

To,

Dated:30-05-2024

**BSE Limited,
Department of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001.
Script Code:- 531946**

Subject: Submission of Annual Secretarial Compliance Report Certificate for the year ended 31st March, 2024.

Dear Sir/Madam,

In compliance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 read along with SEBI Circular CIR/CFD/ CMD1 /27 /2019 dated, 8th February, 2019, please find enclosed the Annual Secretarial Compliance Report of the Company issued by Sachin Mavi & Associates (Practicing Company Secretary) for the financial year 2023-24.

Kindly update the same on your records and oblige.

Thanking you,

Yours faithfully,

**For and on behalf on
Chadha Papers Limited**

**AMANBIR
SINGH
SETHI** Digitally signed by
AMANBIR SINGH
SETHI
Date: 2024.05.30
12:43:44 +05'30'

**Amanbir Singh Sethi
Wholetime Director
DIN: 01015203
Address: CTC061 The Crest Park Drive,
DLF5, Gurugram, Haryana-122011**

End: a/a



SACHIN MAVI & ASSOCIATES COMPANY SECRETARIES

(YOUR FINANCIAL & LEGAL EXPERT)

GSTIN: 09CJSPM2428K1ZL, FRN NO. S2017UP560500

Secretarial Compliance Report of Chadha Papers Limited for the financial year ended 31st March 2024

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Chadha Papers Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at **Chadha Estate Nanital Road, Bilaspur Rampur, Uttar Pradesh, India, 244921**. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my/our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, We hereby report that the listed entity has, during the review period covering the financial year ended on 31st March 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We **Sachin Mavi & Associates**, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Chadha Papers Limited ("the listed entity"),
- (b)
- (c) the filings/ submissions made by the listed entity to the stock exchanges,
- (d) website of the listed entity,
- (e) any other document/ filing, as may be relevant, which has been relied upon to make this report, for

the financial year ended 31st March 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



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The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - Not Applicable
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - Not Applicable
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - Not Applicable
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - Not Applicable
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder; and based on the above examination, We hereby report that, during the Review Period:



1. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

S No	Compliance Requirement (Regulations/ circulars/ guide- lines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
1	The listed entity shall submit the financial results in the following manner: (d) The listed entity shall submit annual audited Standalone financial results for the financial year, within sixty days from the end of the financial year along with the audit report and Statement on Impact of Audit Qualifications for audit report with modified opinion.	33(3)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015	The financials for the quarter and FY ended 31-Mar-2023 were considered on 26-Aug-2023 with a delay of 88 days	Stock Exchange	Fine	The financials for the quarter and FY ended 31-Mar-2023 were considered on 26-Aug-2023 with a delay of 88 days	4,40,000	The Company considered the financials on 26th Aug- 2023 taking corrective action.	The Company considered the financials on 26th Aug- 2023 taking corrective action.	Fine imposed by BSE have been paid by the Company



2	<p>The listed entity shall submit the financial results in the following manner: (a) The listed entity shall submit quarterly and year-to-date standalone financial results to the stock exchange within forty-five days of end of each quarter, other than the last quarter.</p>	<p>33(3)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</p>	<p>The financials for the quarter ended 30-Jun-2023 were considered on 26-Oct-2023 with a delay of 73 days</p>	<p>Stock Exchange</p>	<p>Fine</p>	<p>The financials for the quarter ended 30-Jun-2023 were considered on 26-Oct-2023 With a delay of 73 days</p>	<p>3,45,000</p>	<p>The Company considered the financials on 26th Oct-2023 taking corrective action.</p>	<p>The Company considered the financials on 26th Oct-2023 taking corrective action.</p>	<p>Fine imposed by BSE have been paid by the Company</p>
3	<p>The listed entity shall submit to the stock exchange and publish on its website- (a) a copy of the annual report sent to the shareholders along with the notice of the annual general meeting not later than the day of commencement of dispatch to its shareholders</p>	<p>34(1)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</p>	<p>The Annual report for the financial year ended 31-Mar-2023 was submitted with stock exchange on 20-Sep-2023 with a delay of 15 days</p>	<p>Stock Exchange</p>	<p>Fine</p>	<p>The Annual report for the financial year ended 31-Mar-2023 was submitted with stock exchange on 20-Sep-2023 with a delay of 15 days</p>	<p>28,000</p>	<p>The Company submitted the Annual Report on 20th Sep-2023 taking corrective action.</p>	<p>The Company submitted the Annual Report on 20th Sep-2023 taking corrective action</p>	<p>Fine imposed by BSE have been paid by the Company</p>



4	<p>Regulation 24 of SEBI (LODR) Regulation 2015:</p> <p>The audit committee of the listed entity shall also review the financial statements, in particular, the investments made by the unlisted subsidiary.</p> <p>The minutes of the meetings of the board of directors of the unlisted subsidiary shall be placed at the meeting of the board of directors of the listed entity.</p>	<p>24 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</p>	<p>The audit committee of the listed entity shall also review the financial statements, in particular, the investments made by the unlisted subsidiary.</p> <p>The minutes of the meetings of the board of directors of the unlisted subsidiary shall not be placed at the meeting of the board of directors of the listed entity</p>	<p>Other Regulatory Body</p>	<p>Other</p>	<p>The audit committee of the listed entity shall also review the financial statements, in particular, the investments made by the unlisted subsidiary.</p> <p>The minutes of the meetings of the board of directors of the unlisted subsidiary shall not be placed at the meeting of the board of directors of the listed entity</p>	<p>None</p>	<p>The company is non-compliant of Regulation 24 of SEBI (LODR) Regulations, 2015.</p>	<p>1. The Subsidiary company did not provide their financial statement to the us as required under the Regulation 24 of SEBI (LODR) Regulation 2015.</p> <p>2. The Subsidiary company did not provide their minutes to us as required under the Regulation 24 of SEBI (LODR) Regulation 2015</p>
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
1	The listed entity shall submit the financial results in the following manner: (d) The listed entity shall submit annual audited standalone financial results for the financial year within sixty days from the end of the financial year along with the audit report and Statement on Impact of Audit Qualifications for audit report with modified opinion.	33(3)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015	Non-compliance with the requirements pertaining to Submission of Quarterly Results/ Audited annual result ended on March 2022	Stock Exchange	Fine	BSE has levied fine as per SEBI circular no. SEBI/HO/CFD/CMD/CI/P/2020/12 dated January 22, 2020, for non-compliance with the provisions pertaining to Submission Quarterly and Annually results (Regulation 33 of SEBI (LODR) Regulations, 2015 for the Quarter ended March 30 2022	41300.00	The listed Entity is non-compliant as per Regulation 33 of SEBI LODR 2015 due to delay in filing of Financial result on Stock exchange.	There was delay in filing the financial results for the period ending on March 31, 2022 as our data server system was crashed and we were unable to recover data before the due date for filing of aforesaid results and all the penalties associated with this delay have been paid.	Fine imposed by BSE have been paid by the Company



<p>Regulation 24 of SEBI (LODR) Regulation 2015:</p> <p>At least one independent director on the board of directors of the listed entity shall be a director on the board of directors of an unlisted material subsidiary, whether incorporated in India or not.</p> <p>The audit committee of the listed entity shall also review the financial statements, in particular, the investments made by the unlisted subsidiary.</p> <p>The minutes of the meetings of the board of directors of the unlisted subsidiary shall be placed at the meeting of the board of directors of the listed entity.</p>	<p>24 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015</p>	<p>The Company has to appoint an Independent Director, on the Board of Directors of an unlisted material subsidiary, incorporated in india but the Company had not appointed the same</p> <p>The minutes of the meetings of the board of directors of the unlisted subsidiary shall not be placed at the meeting of the board of directors of the listed entity</p>	<p>Other Regulatory Body</p>	<p>Other</p>	<p>The Company has to appoint an Independent Director, on the Board of Directors of an unlisted material subsidiary, incorporated in india but the Company had not appointed the same</p> <p>The minutes of the meetings of the board of directors of the unlisted subsidiary shall not be placed at the meeting of the board of directors of the listed entity</p>	<p>None</p>	<p>The company is non-compliant of Regulation 24 of SEBI (LODR) Regulations, 2015.</p>	<p>1. The Subsidiary company did not appoint the Independent directors of our company as required under the Regulation 24 of SEBI (LODR) Regulation 2015.</p> <p>2. The Subsidiary company did not provide their financial statement to the us as required under the Regulation 24 of SEBI (LODR) Regulation 2015.</p> <p>3. The Subsidiary company did not provide their minutes to us as required under the Regulation 24 of SEBI (LODR) Regulation 2015</p>	<p>The Subsidiary Company is not a material subsidiary of the Company, therefore, appointment of one independent Director on the Board of subsidiary is not required.</p>
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3.	<p>Regulation 24A of SEBI (LODR) Regulation 2015:</p> <p>(1) Every listed entity and its material unlisted subsidiaries incorporated in India shall undertake secretarial audit and shall annex a secretarial audit report given by a company secretary in practice, in such form as specified, with the annual report of the listed entity</p>	<p>24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</p>	<p>Non-compliance with the requirements pertaining to material unlisted subsidiaries secretarial audit</p>	<p>Other Regulatory Body</p>	<p>Other</p>	<p>Non-compliance with the requirements pertaining to material unlisted subsidiaries secretarial audit</p>	<p>None</p>	<p>The company is non-compliant of Regulation 24A of SEBI (LODR) Regulations, 2015</p>	<p>The Subsidiary company did not provide their secretarial audit report to us as required under the Regulation 24A of SEBI (LODR) Regulation 2015</p>	<p>The Subsidiary Company is not a material subsidiary of the Company, therefore, Regulation 24A is complied with respect to the Company.</p>
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Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	There was no instance during the FY 2023-24 wherein the Auditor has resigned, hence, the clause is not applicable.
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA	



	<p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non- cooperation by .the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the</p>	<p>NA</p>	<p>There was no instance during the FY 2023-24 wherein the Auditor has reported any concerns related to listed entity.</p>
	<p>auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p>		
	<p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		



Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	There was no instance during the FY 2023-24 wherein the Auditor has resigned, hence, the clause is not applicable.

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

II. I/we hereby report that, during the review period the compliance status of the listed entity is appended as below :

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations / circulars / guidelines issued by SEBI 	Yes	
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/ information under a separate section on the website 	Yes Yes	



	<ul style="list-style-type: none"> Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website 	Yes	
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Yes	The Company has one subsidiary i.e. Manorama Paper Mills Limited, however, it is non-material subsidiary.
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	



9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	Stock exchange has imposed penalties on the Company on various occasions and the same have been either paid or considered by the Company
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	

Note:

1. Provide the list of all the observations in the report for the previous financial year along with the actions taken by the listed entity on those observations.
2. Add the list of all observations in the reports pertaining to the periods prior to the previous financial year in case the entity has not taken sufficient steps to address the concerns raised/ observations.

E.g. In the report for the financial year ended 31st March, 2023, the PCS shall provide a list of:

- all the observations in the report for the year ended 31st March, 2024 along with the actions taken by the listed entity on those observations.
- the observations in the reports pertaining to the year ended 31st March, 2024 and earlier, in case the entity has not taken sufficient steps to address the concerns raised/ observations in those reports.)

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information.



This is neither an audit nor an expression of opinion.

3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Noida

Signature:

Date: 29/05/2024



SACHIN MAVI

PRACTICING COMPANY SECRETARY

FCS No.: 11384

CP No. : 18417

UDIN : F011384F000480151

PR No. : 962/2020