Unallocated corporate assets				975.35
	Total assets (Fixed)				**12,587.30**
	Segment Liabilities			-	-
	Unallocated corporate Liabilities				2,206.21
	Total Liabilities (Secured Loans)				**2,206.21**
	Capital Expenditure	419.75	723.77		1,143.52
	Capital Expenditure on Unallocated assets				11.89
	Total Expenditure				**1,155.41**
	Depreciation	100.25	430.38		530.63
	Depreciation on unallocated assets				138.63
	Total Depreciation				**669.26**
	Non Cash expenses other than depreciation				-

S N M G & Co. New Delhi Chartered Accountants

Note :

1. The company has considered business segment as primary segment for disclosure
2. Segments have been identified in line with Accounting Standard (AS)-17 taking into account the organizational structure as well as differential risks & returns of these segments.
3. The unallocable expenditure & Income and assets & Liabilities are shown in consolidated column considering the nature of account.
4. Services consist of Commission & Consultancy.

15. The Company hold the lease hold right of using an accommodation for a week per year (on cumulating basis) of Sterling Holidays Resorts where ever constructed. The original payment made by the company is Rs.67,800 the right of use is treated as fixed assets and depreciation is being charged considering the period of lease.

16. RELATED PARTY DISCLOSURES

Names of related parties:

Names of related parties where control exists irrespective of whether transactions have occurred or not	
Subsidiary Company	Manorama Paper Mills Ltd.
Names of other related parties with whom transactions have taken place during the year	
Key Management Personnel	Mr. Anand Singh (Director)
	Mr. Sanmeet Singh (Additional Director)
	Mr. Naveen Saxena (Additional Director)
	Mr. Aman Bir Singh Sethi (Director)
Enterprises owned or significantly influenced by key management personnel or their relatives or other Associates	**Shiva Sugar Mills Ltd.,** Rado Enterprises Pvt. Ltd., **Great Value Fuels Pvt. Ltd.,** Chadha Holding Pvt. Ltd., Shiv Shakti Traders., Wave Industries Pvt. Ltd., Aman Box Factory Pvt. Ltd.

Details of Related Party Transaction

Particulars	**Subsidiary Company**	**Enterprises owned or significantly influenced by key management personnel or their relatives or Associates**	**Key Management Personnel**
Unsecured Loan (Accepted)			
Chadha Holdings Pvt. Ltd.		164,400,000	
Unsecured Loan(Repayment)			
Chadha Holdings Pvt. Ltd.			
Chadha Sugar & Industries Pvt. Ltd.		1,992,000	
Shiv Shakti Traders		17,101,998	
Profit from AOP			
Shiv Shakti Traders		17,101,998	
Closing balances of			

investments in associated companies (Dr)			
Shiva Sugar Mills Ltd.		Nil	
Manorama Paper Mills (P) Ltd	31,04,306		
Great Value Fuels Pvt. Ltd.		44,226,000	
Closing balances of Loans and Advances (Dr)			
Manorama Paper Mills Ltd.	1,010,833		
Closing balances of Unsecured Loan (Cr.)			
Rado Enterprises Pvt. Ltd.		28,000,000	
Chadha Holdings Pvt. Ltd.		791,142,000	
Shiv Shakti Traders		83,090,137	
Wave Industries Pvt Ltd		Nil	

17. Earnings Per Share

Particulars	2014-15	2013-14
Profit attributable to Ordinary Shareholders	**(119,744,665)**	**(63,273,240)**
Weighted average No.of Ordinary Shares for Basic EPS	10,204,040	10,204,040
Nominal value of Ordinary Shares	Rs.10	Rs.10
Basic/ Diluted Earnings per Ordinary Share	Rs. (11.74)	Rs. (6.20)

18. (A) Detail of Disputed Statutory Dues as on 31.03.2015

Serial No	Name of Tax	Original Amount.	Interest/ Penalty (If any)	Paid under Protest
1	UP Trade Tax	16,155	-	16,155
2	Entry tax	82,500	-	-
3	Central Sales Tax	25,000	-	25,000
4	UP Trade Tax	35,000	-	35,000
5	Entry tax	20,000	-	20,000
6	Entry Tax	3,00,000		1,20,000
7	U.P Trade Tax	8,17,476	-	3,26,990
8	UP Trade Tax (3B Form)	3,40,000	-	1,36,000

S N M G & Co. New Delhi Chartered Accountants

19. Details of Non Disputed Statutory Dues Payable as on 31.03.2015

Serial No	Particulars	Name of Tax	Original Amount.
1	Stock Exchange	Listing fee	7,96,000
2	Fringe Benefit Tax	FBT	21,03,986
3	Wealth Tax	Wealth Tax	816,253
4	Water Cess	Water Cess	5,50,265
5.	TCS	TCS	96,779
6.	Development Tax	Development Tax	642
7.	Central Sales Tax	CST	474,965
8	Entry Tax	Entry Tax	74,130
9	UPTT	Sale tax	562,351

20. Unsecured Loan Taken From Companies covered in registered maintained under section 189 has been entered in register.

21. During the year ended March 31, 2015, management reassessed the depreciation rates of the tangible assets and revised the same to shift to the useful life based guidance as per Schedule II to the Companies Act, 2013. Accordingly, the useful lives of certain assets required a change from previous estimates.

If the company continued with the previously assessed depreciation rates, charge of depreciation for the year ended March 31, 2015 would have been lower by Rs. 5,340,971.

22. Previous year figures have been regrouped and rearranged wherever necessary to make them comparable with those of previous year.

23. The tax payable under the MAT is adjustable towards regular tax liability in the next ten years as per provisions of Income Tax Act'1961.

For **SNMG & CO.**
Chartered Accountants
FRN No. 04921N

SD/
Rakesh Kumar
Partner
M. No. 083911

Place: New Delhi
Date: 02.09.2015

For and on behalf of the Board of Director

Aman Bir Singh Sethi
Whole Time Director
(DIN:-01015203)

Sanmeet Singh
Director
(DIN:-01139468)

Company Secretary
(M. No.20316)

Chief Finance Officer
(PAN:- AOIPG4036J)

Chadha Papers Limited

Cash Flow Statement for the period ended on March 31, 2015

(Amount in Rs.)

		For the year ended on March 31, 2015	For the year ended on March 31, 2014
A	**CASH FLOW FROM OPERATING ACTIVITIES:**		
	Net Profit Before Taxation & Extraoridinary Items	(119,744,665)	(63,273,240)
	Adjustment for:		
	Add: Depreciation and amortisation	66,907,988	57,606,915
	Add: Finance Cost	33,492,910	38,615,526
	Add: Loss on sale of Fixed Assets	145,860	3,017,979
	Less: Interest on FDR	(497,797)	(123,879)
	Less: Profit from AOP	(17,101,998)	(16,852,511)
	Operating Profit/(loss)before Working Capital Changes	**(36,797,702)**	**18,990,790**
	Changes in Working Capital:		
	Adjustment For (increase)/decrease in operating assets:		
	Decrease in Inventories	(125,679,064)	(80,156,536)
	Decrease/ (Increase) in trade receivable	(169,053,044)	8,100,072
	Decrease in short term loan and Advances.	(17,335,250)	(14,875,577)
	(Increase) in Deferred Tax Assets	(60,100,144)	
	(Increase) in Long term loan and Advances.	(2,871,182)	(304,896)
	Adjustments for increase/(decrease) in operating liabilities		
	Increase in Trade Payable	93,369,382	31,361,213
	Increase in other Current Liabilities	231,658,037	(1,710,397)
	(Decrease) in Deferred Tax Liability		(64,664,727)
	Increase/ (Decrease) in long term Provision	1,072,661	165,224
	Cash generated from operations	(85,736,306)	(103,094,834)
	Net Cash Flow Used in Operating Activities	**(85,736,306)**	**(103,094,834)**
B	**CASH FLOW FROM INVESTING ACTIVITIES:**		
	Interest received on FDR	497,797	123,879
	Profit from AOP	17,101,998	16,852,511
	Short term Loan and advance given/ Received	-	979,410
	Capital Expenditure on Fixed Asset	(63,164,248)	(59,833,007)
	Proceeds From Sale of Fixed Asset	927,080	550,000
	Refund of Share Application Money	-	1,991,513
	Net Cash Flow from investing Activities	**(44,637,372)**	**(39,335,695)**
C	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Proceed / (Repayment) from/of Long term borrowings	124,376,625	904,984,777
	(Decrease) in current maturity of Long Term Loan	(62,814,610)	-
	Proceed/ (Repayment) from/of Short Term Borrowings	109,120,936	(714,423,094)
	Finance Cost	(33,492,910)	(38,615,526)
	Net Cash Flow used in Financing Activities	**137,190,041**	**151,946,157**
	Net Changes in Cash & Cash Equivalent (A+B+C)	6,816,363	9,515,628
	Cash & Cash Equivalents at the beginning of the year	12,871,656	3,356,028
	Cash & Cash Equivalents at the end of the year	19,688,019	12,871,656

As Per Our Report of Even D.

For SNMG & Co.
Chartered Accountants
ICAI FRN. 04921N

Rakesh Kumar
Partner
M.No.083911

Place : New Delhi
Date : 02.09.2015

For and on Behalf of the Board of Directors of Chadha Papers Limited

Aman Bir Singh Sethi
Whole Time Director
(DIN:-01015203)

Sarineet Singh
Director
(DIN: 01139468)

Shalini Budhwar
Company Secretary
(M. No. 20316)

Atul Gupta
CFO
(PAN: AOIPG4036J)

SNMG & CO.
CHARTERED ACCOUNTANTS
F-378, Sarita Vihar, New Delhi-110076
Ph. 29948663/29948664 Fax : 26948000
email : gargrk58@gmail.com

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF CHADHA PAPERS LIMITED

Report on the Consolidated Financial Statements

1. We have audited the accompanying Consolidated financial statements of **Chadha Papers Limited** ("the Holding Company") and its Subsidiaries, (the Holding Company and its subsidiaries together referred to as "the Group"), its associates and jointly controlled entities,comprising of the consolidated Balance Sheet as at March 31, 2015&the consolidated Statement of Profit and Lossfor the year then ended,and a summary of the significant accounting policies and other explanatory information("consolidated Financial Statements").

Management's Responsibility for the Consolidated Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position and consolidated financial performanceof the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its associates areresponsiblefor maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statement by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting and auditing standards and matters which are required to be included in the audit report.

SNMG & Co. New Delhi Chartered Accountants

5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

   a. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their report referred to in sub-paragraph (a) of the other matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

7. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2015, and their consolidatedlossesfor the year ended on that date.

Other Matters

(a) We did not audit the financial statements of Manorama Paper Mills Limited (subsidiary), whose financial statements reflect total assets of Rs. 105,459,447.64 as at 31st March, 2015 and total revenues of Rs. 54,683 for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share in net profit of Rs. 20,336,607 for the year ended 31st March, 2015, as considered in the consolidated financial statements, in respect of Great Value Fuels Private Limited (associate), whose financial statements / financial information have not been audited by us. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, and our report in terms of sub-sections (3) and (11) of Section

S N G & Co. New Delhi Chartered Accountants

143 of the Act, insofar as it relates to the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

8. As required by 'the Companies (Auditor's Report) Order, 2015', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), based on the comments in the auditors' reports of the Holding Company and its subsidiary companies, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

9. As required by Section 143 (3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors.

   (c) The consolidated Balance Sheet and the consolidated Statement of Profit and Lossdealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

   (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:

      i. There were no pending litigations as at March 31, 2015 which would impact the consolidated financial position of the Group.

      ii. The Group has not any material foreseeable losses on long-term contracts including derivative contracts as at March 31, 2015.

S N G & Co. New Delhi Chartered Accountants

iii. There were no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies during the year ended March 31, 2015.

For SNMG & Co.
FRN: 004921N
Chartered Accountants

SNMG & Co. New Delhi Chartered Accountants

Rakesh Kumar
Partner
M. No. : 083911

Place: New Delhi
Date : 02 SEP 2015

Annexure to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Chadha Papers Limited on theConsolidated Financial Statements as of and for the year ended March 31, 2015

i. (a) TheGroup is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The fixed assets of the holding company have not been physically verified by the Management during the yearbut we have been informed that the company is in the process of implementing the programme of periodical verification of the fixed assets immediately after completion of the records, however in case of the subsidiary company fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies have been noticed on such verification.

ii. (a) As per the information furnished, the inventories have been physically verified during the year by the management at reasonable intervals.

(b) According to the information and explanations given to us, procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Group and the nature of its business.

(c) The Group is maintaining proper records of inventory. In our opinion, discrepancies noticed on physical verification of inventories were not material in relation to the operations of the Group and the same have been properly dealt with in books of account.

iii. (a) The Group has granted interest free loans/advances to parties covered in the register maintained under Section 189 of the Act in earlier years. The maximum amount outstanding during the year and year end balance was Rs10.10 Lac.

(b) In our opinion and according to information and explanation given to us, the terms and conditions of interest free loans given to the parties covered in the register maintained under Section 189 of the Act are not prima facie prejudicial to the interest of the Group.

(c) As per our information and explanation given to us, Loans given to said parties are repayable on demand.

(d) There is no overdue amount of loan granted to Companies, firm or other parties listed in the register maintained under section 189 of the Companies Act, 2013.

iv. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Group and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. However, the internal control procedures with regard to documentation with respect to (a) review and reconciliation of book balances of customers/vendors and (b) compliance with input CENVAT/Service Tax claims needs to be strengthened considering the procedural and technical issues involved therein.

v. In our opinion and according to the information and explanation given to us the Group has not accepted deposits within the provisions of Sections 73 of the Act and the rules framed there under to the extent notified.

vi. The Central Government of India has specified the maintenance of cost records under subsection (1) of Section 148 of the Act for the products of the Group.

S N M & Co. New Delhi Chartered Accountants

Annexure to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Chadha Papers Limited on theConsolidated Financial Statements as of and for the year ended March 31, 2015

vii. (a) According to the information and explanations given to us, undisputed dues payable in respect of provident fund, investor education and protection fund, income-tax, service tax, sales-tax, customs duty, excise duty and other undisputed statutory dues were outstanding at the period endfor a period of more than six months from the date they became payable are as follows.

Details of Undisputed Statutory DuesPayable as on 31.03.2015

S.No.	Particulars	Name of Tax	Original Amount.
1	Listing Fees	Listing fee	7,96,000
2	Fringe Benefit Tax	FBT	21,03,986
3	Wealth Tax	Wealth Tax	816,253
4	Water Cess	Water Cess	5,50,265
5.	TCS	TCS	96,779
6.	Development Tax	Development Tax	642
7.	Central Sales Tax	CST	18,89,700
8	Entry Tax	Entry Tax	74,130
9	UPTT	Sale tax	18,50,038
10	Excise	Excise Duty	54,95,173
11	Service Tax	Service Tax	14,01,176
12	Pollution Cess and Taxes	Cess& Tax	292,799

(b) According to the information and explanations given to us and records of the company examined by us, the particulars of dues of central excise, service tax, sales tax, entry tax etc. which have not been deposited on account of any dispute are as follows:

Detail of Disputed Statutory Duesas on 31.03.2015

S.No.	Name of Tax	Original Amount.	Interest/ Penalty (If any)	Paid under Protest
1	UP Trade Tax	16,155	-	16,155
2	Entry tax	82,500	-	-
3	Central Sales Tax	25,000	-	25,000

S N M & Co. New Delhi Chartered Accountants

Annexure to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Chadha Papers Limited on theConsolidated Financial Statements as of and for the year ended March 31, 2015

4	UP Trade Tax	35,000	-	35,000
5	Entry tax	20,000	-	20,000
6	Entry Tax	3,00,000		1,20,000
7	U.P Trade Tax	8,17,476	-	3,26,990
8	UP Trade Tax (3B Form)	3,40,000	-	1,36,000

(c) There are no amounts required to be transferred by the Group to the Investor Education and Protection Fund in accordance with the provisions of the Companies Act, 1956 and the rules made thereunder.

viii. The Group has been registered for more than 5 years and has accumulated loss of Rs. 712,006,561 as at the end of the financial year and it has incurred cash loss of Rs. 113,480,189 during the current financial year ended.

ix. Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Group has not defaulted in repayment of dues to bank/financial institutions. There are no debenture holders.

x. In our opinion, and according to the information and explanations given to us, the Group has given corporate guarantee aggregating Rs. 52 Crore for loans taken by others from banks or financial institutions.

xi. Yes, term loans were applied for the purpose for which the loans were obtained.

xii. During the course of our examination of the books and records of the Group, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Group, noticed or reported during the year, nor have we been informed of any such case by the Management.

For SNMG & Co.
FRN : 004921N
Chartered Accountants

S N M G & Co. New Delhi Chartered Accountants

Rakesh Kumar
Partner
M. No. : 083911

Place: New Delhi
Date : 02 SEP 2015

CHADHA PAPERS LIMITED
Consolidated Balance Sheet

PARTICULARS	Note No.	As at 31.03.2015
EQUITY AND LIABILITIES		
Shareholders' funds		
Share Capital	1	102,040,400
Reserves & Surplus	2	(712,006,561)
Minority Interest		35,311
Capital Reserve		83,973,129
Non-current liabilities		
Long-term borrowings	3	1,134,074,301
Long-term provisions	4	1,374,792
Other Non Current liabilities	5	160,192,777
Current liabilities		
Short-term borrowings	6	209,683,672
Trade payables	7	452,558,499
Other current liabilities	8	314,221,035
Short-term Provisions	9	3,346,067
TOTAL		**1,749,493,422**
ASSETS		
Non-current assets		
Fixed assets	10	
Tangible assets		654,267,356
Capital work-in-progress		-
Non-current investments	11	108,678,306
Deferred Tax Assets	12	71,809,416
Long-term loans and advances	13	6,493,683
Current assets		
Inventories	14	300,713,329
Trade receivables	15	290,522,263
Cash and cash equivalents	16	19,821,602
Short-term loans and advances	17	288,184,741
Other current assets	18	9,002,725
TOTAL		**1,749,493,422**
Additional Notes to Accounts	26	

The notes referred to above form an integral part of the Balance Sheet
In terms of our report of even date attached

For SNMG & Co.
Chartered Accountants
ICAI FRN. 04921N

Rakesh Kumar
Partner
M.No. 083911

Place : New Delhi
Date : 02.09.2015

For and on behalf of the Board of Directors
of Chadha Papers Limited

Aman Bir Singh Sethi
Whole Time Director
(DIN:-01015203)

Sanmeet Singh
Director
(DIN:-01139468)

Company Secretary
(M. No. 20316)

Chief Finance Officer
(PAN:- AOIPG4036J)

CHADHA PAPERS LIMITED
Consolidated Statement of Profit and Loss

PARTICULARS	Note No.	As at 31.03.2015
REVENUE FROM OPERATION		
Revenue from operations	19	1,369,534,552
Other Income	20	18,103,495
TOTAL		**1,387,638,047**
EXPENSES		
Cost of material consumed	21	984,075,586
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	22	(31,601,818)
Employee benefits expenses	23	75,603,763
Finance costs	24	33,506,906
Depreciation and amortization	10	66,907,988
Other Expenses	25	439,494,220
Total expenses		**1,567,986,645**
Profit before exceptional and extraordinary items and tax		**(180,348,598)**
Exceptional items		-
Profit before extraordinary items and tax		**(180,348,598)**
Extraordinary items		
Profit / (Loss) Before Tax		**(180,348,598)**
Less : Tax Expense		
Current Income Tax / Wealth Tax		39,579
Deferred Income Tax		(60,100,145)
MAT credit available for set off in future years		-
Provision for tax for earlier years		-
Profit/(Loss) After Tax		**(120,288,032)**
Add : Balance Profit / (Loss) B/F from last year		
Balance Available For Appropriation		**(120,288,032)**
Less : Proposed Dividend on 10% Cum. Pref. Shares		
Less : Distribution Tax on Dividend		
Less : Preference Share Capital Redemption Reserve		
		(120,288,032)
Less : Share of loss /(profit)in Associate		(5,730,279)
Less : Share of minority Loss /(Profit)		450
Balance Carried To Balance Sheet		**(114,558,203)**
Basic and Diluted Earnings per share (face value of Rs. 10 each)		
Additional Notes to Accounts	26	

The notes referred to above form an integral part of the Balance Sheet
In terms of our report of even date attached

For SNMG & Co.
Chartered Accountants
ICAI FRN. 04921N

Rakesh Kumar
Partner
M.No. 083911

Place : New Delhi
Date : 02.09.2015

For and on behalf of the Board of Directors
of Chadha Papers Limited

Aman Bir Singh Sethi
Whole Time Director
(DIN:-01015203)

Sanmeet Singh
Director
(DIN:-01139468)

Shalini
Company Secretary
(M. No. 20316)

Chief Finance Officer
(PAN:- AOIPG4036J)

CHADHA PAPERS LIMITED
Notes forming part of the Consolidated Statement of Accounts for the year ended 31.03.2015

PARTICULARS	
Note No. 1. SHARE CAPITAL	
Authorised	
10,500,000 Lacs (Previous Year - 10,500,000 Lacs) Equity Shares of Rs.10 each	105,000,000
	105,000,000
Issued, Subscribed & Paid-Up	
10,204,040 (Previous Year 10,204,040) Equity Shares of Rs 10 each, fully paid in Cash	102,040,400
	102,040,400

Reconcilation of Number of Shares :

Particulars	As at 31.03.2015
	Nos. of Shares
Equity Shares	
Shares outstanding at the beginning of the year	10,204,040
Shares Issued during the year	
Shares bought back during the year	
Shares outstanding at the end of the year	**10,204,040**

Right,Preferences and Restrictions: N.A.

Share holding more than 5%

Name of Shareholder	As at 31.03.2015
	Nos. of Shares
Smt. Prakash Kaur	1,959,954
M/S Chadha paper limited	-
Smt. Jatinder Kaur Chadha	1,388,590
Sh. Rajinder Singh Chadha	1,311,800
M/s Capco Holdings Pvt. Ltd.	2,689,376
TOTAL	**7,349,720**

Share reserved for issue under options and contracts/commitments N.A.

Detail of shares for the period of 5 years (immediately preceding March 31, 2015)

Share alloted as fully paid up pursuant to contract :	N.A.
Share alloted as fully paid bonus share	N.A.
Share bought back	N.A.

Calls unpaid N.A.
by directors
by officers

S N M C & Co. New Delhi Chartered Accountants

PARTICULARS	As at 31.03.2015
NOTE NO. 2. RESERVES & SURPLUS	
Surplus in statement of Profit and Loss	
Share premium	53,320,000
Capital Reserve	1,494,710
Balance as per last balance sheet	(652,263,068)
Add: Profit for the year	(114,558,203)
Less: Appropriation/ adjustment	-
Balance as at end of the year	**(766,821,271)**
TOTAL	**(712,006,561)**
NOTE NO. 3. LONG TERM BORROWINGS	
Unsecured - Repayable on demand	
Loans from related parties	
From Body Corporates	819,142,000
From AoP in which Company is Member	83,090,137
From Directors, Ex- Directors and Relatives	14,049,221
	916,281,359
Loans from others	
From Body Corporates	217,792,942
	217,792,942
TOTAL	**1,134,074,301**
NOTE NO. 4 LONG TERM PROVISIONS	
(Non- Funded)	
Provision for Gratuity	795,739
Provision for Leave Encashment	579,053
TOTAL	**1,374,792**
NOTE NO. 5 OTHER NON-CURRENT LIABILITIES	
Payables For More than 3 Years	160,192,777
TOTAL	**160,192,777**
NOTE NO. 6 SHORT TERM BORROWINGS	
Secured	
Loans repayable on demand from banks	
Letter of Credit	75,167,293
Cash Credit *	124,516,379
Un Secured	
M/s. Chilka Fine Traders P. Ltd.	6,500,000
M/s. Sank Sons Papers P Ltd.	3,500,000
TOTAL	**209,683,672**

*(Cash Credit and Letter of Credit from PSB are secured by the hypothecation charge on all current assets both present and future including RM/WIP /SFSs /FGs etc and entire book debt of the company and additionally secured alongwith the term loans by way of pari passu charge on the residential property situated at Moradabad owned by the family members of Ex-Directors & Managing Director, first exclusive charge on fixed assets kept in Term Loans account by way of equitable mortage of land & building and charge over entire fixed assets (present & future) of the company, personal guarantee of Ex Directors and Managing Director and their family members (owning the property at Moradabad) and corporate guarantee of an associated company.

SNMG & Co. New Delhi Chartered Accountants

NOTE NO. 7 TRADE PAYABLES

Other than acceptances	
- Acceptances	
- Others than Acceptances	
Others	452,558,499
TOTAL	**452,558,499**

NOTE NO. 8 OTHER CURRENT LIABILITIES

Current Maturities of Long Term Debts	20,937,390
Statutory Remittances	4,472,441
Trade/ Security deposits received	775,004
Advance Against Sale of Fixed Assets	6,400,000
Security Received from Shri Kishore Singh	10,000
Advances from customers	253,440,780
Other Expenses Payable- Other Advances*	28,185,420
Cheques issued but not presented in Bank	
TOTAL	**314,221,035**

* includes advance received from Adie Broswon Corporation Limited of Rs 1,67,43,250 for sale of 16,74,325 Equity Share of Rs 10 each of A.B Grain Spirits Pvt. Ltd., held by the company.

NOTE NO. 9 SHORT TERM PROVISIONS

Provision for Statutory Taxes	2,920,239
Expenses Payable	356,265
Provision for Employee Benefits	
Gratuity	5,291
Leave Encasement	64,272
TOTAL	**3,346,067**

S N M G & Co. New Delhi Chartered Accountants

PARTICULARS	As at 31.03.2015
NOTE No.11 - Trade Investments (Refer A below)	
(a) Investment in Equity instruments	
- of associates :	60,969,250
- of others :	42,000
(b) Investments in AOP	-
Total (A)	**61,011,250**
Other Investments (Refer B below)	
(a) Investments in Government or Trust securities	
Total (B)	-
Grand Total (A + B)	61,011,250
Less : Provision for dimunition in the value of Investments	
Total	**61,011,250**
Add : Share in accumulated profits and reserves	47,667,056
	108,678,306
Aggregate amount of quoted investments (Market value of Rs. 1,43,290 (Previous Year Rs. 1,56,170)	84,000
Aggregate amount of unquoted investments	128,147,112
NOTE NO. 12- DEFERRED TAX ASSETS (NET)	
Deferred Tax Liabilities:	
Related to Fixed Assets	111,962,593
Deferred Tax Assets:	
Related to Loss	181,329,183
Realted to Provisions/Disalloawances	2,442,827
TOTAL	**71,809,416**
Deferred Tax Assets and Deferred Tax Liabilities have been offset as	
NOTE NO.13 LONG TERM LOANS & ADVANCES	
Security Deposits	
Secured, considered good	-
Unsecured, considered good	6,493,683
TOTAL	**6,493,683**
NOTE NO. 14 INVENTORIES	
Raw Materials and components	107,452,838
Work-in-progress (Valued at cost)*	32,125,000
Finished goods (Valued at cost or market price, which ever is lower)**	19,707,860
Stores and spares (Valued at Valued at cost or Market price, which ever is lower)	110,744,000
Others :	
Packing Material	763,000
Coal	29,920,631
TOTAL	**300,713,329**
***Details of Inventory of Work-In -Progress**	
Newsprint	19,275,000
Other Items	12,850,000
	32,125,000
****Details of Inventory of Finished Goods**	
Kraft Paper	10,310,000
News Print	8,439,000
Writing Printing	321,000
	19,070,000

S N B & Co. New Delhi Chartered Accountants

PARTICULARS	As at 31.03.2015
NOTE NO. 15 TRADE RECEIVABLES	
(Unsecured, Considered Good unless Otherwise Stated)	
Debts Outstanding for a period exceding six months	127,601,353
Less: Provision for doubtful trade receivables	4,291,827
	123,309,526
Others	167,212,737
TOTAL	**290,522,263**
NOTE NO. 16 CASH AND CASH EQUIVALENTS	
Cash in hand	1,472,458
Balances with Scheduled Banks	
In Current Accounts	5,569,605
In Fixed Deposit Accounts	12,779,539
TOTAL	**19,821,602**
NOTE NO. 17 SHORT TERM LOANS AND ADVANCES	
Loans and Advances to related parties : *	
Unsecured & Considered good	-
Loans and Advances to others	
Unsecured & Considered good	169,016,869
Loans and advances to employee	1,729,005
Prepaid Expenses.	387,908
MAT Credit entitlement	14,421,047
Balances with government authorities :	
CENVAT credit receivable	6,976,441
Service Tax receivable	1,528,931
Vat Credit receivables	3,815,175
TDS/TCS receivables (net of provision)	9,325,535
Deposits under protest	9,726,860
Others:	
Advance to suppliers/contractors	71,256,971
TOTAL	**288,184,741**
Private companies in which Shareholders & their relative are director or member	
M/s Capco Holdings Pvt.Ltd.	70,643,651
TOTAL	**70,643,651**
NOTE NO. 18 OTHER CURRENT ASSETS	
Accrued Interest on Deposits	9,789
Others	
Receivables on sale of fixed assets	8,968,514
Preoperative Expenses	24,422
TOTAL	**9,002,725**

S N M & CO. New Delhi Chartered Accountants

PARTICULARS	for the year ended March 31, 2015
NOTE NO. 19 REVENUE FROM OPERATION	
Sale of products *	1,398,641,501
	1,398,641,501
Less: Excise duty	29,106,949
	1,369,534,552
Sale of products comprises *	
Manufactured goods	
News Print & WP	995,002,961
Kraft Paper	399,732,265
	1,394,735,226
Other operating revenues **	
Sale of scrap	604,318
Others	
Paddy Husk	2,829,178
Petrolium Coke	472,779
	3,906,275
NOTE NO. 20 OTHER INCOME	
Interest on FDR	552,480
Profit from AOP	17,101,998
Misc. Income	449,017
TOTAL	**18,103,495**
NOTE NO. 21 COST OF MATERIALS CONSUMED	
Opening stock	69,921,490
Add: Purchases	1,021,606,933
	1,091,528,424
Less: Closing stock	107,452,838
Cost of material consumed*	**984,075,586**
*** Material consumed comprises:**	
Local Waste Paper/ Kraft Paper	911,114,049
Chemicals	72,961,536
	984,075,586
NOTE NO. 22 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE	
Inventories at the end of the year:	
Finished goods	19,707,860
Work-in-progress	32,125,000
	51,832,860
Inventories at the beginning of the year:	
Finished goods	-
Work-in-progress	19,593,182
	19,593,182
Less: Excise duty on Closing Stock	637,860
TOTAL	**(31,601,818)**
NOTE NO. 23. EMPLOYEE BENEFIT EXPENSES	
Salary & Wages	71,037,606
Bonus to staff	746,948
Gratuity	658,067
Leave Encashment	469,754
Contribution to PF & others	280,999
Staff Welfare Exp.	2,410,389
TOTAL	**75,603,763**
NOTE NO. 24 FINANCE COST	
Interest expense on:	
Borrowings	33,471,601
Others	21,309
Other borrowing costs	13,996
TOTAL	**33,506,906**

S N M & Co. New Delhi Chartered Accountants

NOTE NO. 25 OTHER EXPENSES

Consumption of stores and spare parts	21,610,216
Consumption of packing materials	14,538,683
Manufacturing Exp.	22,824,328
Power and fuel	297,673,261
Water Cess	336,677
Rent including lease rentals	37,000
Repairs and maintenance - Buildings	574,473
Repairs and maintenance - Machinery	10,239,670
Repairs and maintenance - Others	1,495,944
Security Charges	3,706,398
Insurance	654,489
Rates and taxes	329,219
Communication	619,520
Travelling and conveyance	4,723,904
Printing and stationery	330,788
Freight and forwarding	2,922,190
DGFT Demand	11,716,382
Legal and professional	2,574,334
Payments to auditor	
As Statutory audit fee	137,540
As Tax Audit fee	75,000
Commission on Sales	26,823,732
Rebate & Discount	10,564,668
Prior period items (net)	527,020
Miscellaneous expenses	1,984,333
Bank Charges	2,328,591
Loss on sale of Fixed Assets	145,860
TOTAL	**439,494,220**

SNMB & CO. New Delhi Chartered Accountants

Chadha Papers Limited

Note No. 10

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at April 1, 2014	Additions	Deletion	Balance as at Mar 31, 2015	Balance as at April 1, 2014	Depreciation charge for the year	Deletion	Balance as at Mar 31, 2015	Balance as at Mar 31, 2015	Balance as at March 31, 2014
Tangible Assets										
Land	8,403,105		-	8,403,105	-	-	-	-	8,403,105	8,403,105
Buildings (Non Factory)	5,105,192		-	5,105,192	868,476	88,504	-	956,980	4,148,212	4,236,716
Building Craft	42,400,498		-	42,400,498	23,766,940	1,101,909	-	24,868,849	17,531,649	18,633,558
Building W& P	79,224,957		-	79,224,957	25,685,012	3,308,268	-	28,993,280	50,231,677	53,539,945
Plant & Machinery Craft	286,287,894	41,974,894	-	328,262,788	180,838,315	8,915,858	-	189,754,173	138,508,615	105,449,579
Plant & Machinery W&P	464,604,244	72,377,067	1,035,936	535,945,375	219,699,656	21,823,571	640,076	240,883,151	295,062,224	244,904,588
Quality Control System	5,753,281		-	5,753,281	-	547,311	-	547,311	5,205,970	5,753,281
Co-Generation Plant W& P	126,635,950		-	126,635,950	62,180,839	5,820,304	-	68,001,143	58,634,807	64,455,111
Electrical InstallationW&P	48,373,370		-	48,373,370	34,416,004	11,538,697	-	45,954,701	2,418,669	13,957,366
Effluent Treatment Plant	10,721,884		-	10,721,884	6,189,445	400,183	-	6,589,628	4,132,256	4,532,439
Boiler Plant	7,811,654		-	7,811,654	7,415,805	527		7,416,332	395,322	395,849
Lab Equipment Craft	299,356		-	299,356	277,154	7,234	-	284,388	14,968	22,202
Lab EquipmentW&P	1,088,563		-	1,088,563	1,088,563	-	-	1,088,563	-	-
Fire Fighting Equipment	3,089,471		-	3,089,471	1,469,821	1,465,176	-	2,934,997	154,474	1,619,650
Computers	3,228,953	308,794	-	3,537,747	2,402,440	562,064	-	2,964,504	573,243	826,513
Air Conditioners	1,395,934	636,672	-	2,032,606	676,721	313,428	-	990,149	1,042,457	719,213
Furniture and Fixtures	2,783,065	117,542	-	2,900,607	1,587,465	127,583	-	1,715,048	1,185,559	1,195,600
Vehicles(Car scooter Motors)	30,491,573			30,491,573	18,995,940	9,971,054		28,966,994	1,524,579	11,495,633
Office equipment	1,962,517	126,346	-	2,088,863	1,109,809	391,092	-	1,500,901	587,962	852,708
Vehicles (Motors,Lorry,Trucks)	1,695,230		728,443	966,787	971,716	46,434	51,363	966,787	-	723,514
Plantation	18,825		-	18,825	-		-	-	18,825	18,825
Lease Hold Rights	67,800		-	67,800	21,426	1,356	-	22,782	45,018	46,374
Plant & Machinery Corrugated Box	13,509,269		-	13,509,269	1,854,114	477,435	-	2,331,549	11,177,717	11,655,153
Total	**1,144,952,585**	**115,541,315**	**1,764,379**	**1,258,729,521**	**591,515,661**	**66,907,988**	**691,439**	**657,732,210**	**600,997,308**	**553,436,922**
Capital Work In Progress	52,377,067	20,000,000	72,377,067	-				-	-	52,377,067
Total	**52,377,067**	**20,000,000**	**72,377,067**	-	-	-	-	-	-	**52,377,067**
Grand Total	**1,197,329,652**	**135,541,315**	**74,141,446**	**1,258,729,521**	**591,515,661**	**66,907,988**		**657,732,210**	**600,997,308**	**605,813,989**

S N M & Co. New Delhi Chartered Accountants

Basis of Consolidation and Significant Accounting Policies for the year ended 31st March 2015

Principals of Consolidation

The Consolidated Financial Statements relate to Chadha Papers Limited ("The Holding Company") and its Subsidiary, Joint Venture and Associates and the Consolidated Financial Statements have been prepared on the following basis:

i) The Consolidated Financial Statements of the Company and its Subsidiary have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses. The intra-group balances and intra-group transactions thereon have been fully eliminated.

ii) Investment in entities in which the Group has significant influence but not controlling interest, are reported according to the equity method i.e. the investment is initially recorded at cost adjusted thereafter for post-acquisition change in the Company's share of net assets of the associates. The Consolidated Statement of Profit and Loss includes the Company's share of the result of the operations of the associate.

iii) The excess of cost to the Company of its Investments in the Subsidiary over its Share of Equity of the Subsidiary, at the date on which the investments are made, is recognised as "Goodwill" being an asset in the Consolidated Financial Statements.

iv) Goodwill/capital reserve arising on the acquisition of an associate by an investor is included in the carrying amount of investment in the associate and is disclosed separately.

v) The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and events in similar circumstances and are presented in the same manner as the Parent Company's separate financial statements.

vi) Companies considered in the consolidated financial statements:

Name of Company	Country of Incorporation	Holding as on 31st March, 2015	Financial year ends on
Manorama Paper Mills Limited	India	99.92%	31.03.2015
Great Value Fuels Private Limited	India	26.00%	31.03.2015

The accounts of all the Group Companies are drawn up to the same reporting date as the parent entity (i.e. financial year ending March 31, 2015).

1. Significant Accounting Policies

1.01 Basis of Accounting

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under section 211(3c) [Companies (Accounting Standard) Rules, 2006, as amended] and other provisions of the Companies Act, 2013.

SMG & Co. New Delhi Chartered Accountants

1.02 Use of Estimates

The preparation of financial statements requires management to make certain estimates and assumptions that affect the amounts reported in the financial statements and notes thereto. Differences between actual results and estimates are recognized in the period in which they materialize.

1.03 Fixed Assets

(a) Fixed Assets are stated at cost less accumulated depreciation and impairment loss, if any. The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to working condition for its intended use except excise duty levied thereon which has been reduced from the cost of respective assets.

(b) Capital Work in Progress

Capital work in progress includes cost of assets at sites, construction expenditure, advances made for acquisition of capital assets and interest on the funds deployed.

1.04 Depreciation / Amortisation

The Depreciation has been provided as per Schedule II of Companies Act, 2013. The Written down Value method has been used. And the old asset whose useful life is utilized has been fully discarded from the books and salvage value has been maintained in the books calculated as 5% of original cost of the assets.

There are Plant & Machinery, Furniture Fixtures and office equipment whose useful life have been expired and hence the value of these assets after considering residual value has been depreciated during the year.

1.05 Investments

(a) Current investments are carried at lower of cost or fair value. Non-current investments are carried at cost after deducting provision, in case where the fall in market value has been considered other than temporary in nature.

(b) Government securities are valued at lower of cost or redemption price.

1.06 Insurance Claims

Insurance claims are accounted for when the measurability and the collectability is established with reasonable certainty.

1.07 Inventories

(a) Stocks of finished products are valued at lower of cost or net realizable value. Cost comprises of materials, labour, depreciation, stores & spares and other appropriate overheads. Cost of finished goods includes excise duty.

(b) Stock in Process is valued at estimated cost or net realizable value less estimated cost of completion, whichever is lower.

(c) Raw materials, Chemicals, Packing Materials, other inputs, Stores and spares are valued at lower of cost (net of Cenvat) or net realizable value by applying yearly average cost, except for stores & spare parts, which are calculated on FIFO basis. Stores & Spares consumed includes tools and implements.

1.08 Sale / Revenue Recognition

(a) Revenue from sale of good is recognized upon passing of title of goods to the customers which generally coincides with the delivery. Excise Duty, Sales Tax and VAT deducted from turnover (gross) are the amount that is included in the amount of turnover (gross) and not the entire amount of liability arised during the year.

(b) Interest income is recognized on time proportion basis.

(c) Dividend income is recognized, when the right to receive the same is established.

S M G & Co. New Delhi Chartered Accountants

(d) Other Income is accounted for on accrual basis.

1.09 Foreign Currency Transactions

(a) Foreign currency transactions are recorded at the exchange rate prevailing on the date of transaction.

Monetary items denominated in foreign currencies (such as cash, receivables, payables etc.) outstanding at the year end, are translated at exchange rates applicable as on that date.

(b) Non-monetary items denominated in foreign currency, (such as fixed assets) are valued at the exchange rate prevailing on the date of transaction.

(c) Any gains or losses arising due to exchange differences at the time of translation or settlement are accounted for in the Statement of Profit and Loss.

1.10 Employee Benefits

(a) Provision for gratuity and leave encashment is made on the basis of actuarial valuation at the end of the year in conformity with the Accounting Standard – 15. Actuarial gains or losses are recognized to Statement of Profit and Loss.

(b) Retirement benefits in the form of Provident Fund are charged to the Profit and Loss Account of the year when the contributions to the respective funds are due.

1.11 Borrowing Costs

Borrowing cost attributable to acquisition, construction or production of qualifying assets are capitalised as part of the cost of that asset, till the asset is ready for use. Other borrowing costs are recognized as an expense in the period in which these are incurred.

1.12 Taxes on Income

Provision is made for deferred tax for all timing differences arising between taxable income and accounting income at currently enacted or substantially enacted tax rates.

Deferred tax assets are recognized, only if there is reasonable / virtual certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each Balance Sheet date.

1.13 Impairment of Assets

Impairment loss, if any, is recognized in accordance with the Accounting Standard-28.

1.14 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.15 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the Notes to Accounts. Contingent assets are neither recognized nor disclosed in the financial statements.

1.16 Cash and Cash equivalents

SNMG & Co. New Delhi Chartered Accountants

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

1.17 Residuary

Accounting policies not specifically mentioned are consistent with generally accepted accounting practices.

Other Notes on Accounts

2. **Contingent Liabilities**

a. Corporate Guarantee given by holding company aggregating to Rs 5200.00 lacs (Previous year Rs 5200.00 lacs) to banks and financial institutions on behalf of group companies.

b. Legal suit by Hindustan Door Oliver Ltd. against holding company for compensation claim of Rs.100.00 Lacs (Previous year 100.00 lacs). Matter is in progress in Delhi High Court.

c. M/S VIPA Lausanne SA has filed a Winding up petition u/s 433 and 434 of Companies Act, 1956 before the Hon'ble Allahabad High Court for recovery of Rs 2 Crore, regarding the loss due to non fulfillment of promise to purchase Waste Papers from VIPA. The Holding Company has denied its liability and has questioned the party's legality to file the winding up petition in Indian Court.

3. Balances of Sundry Debtors., Loans & Advances, Sundry Creditors and Security Deposits are subject to confirmation / reconciliation.

4. No Provision has been made for Director's Sitting Fee.

5. In the opinion of the Board of Directors and to the best of their knowledge and belief, the value on realization of current assets, loans and advances in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet.

6. Sundry debtors of holding company include a sum of Rs.11,95,497 (Previous year Rs. 11,95,497) due from M/s United Papers Krafts, Derrabassi (Punjab) against whom legal suit is pending in court. During the year 2009-10 mutual settlement was carried out with the party that payment will receive gradually but till date no amount has been received from M/s United Papers Krafts, Derrabassi .

7. The holding company had given purchase order to M/s .Hindustan Door Oliver Ltd. for purchase of some machinery. Due to non-fulfillment of terms & conditions, M/s. Hindustan Door Oliver Ltd. had filed a suit against the company for Rs.100.00 lacs. The case is pending in Delhi High Court. Against the said purchase order the company had also paid Rs.46.00 lacs as advance for supplies which is appearing in head advance to suppliers. Recovery of the amount cannot be commented upon. No provision has been made against it.

8. The company has not made any provision for diminution in the value of Investment, as the said Investments are held as Long Term Investment and, in the opinion of the management, the diminution in the value of some of the investments, if any, is temporary and hence no provision is required.

9. In the opinion of management and to the best of their knowledge, estimates & belief, the discounted cash inflow from use of fixed asset will exceed the carrying value of fixed asset. Therefore the Provision of Accounting Standard 28 (Impairment of Asset) is not applicable on the company.

10. In the opinion of management and to the best of their knowledge & belief, the creditor of company does not include any dues to Small Scale Industry.

G M G & Co. New Delhi Chartered Accountants

11. Remuneration to Auditors and expenses

Particulars	2014-15
Audit fee	1.38
Tax Audit Fee	0.75
Total	2.13

Rs. In lacs

12. Related Party Disclosures as per Accounting Standard -18

Rs. in Lacs

Name of the party	2014-15
Key Management Personnel	
Mr. Anand Singh (Director)	
Loan Taken	Nil
Loan Refunded	Nil
Amount payable at the year end	Nil
Mr. Sanmeet Singh (Additional Director)	
Loan Taken	Nil
Loan Refunded	Nil
Amount payable at the year end	Nil
Mr. Naveen Saxena (Additional Director)	
Loan Taken	Nil
Loan Refunded	Nil
Amount payable at the year end	Nil
Mr. Aman Bir Singh Sethi (Director)	
Loan Taken	Nil
Loan Refunded	Nil
Amount payable at the year end	Nil
Enterprises over which Key Management Personnel are able to exercise significant influence	
Shiva Sugar Mills Ltd.	
Loan Taken	Nil
Loan Refunded	Nil
Amount payable at the year end	Nil
Rado Enterprises Pvt. Ltd.	
Loan Taken	Nil
Loan Refunded	Nil
Amount payable at the year end	280.00
Great Value Fuels Pvt. Ltd.	
Loan Taken	Nil
Loan Refunded	Nil

SNMG & CO. New Delhi Chartered Accountants

Name of the party	2014-15
Amount Receivable at the year end	442.26
Chadha Holdings Pvt. Ltd.	
Loan Taken	1644.00
Loan Refunded	Nil
Amount Payable at the year end	7911.42
Chadha Sugar & Industries Pvt. Ltd.	
Loan Taken	19.92
Loan Refunded	Nil
Amount payable at the year end	Nil
Wave Industries Pvt. Ltd.	
Loan Taken	Nil
Loan Refunded	Nil
Amount payable at the year end	Nil
Aman Box Factory Pvt. Ltd.	
Loan Taken	Nil
Loan Refunded	Nil
Amount payable at the year end	Nil
Shiv Shakti Traders	
Loan Taken	Nil
Loan repaid	171.02
Amount payable at the year end	830.90
Subsidiaries	
Manorama Paper Mills Pvt. Ltd.	
Loan Taken/Repaid	Nil
Loan Receivable at the year end	10.11
Amount Receivable at the year end	31.04

13. Earnings Per Share

Particulars	2014-15
Profit attributable to Ordinary Shareholders	(120,288,032)
Weighted average No.of Ordinary Shares for Basic EPS	10,204,040
Nominal value of Ordinary Shares	Rs.10
Basic/ Diluted Earnings per Ordinary Share	Rs. (11.79)

14. Detail of Disputed Statutory Dues as on 31.03.2015

S N W & Co. New Delhi Chartered Accountants

Serial No	Name of Tax	Original Amount.	Interest/ Penalty (If any)	Paid under Protest
1	UP Trade Tax	16,155	-	16,155
2	Entry tax	82,500	-	-
3	Central Sales Tax	25,000	-	25,000
4	UP Trade Tax	35,000	-	35,000
5	Entry tax	20,000	-	20,000
6	Entry Tax	3,00,000		1,20,000
7	U.P Trade Tax	8,17,476	-	3,26,990
8	UP Trade Tax (3B Form)	3,40,000	-	1,36,000

15. Details of Non Disputed Statutory Dues Payable as on 31.03.2015

Serial No	Particulars	Name of Tax	Original Amount.
1	Stock Exchange	Listing fee	7,96,000
2	Fringe Benefit Tax	FBT	21,03,986
3	Wealth Tax	Wealth Tax	816,253
4	Water Cess	Water Cess	5,50,265
5.	TCS	TCS	96,779
6.	Development Tax	Development Tax	642
7.	Central Sales Tax	CST	18,89,700
8	Entry Tax	Entry Tax	74,130
9	UPTT	Sale tax	18,50,038
10	Excise	Excise Duty	54,95,173
11	Service Tax	Service Tax	14,01,176
12	Pollution Cess and Taxes	Cess & Tax	292,799

16. The holding company hold the lease hold right of using an accommodation for a week per year (on cumulating basis) of Sterling Holidays Resorts where ever constructed. The original payment made by the company is Rs.67, 800 the right of use is treated as fixed assets and depreciation is being charged considering the period of lease.

17. Additional information as required under schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary/Associated and Joint venture.

Name of Enterprises	Net Assets, i.e Total Assets minus total Liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount (in Lacs)	As % of consolidated profit or loss	Amount (in Lacs)
Parent	(117.18%)	(6,126.61)	(104.53%)	(1197.45)
Subsidiaries (Indian)				
Manorama Paper Mills private limited	8.06%	421.40	(0.47%)	(5.43)
Associates (Indian)				
Great Value Fuels Private Limited	9.12%	476.67	5.00%	57.30
(Investment as per Equity method)				

18. Previous year figures have been regrouped and rearranged wherever necessary to make them comparable with those of previous year.

SNMG & Co. Chartered Accountants

Annexure to our report of even date

For SNMG & Co.
Chartered Accountants
ICAI Firm Regn. No. 04921 N

(Rakesh Kumar)

Partner
Membership No. 083911

For Chadha Papers Limited

Aman Bir Singh Sethi

Whole-time Director
(DIN-01015203)

Sanmeet Singh

Director
(DIN-01139468)

Place: New Delhi
Dated: 02 SEP 2015

Company Secretary
(M.No. 20316)

Chief Finance Officer
(PAN :- AOIPG4036J)

Annexure A

M. K. MANDAL & ASSOCIATES
COMPANY SECRETARIES

H.O. : A-5/30, Basement, Behind Oriental Bank of Commerce, Paschim Vihar, New Delhi-110063
Ph.: 011-45581498, 25272149, 9212205071
E-mail: mandalmk@gmail.com
mandalmk@hotmail.com
B.O. : 258, Satyam Tower, Opp. Jwala Heri Market, Paschim Vihar, New Delhi-110063

Dated .....

The Members of
Chadha Papers Limited
CIN: L21012UP1990PLC011878
Chadha Estate, Nanital Road,
Bilaspur, Rampur,
Uttar Pradesh-244921

Dear Members,

Pursuant to the provisions of Section 204 of the Companies Act 2013, the Board of Directors of the Company at their meeting held on 20.09.2014 have appointed me, the undersigned, as Secretarial Auditor to conduct an audit and report on the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Chadha Papers Limited (CIN: L21012UP1990PLC011878)** (hereinafter referred to as the 'Company').

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Chadha Papers Limited (CIN: L21012UP1990PLC011878).** The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31.03.2015 complied with the statutory provisions listed hereunder subject to observations mentioned in the report and also that the Company has

M.K. Mandal & Associates
CP 4968
New Delhi
Company Secretaries

proper Board- processes and compliance-mechanism in place to the extent and in the manner reported hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2015 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

M.K. Mandal & Associates * Company Secretaries * CP 4968 New Delhi

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with Stock Exchanges.

Observations

Corporate information:

The Company was incorporated on 08/05/1990. The Corporate Identity Number (CIN) is **L21012UP1990PLC011878**. The Company's Registered Office is situated at Chadha Estate, Nanital Road, Bilaspur, Rampur, Uttar Pradesh-244921.

The Company is in Paper Industry. The Company is engaged in the business of Manufacturing, Producing, Marketing, Exporting and Dealing in all kinds and varieties of Paper, Board, Kraft Paper, Semi Kraft and other Paper Products.

Equity shares of the company are listed on Bombay Stock Exchange but its status on the Bombay stock exchange is suspended during the reporting period under review.

A. THE COMPANIES ACT

a. *Forms 23ACA, 23AC and 20B in respect of Annual filling for the financial year 2013-14 are yet to be filed.*

b. *The Company has made short-term borrowing from Punjab and Sind Bank for which resolution is passed in the board meeting but MGT-14 was required to be file with ROC under section 179(3)(d) of Companies Act 2013 and is yet to be filed.*

M.K. Mandal & Associates * Company Secretaries * CP 4988 New Delhi

c. *Report under MGT-15 in respect of Annual General Meeting held on 30th September 2014 is yet to be filed.*

d. *In the Annual General Meeting of the Company Mr. Amanbir Singh Sethi is regularised as Director of the Company but DIR-12 in respect of it is yet to be filed.*

e. *The Company's borrowing from banks is more than 100% of paid up share capital and free reserves. The company had passed special resolution as required under the provisions of section 180(1)(c) of the Companies Act 2013 at the EGM held on 30th June 2014 but Form MGT-14 in respect of it is yet to be filed.*

f. *The management has represented that the Company has given proper notices to the members, auditors and Directors of the Company for Annual General Meeting and Extra-Ordinary General Meeting. But the Management did not produce the record of the same before me. The Company has not given electronic voting option to the shareholders.*

g. *The Company had not appointed Key Managerial Personnel as required under Section 203 of the Act during the reporting period under review but the company has been advised to appoint Key Managerial Personnel and Ms. Shalini Budhwar has been appointed as Company Secretary of the company on 01/08/2015.*

h. *The Company had not appointed Women Director during the reporting period under review as required under the 2nd proviso of Section 149 (1) of the Companies Act, 2013 and subsequently the company has appointed Mrs. Surjeet Kaur as Women Director on 14/07/2015.*

i. *The accounts of the Company have been audited by the Statutory Auditors of the Company and there is no comment on Balance sheet and taxation policies and Matters.*

M.K. Mandal & Associates
CP 4966
New Delhi
Company Secretaries

B. SECURITIES LAWS

The company is listed on Bombay Stock Exchange but the status of the company on Bombay Stock Exchange is suspended since 10/09/2001.

The company has not complied with the Provisions of listing agreement /Securities Contract Regulation Act 1956 and Securities Exchange Board of India Act, 1992, rules and regulations made thereunder.

The Company has not paid listing fees since suspension.

C. SECRETARIAL STANDARDS

The final version of the Secretarial Standards 1 and 2 got notified on 23.04.2015 and has been effective from 01.07.2015. Hence during the current Reporting period the company was not required to comply the secretarial standards.

D. MISCELLANEOUS

I further report that based on the information received, explanations given, process explained and records maintained the following laws and regulations are applicable:

a. Gratuity Act, 1972

b. The Air (Prevention and control of pollution) Act, 1981

c. The Water (Prevention and control of Pollution) Act, 1974

d. Factories Act, 1948

e. The Employees Provident Fund and Miscellaneous Provision Act, 1952.

g. Bonus Act, 1948

M.K. Mandal & Associates
CP 4068
New Delhi
Company Secretaries

h. Labour law compliances.

Following are the pending litigation under the companies Act.

M/S VIPA Lausanne SA has filed a winding up petition u/s 433 an 434 of the companies Act,1956 before Allahabad high court for recovery of Rs 2 crore ,regarding the loss to non fulfilment of promise to purchase waste papers from VIPA. Company has denied its liability and has questioned the party's legality to file the winding up petition in Indian court.

Following litigation are pending on the company under other Acts :-

- *Under Foreign Trade (Development& Regulation) Act, 1992.*

  Company has received show cause notice issued under section 14 read with 11(2) of Foreign Trade (Development & Regulation) Act, 1992, New Delhi.

- *Legal suit by Hindustan door oliver limited for compensation claim of Rs.100.00 lacs (previous year 100.00 lacs) Matters is in progress in delhi high court.*

  The company has given purchase order to M/S Hindustan door oliver limited purchase of some machinery. Due to non-fulfillment of terms & conditions, M/S Hindustan door oliver limited had filed a suits against the company for Rs.100.00 lacs. The case is pending in Delhi high court. Against the said purchase order the company had also paid Rs. 46.00 lac as advance for supplies which is appearing in head advance to suppliers Recovery of the amount cannot be commented upon. No provisions have been made against it.

M.K. Mandal & Associates * Company Secretaries * CP 4968 New Delhi

10. I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For M. K. Mandal & Associates
Company Secretaries

(Manoj Kumar Mandal)
Prop.
FCS - 5538
CP. No. - 4968

Place :New Delhi
Date : 02.09.2015

Annexure B

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures of M/s CHADHA PAPERS LIMITED

Part "A": Subsidiaries

(Amount in Rs.)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	MANORAMA PAPER MILLS LIMITED
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4.	Share capital	3,98,90,000
5.	Reserves & surplus	22,50,435.10
6.	Total assets	10,54,59,447.64
7.	Total Liabilities	10,54,59,447.64
8.	Investments	0
9.	Turnover	54,683
10.	Profit before taxation	(5,43,367)
11.	Provision for taxation	NA
12.	Profit after taxation	(5,43,367)
13.	Proposed Dividend	NA
14.	% of shareholding	99.99%

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

1.	Name of associates/Joint Ventures	Great Value Fuels Pvt Ltd
2.	Latest audited Balance Sheet Date	31/03/2015
3.	Shares of Associate/Joint Ventures held by the company on the year end	Equity
4.	No. Of Shares	2,23,600
5.	Amount of Investment in Associates/Joint Venture	44,226,000
6.	Extend of Holding %	26%

7.	Description of how there is significant influence	Control of more than 20% of total share Capital.
8.	Reason why the associate/joint venture is not consolidated	Consolidated Financial Statement has been prepared and is annexed with Board's Report
9.	Net worth attributable to shareholding as per latest audited Balance Sheet	4,99,03,055.54
10.	Profit/Loss for the year:-	
	i) Considered in Consolidation	57,30,279
	ii) Not Considered in Consolidation	--

By order of the Board
For M/s. Chadha Papers Limited

(Aman Bir Singh Sethi)
Whole Time Director
DIN-01015203
Address of Director:-
175-I, Sarabha Nagar
Ludhiana
Punjab-141001

(Sanmeet Singh)
Director
DIN-01139468
Address of Director:-
Malla Gorakhpur,
Haldwani, Uttarakhand
263139

Place: Noida
Date: 02nd September 2015

Annexure - C

Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Companies (Accounts) Rules, 2014

A. CONSERVATION OF ENERGY

i. Steps taken or impact on Conservation of Energy

a) Alternative use of non-conventional energy Pet Coke in place of bagasse as fuel.

b) Up gradation of Machineries to save fuel and energy.

c) Stabilizing the Pet Coke energy during the Year.

ii. Steps taken by the company for utilizing alternate sources of energy

The company is currently utilizing the conventional sources of energy. We are exploring options to utilize alternate sources of energy.

iii. The capital investment on energy conservation equipment

There was no capital investment on energy conservation equipment during the year.

B. TECHNOLOGY ABSORPTION

i. Efforts made towards technology absorption

NIL

ii. The benefits derived liked product improvement, cost reduction, product development or import substitution

NIL

iii. Information regarding imported technology (imported during last three years)

Details of technology imported	Technology imported from	Year of Import	Status of implementation / absorption
NA	NA	NA	NA

iv. Expenditure on R & D (current year & last year) : NIL

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

(Rs. In Lacs)

Foreign Exchange Earnings and Outgo	2014-15	2013-14
Foreign Exchange Earned in terms of actual inflows	Nil	Nil
Foreign Exchange outgo in terms of actual outflows	Nil	Nil

(Annexure-D)

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31/03/2015

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	:	L21012UP1990PLC011878
ii)	Registration Date:	:	08/05/1990
iii)	Name of the Company:	:	CHADHA PAPERS LIMITED
iv)	Category / Sub-Category of the Company		

1. Public Company	(✓)
2. Private company	( )
3. Government Company	( )
4. Small Company	( )
5. One Person Company	( )
6. Subsidiary of Foreign Company	( )
7. NBFC	( )
8. Guarantee Company	( )
9. Limited by shares	(✓)
10. Unlimited Company	( )
11. Company having share capital	(✓)
12. Company not having share capital	( )
13. Company Registered under Section 8	( )

v) Address of the Registered office and contact details : CHADHA ESTATE NANITAL ROAD, BILASPUR
RAMPUR, UTTAR PRADESH- 244921

Telephone: 0595-241335
Fax Number: --
Email : Chadhapapersltd@gmail.com

vi) Whether listed company : Yes

vii) Name and Address of Registrar & Transfer Agents (RTA)

Name of Registrar & Transfer Agents	: Skyline Financial Services Private Limited
Address	: D-153A, 1st Floor, Okhla Indl. Area, Phase -1
Town / City	: New Delhi
State	: Delhi
Pin Code	: 110020
Telephone	: 011-26812682
Fax Number	:
Email Address	: parveen@skylinerta.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

SN	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Manufacture of paper and paper products	Group170	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

[No. of Companies for which information is being filled = 2]

SN	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1.	Manorama Paper Mills Limited	U21011UR1991PLC012705	Subsidiary Company	99.99%	Sec2(87)
2.	Great Value Fuels Private Limited	U23201DL2008PTC180053	Associate Company	26%	Sec 2(6)

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY) :

A . Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	49,64,144	49,64,144	48.65%	0	49,63,644	49,63,644	48.64%	0.01%
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	26,89,376	26,89,376	26.35%	0	26,89,376	26,89,376	26.35%	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	**0**	**76,53,520**	**76,53,520**	**75.00%**	**0**	**76,53,020**	**76,53,020**	**74.99%**	**0.01%**
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**0**	**76,53,520**	**76,53,520**	**75.00%**	**0**	**76,53,020**	**76,53,020**	**74.99%**	**0.01%**
B. Public Shareholding									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0

b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	0	12,62,380	12,62,380	12.37%	0	12,62,380	12,62,380	12.37%	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	6,93,840	6,93,840	6.79%	0	6,93,840	6,93,840	6.79%	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh "	0	5,94,300	5,94,300	5.82%	0	5,94,800	5,94,800	5.83%	0.01%
c) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	0	25,50,520	25,50,520	25.00%	0	25,51,020	25,51,020	25.01%	0.01%
Total Public Shareholding (B)=(B)(1)+(B)(2)	0	25,50,520	25,50,520	25.00%	0	25,51,020	25,51,020	25.01%	0.01%
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	**0**	**1,02,04,040**	**1,02,04,040**	**100%**	**0**	**1,02,04,040**	**1,02,04,040**	**100%**	**0**

B. **Shareholding of Promoters**

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1.	Rajinder Singh Chadha	13,11,800	12.86%	0	13,11,300	12.85%	0	0.01%
2.	Prakash Kaur	19,59,954	19.21%	0	19,59,954	19.20%	0	0
3.	Jatinder Kaur	13,88,590	13.60%	0	13,88,590	13.60%	0	0
4.	Dinita Chadha	3,03,800	2.98%	0	13,88,590	13.60%	0	0
5.	Capco Holding Pvt Ltd	26,89,376	26.36%	0	26,89,376	26.36%	0	0

C. **Change in Promoters' Shareholding:**

SN	Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	Rajinder Singh Chadha	PROMOTER	13,11,800	12.85%	13,11,800	12.85%
	On 7th Januray 2015 through transfer		500		13,11,300	12.84%

D. **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)**

SN	Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	RADO ENTERPRISES PRIVATE LTD	Shareholder	6,15,962	6.04%	6,15,962	6.04%
2.	HARJAS ENTERPRISES PRIVATE LTD	Shareholder	3,30,120	3.23%	3,30,120	3.23%
3.	PELO ENTERPRISES PRIVATE LTD	Shareholder	3,16,298	3.10%	3,16,298	3.10%
4.	IQBAL SINGH	Shareholder	45,640	0.44%	45,640	0.45%
	On 7th Januray 2015 through transfer	Shareholder	500		46,140	0.01%
5.	GEETA NEGI	Shareholder	45,080	0.44%	45,080	0.44%
6.	KULDEEP SINGHAL	Shareholder	44,380	0.43%	44,380	0.43%
7.	NATHI SINGH	Shareholder	43,960	0.43%	43,960	0.43%
8.	MANISHA SHARMA	Shareholder	41,580	0.40%	41,580	0.40%
9.	NEETA BHOLA	Shareholder	40,320	0.39%	40,320	0.39%
10.	NEERAJ CHATURVEDI	Shareholder	40,180	0.39%	40,180	0.39%

E. **Shareholding of Directors and Key Managerial Personnel: NO**

SN	Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company

V. INDEBTEDNESS :

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	19,52,49,891	98,87,62,521	0	1,18,40,12,412
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	19,52,49,891	98,87,62,521	0	1,18,40,12,412
Change in Indebtedness during the financial year			0	
Addition	2,53,71,171	14,53,11,780	0	17,06,82,951
Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year			0	
i) Principal Amount	22,06,21,062	1,13,40,74,301	0	1,52,53,78,314
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	22,06,21,062	1,13,40,74,301	0	1,52,53,78,314

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: Nil

SN	Name of MD/WTD/Manager/ Executive Director	Gross salary			Stock Option	Sweat Equity	Commission		Others	Total	Ceiling as per the Act
		(a) Salary as per	(b) Value of	(c) Profits in lieu of			as % of profit	others			

		provisions contained in section 17(1) of the Income-tax Act, 1961	perquisites u/s 17(2) Income-tax Act, 1961	salary under section 17(3) Income-tax Act, 1961							
											-

B. Remuneration to other directors: Nil

SN	Name of Directors	Independent Directors			Total (1)	Other Non-Executive Directors			Total (2)	Total (1+2)	Total Managerial Remuneration	Overall Ceiling as per the Act
		Fee for attending board / committee meetings	Commission	Others		Fee for attending board committee meetings	Commission	Others				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD: NIL

SN	Name of Key Managerial Personnel	Gross salary			Stock Option	Sweat Equity	Commission		Others	Total
		(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			as % of profit	others		
	NIL									

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

TYPE	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/ Compounding fees imposed	Authority [RD/NCLT/Court]	Appeal made, if any (give details)
A Company					
Penalty					
Punishment					
Compounding					
B Director					
Penalty					
Punishment					
Compounding					
C Other than Office in Default					
Penalty					
Punishment					
Compounding					

By order of the Board

For M/s. Chadha Papers Limited

Place: Noida
Date: 02nd September 2015

(Aman Bir Singh Sethi)
Whole Time Director
DIN-01015203
Address of Director:-
175-I, Sarabha Nagar
Ludhiana
Punjab-141001

(Sanmeet Singh)
Director
DIN-01139468
Address of Director:-
Malla, Gorakhpur
Haldwani,
Uttarakhand-263139

Annexure E

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy of corporate governance is based on integrity, respect for the laws & compliance thereof and transparency & accountability in all facets of its operations. We believe that good governance bring sustained corporate growth and facilitate effective management and control of business, maintaining the high level of business ethics and optimizing the value for all its stakeholders. It is primarily concerned with transparency, accountability, fairness, professionalism, social responsiveness, and complete disclosure of material facts and independence of the Board.

2. GOVERNANCE STRUCTURE

The Board of Directors and the Committees of the Board are at the apex level and the Management structure at the operational level. This layered structure brings about a harmonious blend in governance as the Board sets the overall corporate objectives and gives direction and freedom to the Management to achieve these corporate objectives within a given framework, thereby bringing about an enabling environment for value creation through sustainable profitable growth.

Board of Directors - The Board plays a pivotal role in ensuring that the Company runs on sound and ethical business practices and that its resources are utilized for creating sustainable growth and societal wealth. The Board operates within the framework of a well-defined responsibility matrix which enables it to discharge its fiduciary duties of safeguarding the interest of the Company; ensuring fairness in the decision making process, integrity and transparency in the Company's dealing with its Members and other stakeholders.

Committee of Directors - With a view to have a more focused attention on various facets of business and for better accountability, the Board has constituted the following committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee. Each of these Committees has been mandated to operate within a given framework.

3. BOARD OF DIRECTORS

A. Composition of the Board

The Company's policy is to maintain an optimum combination of Executive and Non Executive Directors. The Board of Directors of the Company consists of 5 (Five) Directors. Details of all Directors are as follows:-.

S.No	Name of Directors	Executive /Non Executive	Designation
1	Naveen Sexena	Non Executive	Independent Director
2	Anand Sharma	Non Executive	Independent Director
3	Sanmeet Singh	Non Executive	Director
4	Amanbir Singh Sethi	Executive	Whole Time Director
5	*Surjeet Kaur	Non Executive	Additional Director

***Mrs. Surjeet Kaur has been appointed on 14th July 2015.**

Independent Directors of your Company do not have any material pecuniary relationship or transaction with the company, its promoters, its directors and its senior management, which may affect their independence.

BRIEF PROFILE OF BOARD OF DIRECTORS

1.Mr. Sanmeet Singh

Mr. Sanmeet Singh, aged about 35 years old is a graduate in commerce and has 6 years of experience in Business Administration. Mr. Sanmeet Singh holds directorships in the following Companies:-

1. **SWORD PROMOTERS AND DEVELOPERS PRIVATE LIMITED**
2. **HIMGIRI HOUSING AND LAND DEVELOPERS PRIVATE LIMITED**
3. **SOWER CROP CULTIVATION PRIVATE LIMITED.**
4. **FIONA DEVELOPERS PRIVATE LIMITED.**
5. **ANGELICA INFRAPROJECTS PRIVATE LIMITED**
6. **ASTER INFRA BUILD PRIVATE LIMITED**
7. **VIGNETTE INFRATECH PRIVATE LIMITED**
8. **MEGA BUILDMART PRIVATE LIMITED**
9. **MICA TOWNS PLANNERS PRIVATE LIMITED**
10. **CAMEO TOWN PLANNERS PRIVATE LIMITED**

He does not hold any shares in his own name or in the name of any other person on a beneficial basis.

2. Mrs. Surjeet Kaur

Mrs. Surjeet Kaur (DIN: 07235977) aged 52 years old, is a Graduate and holds experience in Business Administration.

She also holds directorship in **Wave Distilleries and Breweries Limited** and **A B Sugars Limited** and holds membership in Nomination & Remuneration Committee and CSR Committee in both the Companies.

She does not hold any shares in her own name or in the name of any other person on a beneficial basis.

3. Mr. Amanbir Singh Sethi

Mr. Amanbir Singh Sethi, (DIN: 01015203) aged 31 years old is an MBA and holds vast experience of 8 years in Industrial and Business Administration. He also holds Directorship in these Companies:-

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

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

1. The aforesaid appointment of Mr. Amanbir Singh Sethi as Whole Time Director shall be for a period of one year w.e.f. 01.09.2015 to 31.08.2016.

2. Mr. Amanbir Singh Sethi is liable to get a monthly salary of Rs. 1,12,000/-(Rupees one lac twelve thousand only)

3. In addition to the basic pay, during your tenure as Whole Time Director of the Company, be entitled to such other benefits as are available to other employees of the Company. However your total remuneration shall not exceed the limits as prescribed under the provisions of the Companies Act 2013.

4. Duties and Responsibilities: During the term of the Agreement, you 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, subject to the superintendence, control and supervision of the Board and shall have such powers and carry out such duties and responsibilities as may be entrusted by the Board.

B. Directors Resigned / Appointed during the year

Mrs. Surjeet Kaur has been appointed as Additional Independent Director of the Company w.e.f 14th July 2015.

Ms. Shalini Budhwar has been appointed as Company Secretary with effect from 01st August 2015 and Mr. Atul Gupta has been appointed as Chief Financial Officer with effect from 01st September 2015.

Mr. Amanbir Singh Sethi has been appointed as Whole Time Director of the Company w.e.f. 01st September 2015.

C. Board Training and Induction

At the time of appointing a Director, a formal letter of appointment is given to the Director, which *inter-alia* explains the role, function, duties and responsibilities expected as a Director of the Company. The Director is also explained in detail the compliances required under the Companies Act 2013, Clause 49 of the Listing Agreement and other relevant regulations and his affirmation taken with respect to the same.

Directors are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices at the time of appointment.

The above initiatives help the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips them to effectively fulfill their role as a Director of the Company.

D. Board Meetings held during the Year

The Board met twelve times during the year, the details of the meetings and attendance of directors is as follows:-

Sl. No.	Date of Board Meeting	Board Strength	Directors presence in Board meeting			
			Anand Sharma	Amanbir Singh Sethi	Sanmeet Singh	Naveen Sexena
1.	11/04/2014	3	Yes	--	Yes	Yes
2.	30/05/2014	3	Yes	--	Yes	Yes
3.	23/08/2014	3	Yes	--	Yes	Yes
4.	28/08/2014	3	Yes	--	Yes	Yes

5.	05/09/2014	4	Yes	Yes	Yes	Yes
6.	19/09/2014	4	Yes	Yes	Yes	Yes
7.	20/09/2014	4	Yes	Yes	Yes	Yes
8.	01/10/2014	4	Yes	No	Yes	Yes
9.	20/11/2014	4	Yes	Yes	Yes	Yes
10.	17/12/2014	4	Yes	No	Yes	Yes
11.	12/02/2015	4	Yes	No	Yes	Yes
12.	25/03/2015	4	Yes	Yes	Yes	Yes

***Mr. Amanbir singh Sethi has been appointed on 28/08/2014**

E. Review by Board of Directors

The Board periodically reviews the operations and progress of the company and the audited annual financial statements, corporate strategies, business plans, annual budgets, projects and capital expenditure.

4. COMMITTEES OF THE BOARD

With a view to have a more focused attention on business and for better governance and accountability, the Board has constituted the following mandatory committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee.

A. Audit Committee

Company has a qualified and independent audit committee giving the terms of reference as follows:-

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
4. Examination of the financial statement and the auditors' report thereon;
5. Approval or any subsequent modification of transactions of the company with related parties;
6. Scrutiny of inter-corporate loans and investments;
7. Valuation of undertakings or assets of the company, wherever it is necessary;
8. Evaluation of internal financial controls and risk management systems;
9. Monitoring the end use of funds raised through public offers and related matters;
10. Formulating the scope, functioning, periodicity and methodology for conducting the Internal Audit;
11. Reviewing the adequacy of internal control systems;
12. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
13. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
14. To review the functioning of the Whistle Blower mechanism;

15. Reviewing the following information:-
    a) Management discussion and analysis of financial condition and results of operations;
    b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
    c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
    d) Internal audit reports relating to internal control weaknesses; and
    e) The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee.

    And Audit Committee shall perform any such function as mentioned in "Clause 49(III)(D) & (E), the role of Audit Committee", of the Listing Agreement.

The Audit Committee was reconstituted in the Board Meeting held on 25th March 2015.

The members of Audit Committee are as follows:-

i) Mr. Naveen Sexena, Chairman – Independent Director
ii) Mr. Anand Sharma, Member –Independent Director
iii) Mr. Aman Bir Singh Sethi, Member – Whole Time Director (w.e.f 25th March 2015)

Mr. Sanmeet Singh vacated from the post of member from the Audit Committee with effect from 25th March 2015.

All members of the Committee have requisite financial and management expertise/knowledge and have rich experience of the industry.

The Audit Committee Meetings were attended by all the members.

The Chairman of the Committee was present at the last Annual General Meeting of the Company.

During the financial year 2014-15, four Audit Committee meetings were held, the details are as under:-

Sl. No.	**Date of Committee Meeting**	**Committee Strength**	**Directors Presence in Audit Committee Meeting**			
			Anand Sharma	**Amanbir Singh Sethi**	***Sanmeet Singh**	**Naveen Sexena**
1.	30/05/2014	3	Yes	--	Yes	Yes
2.	28/08/2014	3	Yes	--	Yes	Yes
3.	13/11/2014	3	Yes	--	Yes	Yes
4.	25/03/2015	3	Yes	Yes	--	Yes

***Ceased to be a member w.e.f. 25.03.2015**

B. Nomination and Remuneration Committee

Nomination and Remuneration Committee was duly constituted in terms of Companies Act, 2013 and Listing Agreement in its Board Meeting held on 25th March 2015. The terms of reference of the Nomination and Remuneration Committee are as under:

Terms of reference:

a. Formulation of the criteria for determining qualifications, Positive attributes and independence of a director;

b. To identify persons qualified to become directors and who may be appointed in senior management and to recommend to the Board for their appointment and removal;

c. Recommend to the Board a policy relating to remuneration for directors, key managerial personnel and other employees;

d. Evaluation of every director's performance & the Board;

e. Perform such functions as are required to be performed under the ESOP Guidelines;

f. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by the Remuneration Committee.

Nomination and Remuneration Committee consists of the following Members:

i) Mr. Naveen Sexena, Chairman
ii) Mr. Anand Sharma, Member
iii) Mr. Sanmeet Singh, Member

One meeting was held on 14th July 2015, the committee recommended the appointment of Mrs. Surjeet Kaur as Additional Independent Director. The same was approved by the Board.

Non- Executive independent directors of the company do not have any pecuniary relationship or transaction with the company. They do not draw any remuneration or sitting fees for attending meetings of Board/ Committee.

Company has formulated Remuneration Policy as per the requirement of Clause 49(IV)(B). The same policy has been annexed as ***Annexure 1.***

C. Stakeholders Relationship Committee

The Stakeholders Relationship Committee (formerly known as the Shareholder's and Investor's Grievances Committee) is chaired by a Non-Executive Director to specifically look into the redressal of shareholders queries and complaints.

The Committee consists of the following Members:

I) Mr. Anand Sharma, Chairman.
II) Mr. Sanmeet Singh, Member.
III) Mr. Amanbir Singh Sethi.

Mr. Amanbir Singh Sethi has been inducted as a member of stakeholder's relationship committee w.e.f. 25th March 2015.

No complaints have been received during the reporting period.

E. Independent Directors' Meeting

During the year under review, the Independent Directors met on 25th March 2015 inter alia, to Discuss:

- Independent Directors and the Board of Directors as a whole;
- timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

6. CODE OF CONDUCT

As per the requirement of Clause 49 (II) (e), The Board of Directors has lay down a code of conduct for all Board members and senior management. All Board members and senior management personnel have affirm compliance with the code of Conduct during the reporting period.

The code of Conduct which is applicable to all the Board Members and Senior Management has been annexed as ***Annexure 2.***

In compliance with the requirement of Clause 49(II)(e), A declaration by the Whole Time Director in order to affirm the compliance of the Code of Conduct has been annexed as ***Annexure 3.***

7. MATERIAL SUBSIDIARY COMPANIES

Your Company has one material subsidiary namely M/s Manorama Paper Mills Limited as Your Company holds 99.99% of share Capital in the Company.

The Audited Annual Financial Statements of Subsidiary Company are tabled at the Audit Committee and Board Meetings. Copies of the Minutes of the Audit Committee / Board Meetings of Subsidiary Companies are tabled at the subsequent Board Meetings.

As per the requirement of Clause 49(v) (d), Company has formulated a policy for determining "material" subsidiary and same has been attached to this report as ***Annexure 4.***

8. RISK MANAGEMENT

The Company has a risk management framework in place. Under this framework, the management identifies & monitors all types of risks on continuous basis. Company has framed a policy of Risk and The Board shall be responsible for framing, implementing and monitoring the risk management plan for the company.

9. DISCLOSURES

A. RELATED PARTY TRANSACTIONS

During the year there are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

B. COMPLIANCE

Your Company has been suspended by the Bombay Stock Exchange since 10th September 2001.

C. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has implemented a Whistle Blower Policy pursuant to which Whistle Blower can raise concerns relating to reportable manner such as breach of code of conduct, fraud, corruption, employee misconduct, misappropriation of funds etc. Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safeguards against victimization of whistle Blower. During the year, no personnel has been denied access to the Audit Committee. The policy of Vigil mechanism has been attached to this Board's Report as ***Annexure 5***.

D. COMPLIANCE WITH ACCOUNTING STANDARDS

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 2013.

E. INTERNAL CONTROLS

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory /regulatory compliances. The Company's business processes are on SAP platforms and have a strong monitoring and reporting process resulting in financial discipline and accountability.

10. GENERAL BODY MEETINGS

i. Location and time, where last three AGMs held

S.NO	ANNUAL GENERAL MEETING	DATE AND TIME	ADDRESS
1	2013-2014 (24th AGM)	30th September 2014 at 3pm	Chadha Estate, Nanital Road, Bilaspur, Rampur, Uttar Pradesh-244921
2	2012-2013 (23rd AGM)	30th September 2013 at 4.30pm	Chadha Estate, Nanital Road, Bilaspur, Rampur, Uttar Pradesh-244921
3	2011-2012 (22nd AGM)	29th September 2012 at 2.30pm	Chadha Estate, Nanital Road, Bilaspur, Rampur, Uttar Pradesh-244921

No special resolution has been passed in the previous 3 AGMs.

11. GENERAL SHAREHOLDER INFORMATION

i. AGM: Date, time and venue: - 30th September 2015 at 4pm at Chadha Estate, Nanital Road, Bilaspur, Rampur, Uttar Pradesh-244921

ii. Financial year:-2014-2015

iii. Date of Book closure:- No Book closure(Due to Non Trading of Shares)

iv. Dividend Payment Date:- No Dividend declared

v. Listing on Stock Exchanges:- Bombay Stock Exchange, Uttar Pradesh Stock Exchange and Delhi Stock Exchange(Status of company is suspended)

vi. Stock Code:- 531946

vii. Market Price Data: High, Low during each month in last financial year: - Company's shares are not in trading since 2001.

viii. Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc.:- Company's shares are not in trading since 2001.

ix. Registrar & Transfer Agents:- Skyline Financial Services Private Limited

x. Share Transfer System:- Physical

xi. Distribution of Shareholding:-

a)Promoter's Shareholding	:-	74.99%
c) Public Shareholding	:-	25.01%

xii. Dematerialization of shares & liquidity: - Shares are in Physical Form

xiii. Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity:- NIL

xiv. Plant Locations:- Bilaspur, Uttar Pradesh- 244921

12. CEO / CFO CERTIFICATION

The CEO and the CFO have issued certificate pursuant to the provisions of Clause 49 of the Listing Agreement certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of this Report as ***Annexure 6***.

ACKNOWLEDGMENT

The Board places on record its appreciation for the valuable support and co-operation for the various Government Agencies, Bank ,customers ,suppliers, client, employees and shareholders and look forward to their continued support in future.

By order of the Board
For M/s. Chadha Papers Limited

Place: Noida
Date: 02nd September 2015

(Aman Bir Singh Sethi)
Whole Time Director
DIN-01015203
Address of Director:-
175-I, Sarabha Nagar
Ludhiana
Punjab-141001

(Sanmeet Singh)
Director
DIN-01139468
Address of Director:-
Malla Gorakhpur,
Haldwani,
Uttarakhand-263139

Annexure 1

NOMINATION AND REMUNERATION POLICY

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act and the listing agreement as amended from time to time this policy on nomination and remuneration of Directors & Senior Management has been formulated by the Committee and approved by the Board of Directors.

1. Scope of the Policy

The remuneration policy ("Policy") applies to all the Board of Directors and senior management of Chadha Papers Limited.

2. Definitions

'Board' means Board of Directors of the Company.

'Directors' means Directors of the Company.

'Committee' means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.

'Company' means Chadha Papers Limited.

3. Constitution of the Nomination and Remuneration Committee:

The Board has set up the Nomination and Remuneration Committee on 25th March, 2015. The Nomination and Remuneration Committee comprises of following Directors:

S. No.	Name of Members	Position
1	Mr. Naveen Sexena	Chairman (Independent Non – Executive Director)
2	Mr. Sanmeet Singh	Member (Independent Non – Executive Director)
3	Mr. Anand Sharma	Member (Independent Non – Executive Director)

The Board has the power to reconstitute the Committee consistent with the Company's policy and applicable statutory requirement.

4. Purpose and objectives of the Policy

The purpose and objectives of the Policy are to:

a) Set out the principles governing the Company's Remuneration systems in organizational guidelines with following key features:-

b) To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management.

c) To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in the packaging industry.

d) To carry out evaluation of the performance of Directors, and Senior Management Personnel.

e) To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.

f) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

g) ensure that the Remuneration is properly monitored, and

h) inform Employees on the applicable rules as well as on their Remuneration System.

5. Evaluation:

The Committee shall carry out yearly evaluation of performance of every Director and Senior Management Personnel.

6. Remuneration to Non- Executive / Independent Director:

- **Remuneration / Commission**

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Companies Act, 1956 and the rules made thereunder.

- **Sitting Fees**

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees

shall not exceed Rs. One lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

- **Commission**

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 1956.

- **Stock Options**

An Independent Director shall not be entitled to any stock option of the Company.

Annual review

The Policy, the Remuneration system and their practical operation shall be reviewed by the Nomination & Remuneration Committee on a regular basis, at least once a year. In this respect the Remuneration Committee supports the Company's efforts to ensure compliance of the Policy with regulatory requirements and applicable law. The Policy and the Remuneration system shall be amended if necessary. The Remuneration Committee shall ensure that any changes to the Policy are properly documented.

Annexure 2

CHADHA PAPERS LIMITED

THE CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

1. Introduction

1.1 This Code shall be called "The Code of Business Conduct & Ethics for Board Members and Senior Management" of Chadha Papers Limited (hereinafter referred to as "the Company").

1.2 The purpose of this code is to enhance ethical and transparent process in managing the affairs of the Company.

1.3 This code for Board members and senior management has been framed specially in line with the provisions of clause - 49 of the Listing Agreement.

2. Definitions and Interpretations

2.1 The term "**Board Members**" shall mean Directors on the Board of Directors of the Company.

2.2 The term "**Whole-time Directors**" or "Functional Directors" shall be the Directors on the Board of Directors of the Company who are in whole-time employment of the company.

2.3 The term "**Part-time Directors**" shall mean Directors on the Board of Directors of the company who are not in whole-time employment of the company.

2.4 The term "**Relative**" shall have the same meaning as defined in Section 6 of the Companies Act, 1956. (Refer Appendix-I).

2.5 The term "**Senior Management**" shall mean personnel of the Company who are members of its core management team excluding Board of Directors and would comprise all members of management one level below the Whole time Directors, including all functional heads.

3. Applicability

3.1 This code shall applicable to the following personnel:

a) All Whole-time Directors of the Company.
b) Independent Directors.
c) Senior Management.

3.2 The Whole-time Directors and Senior Management should continue to comply with other applicable/to be applicable policies, rules and procedures of the Company.

4. Key Requirements

4.1 The Board Members and Senior Management Personnel must act within the authority conferred upon them and in the best interests of the company and observe the following code of conduct:

i. Shall act in accordance with the highest standard of honesty, integrity, fairness and ethical conduct while working for the Company as well representing the Company without allowing their independent judgment to be subordinated and fulfill the fiduciary obligations.

ii. Shall not involve themselves in making any decision on a subject matter in which a conflict of interest arises or could arise, between the personal interest and the interest of the Company. In the event of apprehending of such conflict of interest, the relevant facts shall be disclosed in writing explaining the circumstances that create or could create the conflicts of interest to:

(a) Board of Directors in case of Directors (whole-time & part time) and

(b) Chairman in case of Senior Management Personnel for further directions in the matter.

4.2 Shall avoid having any personal financial interest in works or conduct awarded by the company.

4.3 Shall avoid any relationship with a contractor or supplier that could compromise the ability to transact business on a professional, impartial and competitive basis or influence decision to be made by the Company.

4.4 Shall not hold any positions or jobs or engage in outside businesses or other interests that adversely affect the performance of duties of the Company. Whole-time Directors and Senior Management Personnel are expected to devote their full attention to the business interest of the Company.

4.5 Shall not exploit for their own personal gain, opportunities that are discovered through company's business, information or position, unless the opportunity is disclosed fully in writing to the Company's Board of Directors and Chairman as the case may be.

4.6 Shall not seek or accept or offer directly or indirectly and gifts, donations, remuneration, hospitability, illegal payments, favour in whatsoever form however described by the customers, vendors, consultants, etc., that is perceived as intended directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, opportunity for committing any fraud.

4.7 Shall comply with all applicable laws, rules and regulations and any violation thereon may make them personally liable, Directors and Senior Management Personnel may be subjected to disciplinary action by the Company for violation of provisions of law.

4.8 Shall not serve as a Director of any other Company or as a partner or a firm that competes with the Company. Whole Time Directors and Senior Management Personnel shall obtain approval of the Chairman prior to accepting Directorship of any other Company or partnership of a firm.

4.9 Shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company, not in public domain and therefore constitute insider information. The Board Members and Senior Management Personnel shall make timely disclosures of (i) trading in the shares of the Company, (ii) transactions having personal interest and (iii) related party transactions that are required to be made under laws, rules & regulations and Code for prevention of Insider Trading in the Securities of the company.

4.10 Any information concerning the Company's business, its customers, suppliers, etc., which is not in the public domain and to which the Board Members and Senior Management Personnel has access or possesses such information, must be considered confidential and held in confidence, unless

authorized to do so and when disclosure is required as a matter of law. No Board Members and Senior Management Personnel shall provide any information either formally or informally, to be press of any other publicity media, unless specifically authorized.

4.11 Shall protect the Company's assets, labor and information and may not use these for personal use, unless authorized to do so.

5. Enforcement of Code of Conduct

5.1 Company Secretary shall be the Compliance Officer for the purpose of this code.

5.2 Each Board Member and Senior Management Personnel shall be accountable for fully complying with this code.

5.3 Compliance Officer shall report breach of this code, if any, which comes to his notice to the:

- Board in case of all Board Members and
- Chairman in case of Senior Management Personnel.

5.4 All Board Members and Senior Management Personnel shall be subject to any internal or external investigation of possible violations of this code. The Company shall ensure confidentiality and protection to any person who has, in good faith, reported a violation or a suspected violation of law, of this code or other Company policies, or against any person who is assisting in any investigation or process with respect to such a violation.

5.5 In case of breach of this code by the senior Management, Whole-time Directors and/or Part-time Directors, the same shall be examined by the Board.

5.6 Penalty may include serious disciplinary action, removal from office and dismissal as well as other remedies, including recommendations for any of the above penalty, to the extent permitted by law and as considered appropriate under the circumstances.

6. Waiver and Amendments of the code

6.1 No waiver of any of the provisions of this code shall be valid unless, the Board of Directors of the Company approves such waiver in case of Board members and by Chairman in case of Senior Management Personnel.

6.2 The provisions of this code can be amended by the Board of Directors of the Company from time to time.

7. Affirmation of compliance of the code

7.1 All Board members and Senior Management Personnel shall within a quarter ending every financial year shall affirm compliance with the Code. A Performa of Annual Compliance Report is annexed to this Code as Appendix-II. The Annual Compliance Report shall be forwarded to the Compliance Officer of the Company.

****

Annexure 3

DECLARATION BY THE WHOLE TIME DIRECTOR UNDER CLAUSE 49 (II-E) OF THE LISTING AGREEMENT TO AFFIRM COMPLIANCE WITH THE CODE OF CONDUCT

I hereby confirm that all Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for Directors and Senior Management, as approved by the Board, for the year ended 31st March 2015.

Place: Noida
Date : 02/09/2015

For Chadha Papers Limited

(Amanbir Singh Sethi)
Whole Time director
DIN-01015203
Address of Director:-
175-I, Sarabha Nagar
Ludhiana
Punjab-141001

Annexure 4

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

PURPOSE AND SCOPE

The policy for determining material subsidiaries has been framed as per the provisions of Clause 49(V)(D) of the Listing Agreement.

For the purpose of this policy:-

"Holding Company" means, as per the provisions of Section 2(46) of the Companies Act, 2013, Holding Company, in relation to one or more companies' means a company of which such companies are subsidiary companies. For the purpose of this Policy, Holding Company means "Chadha Papers Limited"

"Subsidiary Company" as per the provisions of Section 2(87) of the Companies Act, 2013 read with Rule 2(r) of Companies (Specification of Definitions Details)Rules, 2014, "subsidiary company" or "subsidiary", in relation to any other company (that is to say the Holding Company), means a company in which the Holding Company— (i) Controls the composition of the Board of Directors; or (ii) Exercises or controls more than one-half of the "total share capital" (i.e., aggregate of the : (a) paid up equity share capital and (b) convertible preference share capital) either at its own or together with one or more of its subsidiary companies.

"Board or Board of Directors" means Board of Directors of the Company including Executive, Non-Executive, Nominee and Independent Directors.

"***Policy***" means Policy on material subsidiaries.

"***Material Subsidiary***" means a Subsidiary in which the investment of the Company exceeds 20% of its consolidated net worth as per the audited balance sheet of the previous financial year or if the Subsidiary has generated 20% of the consolidated income of the Company during the previous financial year.

"***Material Non-Listed Indian Subsidiary***" means an unlisted subsidiary, incorporated in India, whose income or net worth (i.e. paid up capital and free reserves) exceeds 20% of the
Consolidated income or net worth respectively, of the Listed Holding Company and its Subsidiaries in the immediately preceding accounting year. "

"***Significant Transaction or Arrangement***" shall mean any individual transaction or arrangement that exceeds or is likely to exceed 10% of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the Material Unlisted Subsidiary for the immediately preceding accounting year.

"Audit Committee" means the Committee of Board of Directors of the Company constituted as per Listing agreement and Section 177 of the Companies Act, 2013.

OBJECTIVE OF THE POLICY

The Objective of this policy is to determine the Material Subsidiaries of the Company and put in place a robust governance, framework and reporting requirements of Material Subsidiaries.

POLICY ON MATERIAL SUBSIDIARIES:

a. The Holding Company shall appoint at least 1(one) Independent Director on the Board of Directors of a Material Non-Listed Indian Subsidiary Company.

b. The Audit Committee of the Holding Company shall review the financial statements, in particular, the investments made by the Unlisted Subsidiary Company on quarterly basis.

c. The minutes of the Board Meetings of the Unlisted Subsidiary Company shall be placed before the Board of the Holding Company on quarterly basis.

d. The statement of all Significant Transactions and Arrangements entered into by the Material Unlisted Subsidiary Company shall be placed before the Board/Audit Committee of the Holding Company on quarterly basis.

f. The Holding Company shall not dispose of Shares in its Material Subsidiary, which would reduce its shareholding (either on its own or together with other subsidiaries) to less than fifty percent (50%) or cease the exercise of control over the subsidiary without passing a Special Resolution in its General Meeting, except in such cases where divestment is under a scheme of arrangement, duly approved by a Court / Tribunal.

g. Selling, disposing and leasing of Assets, amounting to more than twenty percent (20%) of the Assets of a Material Subsidiary on an aggregate basis during a financial year, shall require prior approval of shareholders of the Company by way of Special Resolution, unless the sale / disposal / lease is made under a scheme of arrangement, duly approved by a Court / Tribunal.

DISCLOSURES

As prescribed under the revised Clause 49(V) (D) of the Listing Agreement, this Policy shall be disclosed on the Company's website and a web link thereto shall be provided in the Annual Report.

REVIEW OF THE POLICY

This Policy shall be subject to the review by Board of Directors, as may be deemed necessary and in accordance with any regulatory amendments.

Annexure 5

WHISTLE BLOWER POLICY/VIGIL MECHANISM

1. Preface

As a part of effective Corporate Governance, Whistle Blower Policy has been mooted in terms of which Chadha Papers Limited has established a vigil mechanism for staff members and Directors of the Company to report, in good faith, to the Audit Committee, concerns about the unethical behavior, actual or suspected fraud or violation of the Company's code of conduct.

Clause 49 of the Listing Agreement with the Stock Exchanges provides for all listed companies to establish a mechanism called **"Whistle Blower Policy"** for employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethical policy.

The policy provides adequate safeguards against victimization of the employees and Directors who avail of the vigil mechanism also provide for direct access to the Chairman of the Audit Committee.

2. Objective

i. **Compliance with Rules and Regulations:** Our Organization has responsibility to all its stakeholders to conduct its affairs in compliance with the laws and regulations to which it is subject. Following ethical practices besides compliance with the laws and regulations, instills confidence in its employees, customers and others who conduct business with us.

ii. **Promoting Honesty & Integrity:** In our Organization, we do the business with integrity of our products, services and personal character. We don't seek business by trying to corrupt the judgment of our customers. We act with honesty, fairness, respect & safety furthering a culture of unquestioned integrity, which in turn strengthens relationship across businesses and functions.

iii. **Promoting Culture of openness:** Whistle-Blower policy is a vigil mechanism, which will encourage employees and directors disclosing fraud or corruption to the Audit Committee thereby encouraging a culture of openness within the organization.

3. Definitions

Audit Committee: Audit Committee means a Committee constituted by the Board of Directors of the company in accordance with Section 177 of the Companies Act, 2013 read with Clause 49 of the Listing Agreement. The Audit Committee shall conduct detailed investigation of the disclosure received from the whistleblower on its own or it may authorize investigators fit for the purpose of investigation and recommend disciplinary action.

Disciplinary Action: Disciplinary Action means any action that can be taken on the completion of /during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

Employee: Every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.

Investigators: Persons authorized, consulted or approached by the Chairman of the Audit Committee - Includes the auditors of the Company and the police.

Whistleblower: An individual employee, employees of other agencies deployed for the Company's activities, whether working from any of the Company's offices or any other location, channel partner, business associate or a customer of the organization, directors of the company who makes a Protected Disclosure, keeping the organization's interests in mind.

4. **Applicability**

This policy is applicable for all the employees and Directors of the Company.

4. **Scope of the Policy**

The policy covers malpractices and events, which have taken place/suspected to take place involving:-

I. Abuse of Authority

II. Breach of Contract

III. Negligence causing substantial and specific danger to public health and safety

IV. Manipulation of Company data/records

V. Financial irregularities, including fraud, or suspected fraud

VI. Criminal offence

VII. Pilferage of confidential / propriety information

VIII. Deliberate violation of laws /regulations

IX. Wastage/misappropriation of company funds/assets

X. Breach of employee Code of Conduct or Rules.

5. **Responsibility**

The Audit Committee of the Company will be responsible for the purpose of receiving all complaints under this policy and ensuring appropriate action.

6. **PROTECTION FOR WHISTLEBLOWERS**

a.) The Audit Committee is responsible to ensure that the identity of the Whistle Blower is kept strictly confidential. However, in situations where the information provided may lead to uncovering some major issues, which are legal/ criminal in nature the informer's identity may have to be produced before the Police Authorities or in a Court of Law. In such cases, the above are responsible for ensuring that the identity of the whistleblower(s) are produced only to the relevant authorities and to no-one else.

b.) No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore be given to Whistle Blowers against any unfair practices like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistle Blowers right to continue to perform his duties/functions including making further Protected Disclosure.

c.) The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

d.) Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

7. Process Guidelines: Mode of Reporting

a.) Employees/Directors can make Protected Disclosure to The Vigilance Department, as soon as possible but not later than 30 consecutive days after becoming aware of the same.

b.) Protected disclosure can be made by letter/ e-mail, telephonically or in person. However, all reports are encouraged to be made in writing/email, so as to ensure clear understanding of the issues raised. Oral or telephonic conversation should be followed by e-mail or by a letter.

c.) Concerns can be e-mailed to: chadhapapersltd@gmail.com
or
Can be addressed to the Audit Committee by a letter to the below mentioned Address:-
Chadha Estate Nanital Road,
Bilaspur, Rampur,
Uttar Pradesh-244921

d.) Whistle Blower shall mention his/her name and put his/her signatures to the Disclosure.

e.) Concerns expressed anonymously will not be encouraged.

f.) Where initial enquiries indicate that further investigation is necessary, this will be carried through Investigation Committee nominated by the Audit Committee for this purpose. The investigation would be conducted in a fair manner, as a neutral fact finding process and without presumption of guilt. A written report of the findings would be made.

g.) Name of the Whistle Blower shall not be disclosed to the Investigation Committee.

8. Actions to be taken by the Investigation Committee

The Investigating Officer shall have the right to access all the information and records, maintained both in the hard and soft copies, inclusive of the Desktops, Laptops, etc.

The Committee shall make a detailed written record of the Protected Disclosure. The record will include the following:

- Facts of the matter;
- Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- Whether any Protected Disclosure was raised previously against the same investigation subject. The financial/ otherwise loss which has been incurred / would have been incurred by the Company.
- Findings of the Committee;
- The recommendations of the Committee on disciplinary/other action(s).
- The Committee shall finalize and submit the report to the Audit Committee within 15 days of being nominated/appointed.

Depending upon the seriousness of the matter, the Investigation committee may refer the matter to the Audit Committee with proposed disciplinary action/counter measures. In case the Audit Committee thinks that the matter is too serious, it can further place the matter before the Chairman of the Audit Committee with its recommendations. The Chairman may decide the matter as it deems fit.

9. Prevention of Misuse of Policy

a.) The Protected Disclosure made by the Whistle Blower must be genuine with adequate supporting proof. The information provided by the whistle blower should be on the basis of a direct first-hand experience of the whistle blower. It should not be based on any secondary source such as grapevine or any other form of informal communication.

b.) A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who all investigate into the same and recommend suitable action to the management.

10. Review of the Policy

The Policy shall be reviewed based on further regulatory guidelines and operational experience. The Management has the right to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever.

Annexure 6

CEO / CFO CERTIFICATION

We the undersigned, in our respective capacities as Whole Time Director/Executive Director and Chief Financial Officer of Chadha Papers Limited ("the Company") to the best of our knowledge and belief certify that:

a. We have reviewed financial statements and the cash flow statement for the financial year ended March 31,2015 and that to the best of our knowledge and belief, we state that:

i. these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;

ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or in violation of the Company's Code of Conduct.

c. We hereby declare that all the members of the Board of Directors and Senior Management Personnel's (SMPs) have confirmed compliance with the Code of Conduct as adopted by the Company.

d. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.

e. We have indicated, based in our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:

i. significant changes, if any, in internal control over financial reporting during the year;
ii. significant changes, if any, in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over the financial reporting.

Yours faithfully

(Amanbir Singh Sethi)
Whole Time Director

(Atul Gupta)
Chief Financial Officer

Place: NOIDA
Date: 02.09.2015

Annexure F

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

This report contains forward looking statements and the future plans of the Company. This report discusses the Company's Strategy for growth, product development, market expenditure, financial results and future expectations, opportunities and threats.

1. INDUSTRY STRUCTURE AND DEVELOPMENT RELATING TO COMPANY'S LINE OF BUSINESS.

Your Company is engaged in the business of manufacturing of papers and related paper products such as News Print, Writing Print, and Kraft Paper etc. During the Financial Year, the Company was able to achieve the sales of Rs. 1,38,75,83,364. The sale of products comprises of sale of News Print Paper, Writing Printing, and Kraft Paper and includes other revenue from the sale of scrap and *Paddy Husk and Petrolium Coke.*

For developing the area of business, the Company has taken various steps to increase the revenue of the Company and for the Development of the Company:-

a. The Company is trying to enter into new markets and trying to capture the new area for business.
b. Enhance growth by reaching new customers, analyzing their needs and dynamically managing the price according to the needs of Customers.
c. In-house qualified and technical team to ensure better quality products.
d. Adoption of Business models that increases the assets efficiency and long term competitiveness.
e. Increasing profitability by trying to minimize the operating Costs.
f. Adoption of new technologies and measures to manufacture the papers at a lower cost.
g. Analyzing the demands of the society and adjusting the manufacturing and supply of goods accordingly.
h. Sufficient land and other infrastructure available with the Company for future expansion and growth.

2. OPPORTUNITIES AND THREATS.

New opportunities for the Company are widely open as the company is planning to enter into new markets. Company's has introduced the News Print and export quality writing & printing paper and management has laid out the plans and strategies to capture the domestic as well as International markets.

Demand for paperboard and news printing is projected to grow in the near future. Trends like change in lifestyle and socio-economic factors have led to a sharp rise in demand for packaging paper as reflected in the improved packaging of FMCG products.

The gradual erosion of the market for the Kraft Paper is the biggest threat to the Company. The low sales graph of the Kraft Paper is a threat as well as alarming for the Company.

Increasing coal and logistic cost.
Cheap dumping from export countries.
Negative budgetary policies for paper industry.

3. SEGMENT WISE OR PRODUCT WISE PERFORMANCE

For the year under review i.e Financial Year 2014-15, here are the details of the performance of our products:-

Paper and Paper Products

During the year, Company was able to expand its share in the market and was able to achieve the sales target of Rs. 1,39,47,35,226.

The Company was also able to make revenue from the sale of Paddy Husk and Petrolium Coke of Rs. 39,06,275.

During the year the performance of News Print and Writing and Printing Paper was comparatively better and Company look further to enhance the sales target.

4. OUTLOOK

The Company installed News Printing/Writing Paper Plant last year in order to achieve the demand for this product and further management has planned and has improvised the technologies for the News Print and WP keeping in view the demand of the product and the sales target has been set high.

The demand for the BF Kraft Paper, modernization and upgrading of both the Kraft machines has been done.

5. RISKS AND CONCERNS

Company has adopted a risk management Policy, as recommended by the Board of Directors of the Company.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business

The policy is categorized in following parts:-

a.) Risk Assessment.
b.) Risk Management.
c.) Risk Monitoring.

The Company is prone to inherent business risks. The objective of the policy is identification, evaluation monitoring and minimization of identifiable risks.

6. INTERNAL CONTROL SYSTEMS AND ADEQUACY

Board of Directors has adopted proper procedure and policies for ensuring the efficient conduct of business including proper utilization of resources, safeguarding of its assets, detection of frauds and errors and timely preparation of Financial Statements and fair and true disclosure in the same.

7. FINANACIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE OF THE COMPANY

Total turnover of the Company for the Financial Year 2014-15 is Rs. 1,38,75,83,364 in comparison to a turnover of Rs. 1,75,72,611 only in the Financial Year 2013-14. Company suffered a loss of Rs. (11,97,44,665

SNMG & CO.
CHARTERED ACCOUNTANTS
F-378, SARITA VIHAR, NEW DELHI-110076
Ph. 29948663 / 29948664 Fax : 26948000
email : gargrk58@gmail.com

Annexure 01

CERTIFICATE ON CORPORATE GOVERANCE

To the Members of
Chadha Papers Limited

We have examined the compliance of corporate governance by Chadha Papers Limited for the year ended 31 March, 2015 as stipulated in clause 49 of the listing agreement of the said company with the stock exchanges.

The compliance of the conditions of corporate governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the company for ensuring compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, and the representation made by directors and the management, we certify that the company has compiled with the conditions of corporate governance as stipulated in Clause 49 of the above mentioned Listing Agreement except that no Independent Director of the Company has been appointed on the Board of Directors of its material non-listed Indian Subsidiary Company. Also, the company has not yet created its website/portal for displaying the requisite information for its investors/other stakeholders.

To the best of our information and explanations given to us, no investor grievance is pending for a period exceeding one month against the company as per the records maintained by the shareholder/Investor grievance committee.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For SNMG & Co. (FRN 04921N)
Chartered Accountants

SNMG & Co. New Delhi Chartered Accountants

(Rakesh Kumar)
Partner
M.No. 083911

Place: New Delhi
Date: 02 Sept. 2015