



**34th
ANNUAL
REPORT**

RUCHIRA PAPERS LIMITED

2013-14

Registered Office & Works:
Tirlokpur Road,
Kala-Amb, Distt : Sirmaur,
Himachal Pradesh-173030
www.ruchirapapers.com

BOARD OF DIRECTORS

Chairman cum Whole Time Director

Jatinder Singh

Co-Chairman cum Whole Time Director

Subhash Chander Garg

Managing Director

Umesh Chander Garg

CFO & Whole Time Director

Vipin Gupta

Independent Directors

Dalbir Singh

Surinder Gupta

Swatantar Kumar Dewan

Col(Retd) Avtar Singh Bajwa

Company Secretary

Vishav Sethi

Registered Office & Works

Trilokpur Road, Kala Amb,

Distt. Sirmour

Himachal Pradesh-173030

Administrative Office

21-22, New Professors Colony,

Yamuna Nagar-135001

Haryana

Auditors

Subhash Sajal & Associates

Chartered Accountants

1766, New Christian Colony,

Near Civil Hospital, Jagadhri,

Haryana-135003

SENIOR EXECUTIVES

Parveen Garg-Senior Vice-President (CSR)

Deepan Garg VP (Technical)

Jagdeep Singh VP (Operations)

Daljeet Singh VP (Commercial)

Lucky Garg VP (Marketing)

Vaishali Jhaveri VP (Marketing)

Atul Garg VP (Administration)

Radhika Garg VP (Marketing-NR)

Bankers

Punjab National Bank

State Bank of Bikaner & Jaipur

Oriental Bank of Commerce

Registrar & Share Transfer Agent

Link Intime India Pvt. Ltd

44, Community Centre, 2nd Floor,

Naraina Industrial Area, Phase-I

near PVR Naraina, New Delhi-110028

Company's Website

www.ruchirapapers.com

Corporate Identification Number

L21012HP1980PLC004336

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THE PAPER USED FOR PRINTING OF THIS ANNUAL REPORT IS MANUFACTURED BY YOUR COMPANY

NOTICE

Notice is hereby given that the 34th ANNUAL GENERAL MEETING of the Members of RUCHIRA PAPERS LIMITED will be held on Thursday, September 25, 2014 at 11.30 AM at Hotel Black Mango, Nahan Road, Kala-Amb, District Sirmaur, Himachal Pradesh-173030 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2014, including the Audited Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss for the year ended on that date and the reports of Board of Directors and Independent Auditors thereon.

2. To declare a dividend on equity shares for the financial year 2013-14.

3. To appoint a Director in place of Mr. Subhash Chander Garg (DIN:01593104), who retires by rotation and being eligible, offers himself for re-appointment.

4. To re-appoint statutory auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the Fifth consecutive AGM and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, as amended from time to time, M/S Subhash Sajal & Associates, Chartered Accountants (ICAI Reg. No. 018178N), be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 38th Annual General Meeting at a remuneration of Rs. 1,80,000/- (Rs. One Lac and Eighty Thousand only) Plus Service Tax and other out of pocket expenses as admissible as recommended by the Audit Committee & approved by the Board, subject to ratification of the appointment & revision in the remuneration by the members at every Annual General Meeting."

SPECIAL BUSINESS:

5. To appoint Smt. Suhasini Yadav (DIN:06925910) as an Independent Director 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 149, 152 and other applicable provisions, if any, and the Rules framed thereunder, read with schedule IV of the Companies Act, 2013, as amended from time to time and Clause 49 of the Listing Agreement, Smt. Suhasini Yadav (DIN:06925910), in respect of whom the Company has

received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing her candidature for the office of Director and Smt. Suhasini Yadav has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby appointed as Independent Director of the Company with effect from September 25, 2014 to September 24, 2019, not liable to retire by rotation."

6. To appoint Sh. Dalbir Singh (DIN:01538540) as an Independent Director 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 149, 152 and other applicable provisions, if any, and the Rules framed there under, read with schedule IV of the Companies Act, 2013, as amended from time to time and Clause 49 of the Listing Agreement, Sh. Dalbir Singh (DIN: 01538540), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company with effect from September 25, 2014 to September 24, 2019, not liable to retire by rotation."

7. To appoint Sh. Surinder Gupta (DIN:01108489) as an Independent Director 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 149, 152 and other applicable provisions, if any, and the Rules framed there under, read with schedule IV of the Companies Act, 2013, as amended from time to time and Clause 49 of the Listing Agreement, Sh. Surinder Gupta (DIN:01108489), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company with effect from September 25, 2014 to September 24, 2019, not liable to retire by rotation."

8. To appoint Col.(Retd.) Avtar Singh Bajwa (DIN:01605978) as an Independent Director 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 149, 152 and other applicable provisions, if any, and the Rules framed there under, read with schedule IV of the Companies Act, 2013, as amended from time to time and Clause 49 of the Listing Agreement, Col.(Retd.) Avtar Singh Bajwa (DIN:01605978), a non-executive director of the Company, who has submitted a declaration that he meets

the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company with effect from September 25, 2014 to September 24, 2019, not liable to retire by rotation."

9. To appoint Sh. Swatantar Kumar Dewan (DIN:00427404) as an Independent Director 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 149, 152 and other applicable provisions, if any, and the Rules framed there under, read with schedule IV of the Companies Act, 2013, as amended from time to time and Clause 49 of the Listing Agreement, Sh. Swatantar Kumar Dewan (DIN:00427404), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company with effect from September 25, 2014 to September 24, 2019, not liable to retire by rotation."

10. To revise the managerial remuneration of Sh. Vipin Gupta, Whole Time Director and to designate him as Chief Financial Officer & Whole Time Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and/or other applicable provisions, if any, of the Companies Act, 1956, including statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time, and/or subject to the compliance of the listing agreement, the approval of the Company be and is hereby accorded to revise the Managerial Remuneration payable to Mr. VIPIN GUPTA, Whole Time Director for the period of One Year from 1st June 2014 to 31st May 2015 on the terms and conditions, as set out below:-

- a. Basic Pay: Rs.1,80,000/- P.M (Rs. One Lac and Eighty Thousand Only)
(Proposed Increase from Rs. 1,70,000/- P.M to 1,80,000/- PM)
- b. HRA @ 15% per month of the Basic Pay.
- c. Telephone: Mobile/Telephone facility as per Company's rules.
- d. Leave encashment as per the rules of the Company.
- e. Conveyance: Company's car with driver for Official Use.
- f. Reimbursement of expenses incurred for the business of

the Company as per rules of the Company.

g. Provident Fund: Company's contribution towards Provident Fund shall be as per provisions of the Employees Provident Fund Act.

h. Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per the rules of the Company.

Where in any financial year, the Company has no profits or its profits are inadequate during the term of his office, the aforesaid remuneration shall continued to be paid within the provisions prescribed under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT approval of the Company be and is hereby accorded to change the designation of Mr. Vipin Gupta as "Chief Financial Officer & Whole Time Director" of the Company w.e.f 28th May 2014.

RESOLVED FURTHER THAT Board of Directors and/ or Nomination & Remuneration Committee is hereby further authorized to alter and vary the terms and conditions of Mr. Vipin Gupta from time to time, subject to the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution."

11. To approve the limits of borrowings u/s 180(1)(c) of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 180(1)(C) of the Companies Act, 2013 and in supersession of earlier resolution passed by members on 06th September 2008 under the Companies Act (earlier in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow any sum or sums of money, from time to time, at their discretion, for the purpose of business of the Company, which together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid up capital of the Company and its free reserves (that is to say, reserves not set apart for any specific purpose) provided the total amount borrowed by the Board shall not exceed Rs. 350 Crore (Rs. Three Hundred and Fifty Crores only) and that the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as related to interest, repayment, security, or otherwise as it may think fit."

12. To approve the remuneration of Cost Auditors for the

financial year ending 31st March 2015 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 section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof, for the time being in force), M/S Sanjay Kumar Garg & Co., the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March 2015, to be paid the remuneration of Rs. 65,000/- (Rs. Sixty Five Thousand Only) plus Service Tax and out of pocket expenses as recommended by the Audit Committee and approved by the Board be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

13. 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), the 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 draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

14. To revise the remuneration payable to Mrs. Parveen Garg, Senior Vice President-CSR, holding office or place of profit and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time

to time, the approval of the Company be and is hereby accorded to the revision in the basic salary of Mrs. Parveen Garg, Senior Vice-President (CSR) of the Company, wife of Mr. Subhash Chander Garg, Whole Time Director, w.e.f 01st July 2014 as detailed below:

- Basic Salary: Rs 2,25,000/- (Rs. Two Lacs and Twenty Five Thousand Only) P.M.

(Proposed Increase from Rs. 1,75,000/- P.M to 2,25,000/- PM)

- HRA @ 15% per month of the Basic Salary.
- Telephone: Mobile/Telephone facility as per the Company's rules.
- Leave encashment as per rules of the Company.
- Provident Fund: Company's contribution towards Provident Fund as per Provisions of Employees Provident Fund Act.
- Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee/Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013 to effect change in designation and responsibilities of Mrs. Parveen Garg.

RESOLVED FURTHER THAT Mrs. Parveen Garg shall be entitled for the reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by her from time to time, in connection with the Company's business"

15. To revise the remuneration payable to Mr. Deepan Garg, Vice President-Technical, holding office or place of profit and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time, the approval of the Company be and is hereby accorded to the revision in the basic salary of Mr. Deepan Garg, Vice-President (Technical) of the Company, son of Mr. Umesh Chander Garg, Managing Director, w.e.f 01st July 2014 as detailed below:

- Basic Salary: Rs 2,25,000/- (Rs. Two Lacs and Twenty Five Thousand Only) P.M.

(Proposed Increase from Rs. 1,75,000/- P.M to 2,25,000/- PM)

- HRA @ 15% per month of the Basic Salary.
- Telephone: Mobile/Telephone facility as per the Company's rules.
- Leave encashment as per rules of the Company.
- Provident Fund: Company's contribution towards Provident Fund as per Provisions of Employees Provident Fund Act.
- Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee/Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013 to effect change in designation and responsibilities of Mr. Deepan Garg.

RESOLVED FURTHER THAT Mr. Deepan Garg shall be entitled for the reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with the Company's business"

16. To revise the remuneration payable to Mr. Jagdeep Singh, Vice President-Operations, holding office or place of profit and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time, the approval of the Company be and is hereby accorded to the revision in the basic salary of Mr. Jagdeep Singh, Vice-President (Operations) of the Company, son of Mr. Jatinder Singh, Whole Time Director, w.e.f 01st July 2014 as detailed below:

- Basic Salary: Rs 2,25,000/- (Rs. Two Lacs and Twenty Five Thousand Only) P.M.

(Proposed Increase from Rs. 1,75,000/- P.M to 2,25,000/- PM)

- HRA @ 15% per month of the Basic Salary.
- Telephone: Mobile/Telephone facility as per the Company's rules.
- Leave encashment as per rules of the Company.

- Provident Fund: Company's contribution towards Provident Fund as per Provisions of Employees Provident Fund Act.

- Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee/Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013 to effect change in designation and responsibilities of Mr. Jagdeep Singh.

RESOLVED FURTHER THAT Mr. Jagdeep Singh shall be entitled for the reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with the Company's business"

17. To revise the remuneration payable to Mr. Daljeet Singh, Vice President-Commercial, holding office or place of profit and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time, the approval of the Company be and is hereby accorded to the revision in the basic salary of Mr. Daljeet Singh, Vice-President (Commercial) of the Company, son of Mr. Jatinder Singh, Whole Time Director, w.e.f 01st July 2014 as detailed below:

- Basic Salary: Rs 2,25,000/- (Rs. Two Lacs and Twenty Five Thousand Only) P.M.

(Proposed Increase from Rs. 1,75,000/- P.M to 2,25,000/- PM)

- HRA @ 15% per month of the Basic Salary.
- Telephone: Mobile/Telephone facility as per the Company's rules.
- Leave encashment as per rules of the Company.
- Provident Fund: Company's contribution towards Provident Fund as per Provisions of Employees Provident Fund Act.
- Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee/Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013 to effect change in designation and responsibilities of Mr. Daljeet Singh.

RESOLVED FURTHER THAT Mr. Daljeet Singh shall be entitled for the reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with the Company's business"

18. To revise the remuneration payable to Mr. Lucky Garg, Vice President-Marketing, holding office or place of profit and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time, the approval of the Company be and is hereby accorded to the revision in the basic salary of Mr. Lucky Garg, Vice-President (Marketing) of the Company, son of Mr. Umesh Chander Garg, Managing Director, w.e.f 01st July 2014 as detailed below:

- Basic Salary: Rs 2,25,000/- (Rs. Two Lacs and Twenty Five Thousand Only) P.M.

(Proposed Increase from Rs. 1,75,000/- P.M to 2,25,000/- PM)

- HRA @ 15% per month of the Basic Salary.
- Telephone: Mobile/Telephone facility as per the Company's rules.
- Leave encashment as per rules of the Company.
- Provident Fund: Company's contribution towards Provident Fund as per Provisions of Employees Provident Fund Act.
- Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee/Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013 to effect change in designation and responsibilities of Mr. Lucky Garg.

RESOLVED FURTHER THAT Mr. Lucky Garg shall be entitled for the reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with the Company's business"

19. To revise the remuneration payable to Mr. Atul Garg, Vice President-Administration, holding office or place of profit and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time, the approval of the Company be and is hereby accorded to the revision in the basic salary of Mr. Atul Garg, Vice-President (Administration) of the Company, son of Mr. Umesh Chander Garg, Managing Director, w.e.f 01st July 2014 as detailed below:

- Basic Salary: Rs 2,25,000/- (Rs. Two Lacs and Twenty Five Thousand Only) P.M.

(Proposed Increase from Rs. 1,75,000/- P.M to 2,25,000/- PM)

- HRA @ 15% per month of the Basic Salary.
- Telephone: Mobile/Telephone facility as per the Company's rules.
- Leave encashment as per rules of the Company.
- Provident Fund: Company's contribution towards Provident Fund as per provisions of Employees Provident Fund Act.
- Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee/Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013 to effect change in designation and responsibilities of Mr. Atul Garg.

RESOLVED FURTHER THAT Mr. Atul Garg shall be entitled for the reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with the Company's business"

20. To revise the remuneration payable to Mrs. Vaishali Jhaveri, Vice President-Marketing, holding office or place of profit and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of sections 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time, the approval of the Company be and is hereby accorded to the revision in the basic salary of Mrs. Vaishali Jhaveri, Vice-President (Marketing) of the Company, daughter of Mr. Subhash Chander Garg, Whole Time Director, w.e.f 01st July 2014 as detailed below:

- Basic Salary: Rs 2,25,000/- (Rs. Two Lacs and Twenty Five Thousand Only) P.M.

(Proposed Increase from Rs. 1,75,000/- P.M to 2,25,000/- PM)

- HRA @ 15% per month of the Basic Salary.
- Telephone: Mobile/Telephone facility as per the Company's rules.
- Leave encashment as per rules of the Company.
- Provident Fund: Company's contribution towards Provident Fund as per Provisions of Employees Provident Fund Act.
- Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee/Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013 to effect change in designation and responsibilities of Mrs. Vaishali Jhaveri.

RESOLVED FURTHER THAT Mrs. Vaishali Jhaveri shall be entitled for the reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by her from time to time, in connection with the Company's business”

21. To revise the remuneration payable to Ms. Radhika Garg, Vice President-Marketing(Northern Region), holding office or place of profit and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of sections

188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time, the approval of the Company be and is hereby accorded to the revision in the basic salary of Ms. Radhika Garg, Vice-President (Marketing-NR) of the Company, daughter of Mr. Subhash Chander Garg, Whole Time Director, w.e.f 01st July 2014 as detailed below:

- Basic Salary: Rs 2,25,000/- (Rs. Two Lacs and Twenty Five Thousand Only) P.M.

(Proposed Increase from Rs. 1,75,000/- P.M to 2,25,000/- PM)

- HRA @ 15% per month of the Basic Salary.
- Telephone: Mobile/Telephone facility as per the Company's rules.
- Leave encashment as per rules of the Company.
- Provident Fund: Company's contribution towards Provident Fund as per Provisions of Employees Provident Fund Act.
- Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee/Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013 to effect change in designation and responsibilities of Ms. Radhika Garg.

RESOLVED FURTHER THAT Ms. Radhika Garg shall be entitled for the reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by her from time to time, in connection with the Company's business”

22. To approve transactions with related parties' u/s 188 of the Companies Act, 2013 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of section 188 and other applicable provisions of the Companies Act, 2013, if any, approval of the Company be and is hereby accorded to the contract to be entered into by the Company with the related parties for transactions not exceeding the limits during financial year as detailed in the explanatory statement.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take

all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By order of the Board
For Ruchira Papers Limited**

**Place: Kala-Amb (HP)
Date: 04th August 2014**

**Vishav Sethi
(Company Secretary)**

Notes:-

1. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 WITH RESPECT TO THE SPECIAL BUSINESS SET OUT IN THE NOTICE IS ANNEXED HERETO.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of the Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, the 12th September 2014 to Thursday, the 25th September, 2014 (both days inclusive).

4. Documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except holidays, between 11.00 A.M. to 1.00 P.M. up to date of the Annual General Meeting.

5. If the dividend, as recommended by the Board of Directors is approved at the AGM, payment of such dividend will be made on or after 06th October 2014 as under:

a) To all the beneficial owners in respect of shares held in dematerialized form as per the data made available by the NSDL and CDSL as on the close of business hours on 12th September 2014;

b) To all members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of

business hours on 12th September 2014.

6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company.

7. Members desirous of getting any information on Accounts or other items of Agenda are requested to forward his/her queries to the Company at least three working days prior to the date of Annual General Meeting so as to enable the Management to keep information ready.

8. Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at Annual General Meeting.

9. In the case of Joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.

10. Members are requested to intimate Registrar and Share Transfer Agents of the Company - Link Intime India Private Limited, New Delhi, immediately of any change in their address in respect of equity shares held in physical mode and to their Depository Participants (DP's) in respect of equity shares held in dematerialized form.

11. Members/ Proxies attending the Meeting are requested to bring their copy of the Annual Report with them at the meeting as the same will not be distributed at the meeting. The enclosed attendance slip duly filled may kindly be delivered at the entrance of the meeting hall.

12. Information pursuant to Clause 49 of the listing agreement regarding appointment and re-appointment of directors is annexed herewith.

13. The Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those members whose e-mail addresses are with the Depositories, unless any Member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

14. To Support the 'Green initiative', the Members who have not registered their e-mail addresses are requested to register the same with the RTI/Depositories.

15. E-Voting: In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through e-voting services provided by the Central Depository Services (India) Limited (CDSL):

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (VI) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> ● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be

displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (B) The voting period begins on at 9.00 AM on Friday, 19th September 2014 and ends at 6.00 PM on Sunday, 21st September 2014. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Friday 12th September 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at

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

- II) The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report shall also be placed on the Company's Website.

Transfer to Investor Education & Protection Fund:

Pursuant to provisions of the Companies Act, 1956, the amount of application money due for refund of Rs. 25553/- has been transferred to Investor Education and Protection Fund.

ANNEXURE TO THE NOTICE

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

ITEM NO. 05:

As per provisions of section 149(1) of the Companies Act, 2013 and amended clause 49 of the Listing Agreement, the Company should have at least one woman director.

Keeping in view of the above legal requirements, the Board of Directors have proposed that Smt. Suhasini Yadav be appointed as a Director of the Company.

Smt. Suhasini Yadav is a graduate and has a wealth of experience in her field. A brief resume of Smt. Suhasini Yadav is explained under the section "INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT REGARDING APPOINTMENT OR RE-APPOINTMENT OF THE DIRECTOR AT THE FORTHCOMING ANNUAL GENERAL MEETING" at the end of the notice.

Smt. Suhasini Yadav is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and has given a declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, she fulfills conditions specified in the Act and Rules framed thereunder for appointment as independent Director and she is independent to the Management. A copy of the draft Letter of Appointment for her, setting out terms and conditions of her appointment, is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on website of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this Resolution. The Board commends the Ordinary Resolution as set out at Item No. 05

for approval of the Members.

ITEM NO 06 to 09:

In accordance with the erstwhile provisions of the Companies Act, 1956, and Articles of Association of the Company, Mr. Dalbir Singh, Mr. Surinder Gupta, Col. Retd. Avtar Singh Bajwa and Mr. Swatantar Kumar Dewan were appointed as Independent Directors of the Company. The provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into effect. As per the said provisions, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation at every AGM.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement. Accordingly, the Independent Directors will serve for not more than two terms of five years each on the Board of the Company. In terms of the revised Clause 49 of the Listing Agreement, a person who has already served as an independent director for five years or more in a Company shall be eligible for appointment, on completion of his present term, for one more term of up to five years only. In the transition to the Companies Act, 2013, which is effective 1st April, 2014, those Independent Directors who have already served for ten or more years will serve for a maximum period of one term of five years. This is consistent with the provisions of Companies Act, 2013. In effect, the transition will be managed by re-appointing such Independent Directors for a period of one more term that does not exceed five years. With the above changes, Independent Director's appointment and tenure will be governed by the provisions of Companies Act, 2013.

In line with the requirements of the Companies Act, 2013, it is therefore proposed to appoint Mr. Dalbir Singh, Mr. Surinder Gupta, Col. (Retd) Avtar Singh Bajwa and Mr. Swatantar Kumar Dewan, as Independent Directors on the Board of the Company for a term up to five consecutive years, commencing from 25th September 2014. A brief profile of proposed Independent Directors, including the nature of their expertise, is provided.

Notices have been received from Members under the provisions of section 160 of the Companies Act, 2013 proposing candidature of the above Directors for the office of Independent Director of the Company. Mr. Dalbir Singh, Mr. Surinder Gupta, Col. (Retd) Avtar Singh Bajwa and Mr. Swatantar Kumar Dewan have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfills the conditions

specified in the Act and the Rules framed thereunder for appointment as independent Director and they are independent to the Management. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, are concerned or interested, financially or otherwise, in these Resolutions. The Board commends the Ordinary Resolutions as set out at Item nos. 6 to 9 for approval of the Members.

ITEM No. 10:

Mr. Vipin Gupta had been appointed as Whole Time Director of the Company at the 32nd Annual General Meeting of the Company held on 25th September 2012, for a period of five years w.e.f 01st November 2011. However the Remuneration payable to Mr. Vipin Gupta is decided annually.

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee at their meeting held on 28th May 2014 has approved the Remuneration of Mr. Vipin Gupta for further period of one year as detailed in the resolution, subject to the approval of the shareholders in the Annual General Meeting.

As per provisions of section 203 of the Companies Act, 2013, Company is required to appoint Chief Financial Officer. Since Mr. Vipin Gupta is already heading the accounts & finance department, the Board on the recommendation of the Audit Committee has also designated him as Chief Financial Officer of the Company.

No director, except Mr. Vipin Gupta, to whom the resolution relates, is interested or concerned in the resolution. The Board recommends the resolution for approval of the members by way of Special Resolution.

ITEM NO. 11:

The members may kindly be informed that in the Annual General Meeting of your Company held on 06th September 2008 the shareholders had authorized the Board of Directors to borrow monies up to Rs. 350.00 crores under section 293(1)(d) of the Companies Act, 1956.

However, as per the corresponding provisions of section 180(1)(c) of the Companies Act, 2013 which were notified on 12th September, 2013 and based on the clarification thereof issued by Govt. of India, MCA vide General Circular no. 04/2014 dated 25th March, 2014, the Resolution(s) passed u/s 293 of the Companies Act, 1956 prior to 12.9.2013 with reference to borrowings (subject to the limits prescribed) and/ or creation of security on assets of the

Company will be regarded as sufficient compliance of the requirements of section 180 of the new Act, for a period of 1 year from the date of notification of above section.

Further, the provisions of the Companies Act, 1956 required consent of the shareholders as an ordinary resolution for both borrowing and creation of security; however, the provisions of the 2013 Act requires consent of members by way of Special Resolution.

Hence, in order to remain compliant with the relevant provisions on borrowings and creation of security under the 2013 Act beyond 12.9.2014, consent of the members is hereby requested by way of proposed Special Resolution(s). None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution.

ITEM NO.12:

The Board on the recommendation of the Audit Committee has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the Cost records of the Company for the financial year ending 31st March 2015.

In accordance with the provisions of section 148 of the Act read with the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly the consent of the members is sought for passing an Ordinary Resolution as set out at Item no.12 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March 2015.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution.

ITEM NO. 13:

The existing Articles of Association of the Company are based on the Companies Act, 1956 and some regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal") such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to Investor

Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247). However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act, several regulations of the existing Articles of Association of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

The new Articles of Association to be substituted in place of the existing Articles of Association are based on Table 'F' of the Act which sets out the model articles of association for a Company limited by shares.

The proposed new draft of Articles of Association is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on website of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution.

The Board commends the Special Resolution as set out at Item No. 13 for approval of the Members.

ITEM NO. 14 to 21:

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in case the paid-up share capital of a Company is Rs. 10 crores or more, the prior approval of the shareholders is required by way of a Special Resolution for such transactions specified in the section 188.

Section 188(1)(f) of the Companies Act, 2013 provides for the related party's appointment to any office or place of profit. The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 28th May 2014 had consented for Increase of remuneration payable to Senior Vice President and Vice Presidents w.e.f 01st July 2014, subject to approval of the Shareholders by way of a Special Resolution.

The details of the increased remuneration are given in the respective resolutions.

As per section 188(1)(f) of the Companies Act, 2013, your Directors recommends the resolutions for your approval.

Mr. Umesh Chander Garg, Managing Director, Mr. Jatinder Singh, Whole Time Director and Mr. Subhash Chander Garg, Whole Time Director, being relative are deemed to be interested or concerned in the respective resolutions.

ITEM NO.22:

The Company is transacting businesses with M/S Jasmer Pack Limited (Public Limited Company), M/S Ruchira Packaging Products Private limited, M/S Ruchira Printing & Packaging, M/S Jasmer Packers & M/S Well Pack Industries-

Partnership Firms. Accordingly, the Company had taken the approval of the Regional Director under section 297 of the Companies Act, 1956 for the contracts entered for the period 01st April 2013 to 31st March 2015 with the above related parties. However the approval of Regional Director was not required for M/S Jasmer Pack Limited (Public Limited Company).

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in case the paid-up share capital of a Company is Rs. 10 crores or more, the prior approval of shareholders by way of a Special Resolution for such transactions specified in the Section 188.

Further, third proviso to section 188(1) provides that nothing shall apply to any transaction entered into by the Company in its ordinary course of business other than transactions which are not on arm's length basis.

The provisions of section 188(3) also provide that any

contract or arrangement entered into u/s 188(1) may be ratified by the Board or, as the case may be, by the Shareholders at a meeting within three months from the date on which such contract or arrangement was entered into.

In the light of provisions of the Companies Act, 2013 the Board of Directors of your Company has approved draft contract to be entered into with the related parties for the proposed transactions along with annual limits that your Company may enter into with its Related Parties (as defined under the Companies Act, 2013).

The details of transactions to be entered into with the related parties along with the annual limits as approved by the Audit Committee and Board of Directors are detailed below for your approval. Copies of draft agreements are also placed on the website of the Company.

Mr. Umesh Chander Garg, Managing Director and Mr. Jatinder Singh, Whole Time Director being related parties are deemed

(Rs. In Crores)

Maximum Value of Contract/Transaction (Per Annum)								
Name of Related Parties:	Name of the director or KMP who is related.	Nature of Relationship.	Transaction defined U/S 188(1) of the Companies Act, 2013			Price of Sale or Purchase of Goods and Material.	Others	
			Sale or Supply of Goods and Material	Purchase of Waste Paper/Raw Material	Selling or otherwise disposing of, or buying or leasing, property of any kind.			
COMPANIES:								
M/S Jasmer Pack Limited.	Mr. Jatinder Singh	Through Relative.	50.00	5.00	Nil	On Actual basis, in the ordinary course of business and on arm's length basis.		
M/S Ruchira Packaging Products Private limited.	Mr. Umesh Chander Garg	Through Relative.	15.00	2.00	Nil			
M/S Tirokpur Boards Private Limited*	Mr. Jatinder Singh	Through Relative.	0.01	Nil	Nil			
PARTNERSHIP FIRMS:								
M/S Ruchira Printing & Packaging.	Mr. Umesh Chander Garg	Through Relative.	5.00	1.00	Nil			
M/S Jasmer Packers.	Mr. Jatinder Singh	Through Relative.	10.00	5.00	Nil			
M/S Well Pack Industries	Mr. Umesh Chander Garg	Through Relative.	15.00	2.00	Nil			
Any other Firm or Company in which directors are concerned or interested.			Nil	Nil	Nil		Nil	

*Sale of Sludge Waste.(Rejected pulp from centicleaners of Kraft Paper unit)

Regd. Office :
Trilokpur Road,
Kala Amb.
Distt: Sirmour (HP)

By order of the Board
For Ruchira Papers Limited

Place: Kala–Amb
Date : 04th August 2014

Vishav Sethi
Company Secretary

INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT REGARDING APPOINTMENT OR RE-APPOINTMENT OF THE DIRECTORS AT THE FORTHCOMING ANNUAL GENERAL MEETING.

Name of Director	Mr. Subhash Chander Garg
Date of Birth	02.06.1942
Date of Re-Appointment	01.09.2010
Qualifications	Graduate in Law
Expertise in Specific functional area	Shri Subhash Chander Garg aged 72 years is Whole Time Director of the company. He is looking after the Marketing, Sales, Taxation and Company Law Matters. He has been associated with the Company since its inception as Promoter Director.
Directorship of other companies (excluding foreign companies)	Mayur Glass Industries Limited
Chairman/ Member of committees* of the Board of Companies of which he is a director	Ruchira Papers Limited: Member: Stakeholders Relationship Committee & Corporate Social Responsibility Committee.
Shareholding of as on 31.03.2014	798384 Equity Shares.

Name of Director	Smt. Suhasini Yadav
Date of Birth	07.03.1972
Proposed date of Appointment	25 th September 2014.
Qualifications	B.A, B.ED
Expertise in Specific functional area	Smt. Suhasini Yadav is actively involved in the social areas of the society. She has inspired and led the implementation of many path breaking initiatives spanning education, health and environmental protection.
Directorship of other companies (excluding foreign companies)	Nil
Chairman/ Member of committees* of the Board of Companies of which he is a director	Nil
Shareholding of Non -Executive Directors as stated in Clause 49 (IV) (E) (V) as on 31.03.2014	Nil

Name of Director	Mr. Dalbir Singh
Date of Birth	21.06.1936
Date of Appointment	24.09.2004
Qualifications	MA & LLB
Expertise in Specific functional area	Administrative/ Management. Retired from post of Executive Director of the Yamuna Syndicate Limited
Directorship of other companies (excluding foreign companies)	Nil
Chairman/ Member of committees* of the Board of Companies of which he is a director	Ruchira Papers Limited: Chairman : Audit Committee , Nomination & Remuneration Committee
Shareholding of Non -Executive Directors as stated in Clause 49 (IV) (E) (V) as on 31.03.2014	100

Name of Director	Mr. Surinder Gupta
Date of Birth	20.11.1953
Date of Appointment	24.09.2004
Qualifications	Chartered Accountant
Expertise in Specific functional area	Practicing Chartered Accountant
Directorship of other companies (excluding foreign companies)	Nil
Chairman/ Member of committees* of the Board of Companies of which he is a director	Ruchira Papers Limited: Chairman: Corporate Social Responsibility Committee. Member: Audit Committee , Nomination & Remuneration Committee.
Shareholding of Non -Executive Directors as stated in Clause 49 (IV) (E) (V) as on 31.03.2014	100

Name of Director	Mr. Swantantar Kumar Dewan
Date of Birth	11.11.1946
Date of Appointment	13.08.2005
Qualifications	BSC. (Engineering) Hons.(Mechanical)
Expertise in Specific functional area	Operations
Directorship of other companies (excluding foreign companies)	Yamuna Power & Infrastructure Limited, YGC Projects Limited.
Chairman/ Member of committees* of the Board of Companies of which he is a director	Ruchira Papers Limited: Chairman : Stakeholder Relationship Committee.
Shareholding of Non -Executive Directors as stated in Clause 49 (IV) (E) (V) as on 31.03.2014	100

Name of Director	Col (Retd.) Avtar Singh Bajwa
Date of Birth	12.06.1944
Date of Appointment	24.09.2004
Qualifications	Graduate in Arts
Expertise in Specific functional area	Material Management & Civil Personnel Management.
Directorship of other companies (excluding foreign companies)	Nil
Chairman/ Member of committees* of the Board of Companies of which he is a director	Ruchira Papers Limited: Member of Audit Committee , Nomination & Remuneration Committee
Shareholding of Non -Executive Directors as stated in Clause 49 (IV) (E) (V) as on 31.03.2014	100

* includes Stakeholders Relationship Committee, Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee.

STATEMENT PURSUANT TO PROVISIO TO SCHEDULE V (PART II SECTION II (A) (CLAUSE IV)) OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION				
	(1) Nature of Industry	Paper Industry: The Company is engaged in manufacturing of Writing & Printing Paper which is used for manufacturing of Note Books, Publications etc. and Kraft Paper which is used as a Raw Material in Packaging Industry.		
	(2) Date of commencement of commercial production	The Company is engaged in production of Kraft Paper since 1983 and started production for Writing and Printing Paper on 30.03.2008.		
	(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A.		
	(4) Financial performance based on given indicators.	The Financial Results for the last three years are as follows:		
		Particulars	2013-14 (Rs. In lacs)	2012-13 (Rs. In lacs)
		Sales	32012.85	29741.29
		PBT	2541.50	2470.19
		PAT	1528.09	1644.58
	(5) Export performance and net foreign exchange collaboration.	Rs. 50.87 Lacs		
	(6) Foreign investments or collaborators, if any.	Nil		
II. INFORMATION ABOUT THE APPOINTEE/ EXISTING MANAGERIAL PERSONNEL TO WHOM INCREASED REMUNERATION IS PROPOSED:				
		Shri Vipin Gupta, Chief Financial Officer & Whole Time Director.		
	(1) Background Details	Shri Vipin Gupta, aged 45 Years is working as professional Whole Time Director With the Company. He is heading the Finance and Accounts of the Company. He is associated with the Company for the past 25 Years.		
	(2) Past Remuneration	Rs. 1.70 Lac P.M Plus 15 % (HRA) plus other benefits as per Schedule V of the Companies Act, 2013.		
	(3) Recognition or awards.	-----		
	(4) Job Profile and his suitability.	As per (1) above		
	(5) Remuneration proposed.	Rs. 1,80,000 p.m. +15 % (HRA) + other benefits as disclosed in the resolution.		
	(6).Comparative remuneration profile with respect to industry, size of the Company, profile of the position and pers on (in case of expatriates the relevant details would be w.r.t. the country of his origin).	Between Three to Five Lacs Per mensem.		
	(7).Pecuniary relationship directly or indirectly with the co mpany, or relationship with managerial personnel, if any.	Beside the Remuneration Proposed no pecuniary relationship with the Company.		

III.	OTHER INFORMATION:	
	(1) Reasons of inadequate profits	During the Financial Year ended 31 st March 2014, the Company did not have adequate profits for payment of managerial remuneration under section 197 and Schedule V of the Companies Act, 2013. The increased cost of Material consumed resulted in inadequacy of profits during the F.Y 2013-14.
	(2) Steps taken or proposed to be taken for improvement	The Company has been consistently operating at more than 100% of its stated capacities. The Company continued its growth journey through expansions and setting up of Writing & Printing Paper unit in 2008. During the Year 2013-14, the Company has achieved turnover of Rs. 320.12 Crore, which is showing upward trend and positive sign of growth of the Company. Further the Company has taken several initiatives like improvement of efficiency parameters, and building a formidable branding position, which is likely to hold the Company in good stead for coming years.
	(3) Expected increase in productivity and profits in measurable terms	The Company has achieved higher capacity utilization of 90% in Kraft Paper Unit and 125% in Writing Printing Paper unit during the FY 2013-14. Due to increase in sales & decrease in Finance Cost during the year, the profits of the Company moved to higher side.
IV.	DISCLOSURES:	
	(1) Remuneration Package	<p>(ii) Shri Vipin Gupta Would be entitled for the following remuneration.</p> <ol style="list-style-type: none"> 1. Basic Pay: 1,80,000/- P.M (Rs. One Lac Eighty Thousand Only) 2. HRA @ 15% per month of the Basic Pay. 3. Telephone: Mobile/Telephone facility for official use as per company's rules. 4. Leave encashment as per the rules of the company. 5. Conveyance: Company's Car with Driver for Official Use. 6. Reimbursement of expenses incurred for the business of the Company as per rules of the Company. 7. Provident Fund: Company's Contribution towards Provident Fund shall be as per the Provisions of the Employees Provident Fund Act. 8. Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company

DIRECTORS' REPORT

Dear Members,

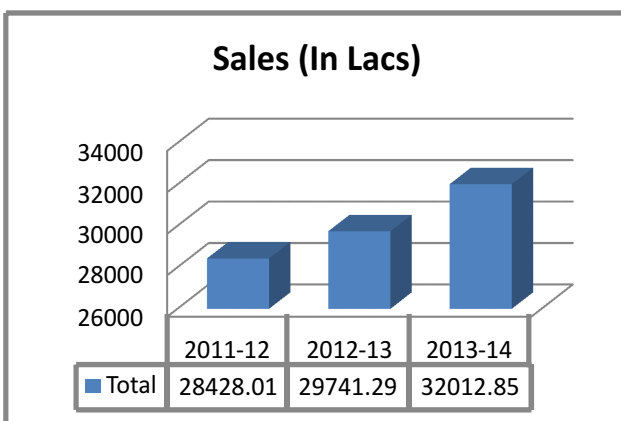
We are delighted to present report on our business and operations for the year ended **31st March, 2014**.

FINANCIAL RESULTS:

The Company's financial performance for the year ended **31st March 2014** is summarized below:

(Rs. in Lacs)

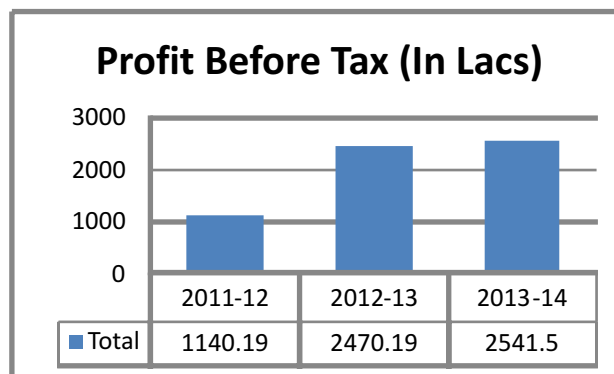
Particulars	2013-14	2012-13
Net Sales	32012.85	29741.29
Other Revenue Receipts	179.80	174.00
Earning (Before Interest, Depreciation & Taxes)	5063.52	5262.33
Less : Depreciation	1168.10	1099.18
Finance Cost	1353.92	1692.96
Profit before Tax(PBT)	2541.50	2470.19
Less: Provision for Tax	1013.41	825.61
Net Profit after Tax	1528.09	1644.58
Balance brought forward from previous year	4131.61	2747.62
Balance Available in P & L Account	5659.70	4392.20
Appropriations		
Interim Dividend on Equity shares (Including Dividend Tax)	Nil	260.59
Proposed Dividend on Equity shares (Including Dividend Tax)	314.79	Nil
Transfer to General Reserves	38.20	Nil
Balance Carried to P&L account	5306.71	4131.61



RESULTS OF OPERATIONS

For the financial year ended 31st March 2014, company has recorded a strong revenue and profits before tax. The

Company has taken in house measures to increase efficiency for achieving the economies of scale. During the year, Sales of the Company was Rs. 32012.85 Lacs and registered a growth of 7.64 % over the sales during previous financial year of Rs. 29741.29. The Profit before Tax (PBT) of the Company has grown from Rs. 2470.19 Lacs in previous period to Rs. 2541.50 Lacs in the year and registered a growth of 2.89% under review.



DIVIDEND:

Based on the Company's performance, the directors are pleased to recommend for approval of the members, a dividend of Rs. 1.20/- per equity share for the financial year ended 31st March 2014, amounting to Rs. 2,69,06,165.00 (exclusive of Dividend Tax of Rs. 45,72,703.00). The dividend payout is subject to approval of members at the ensuing Annual General Meeting.

The dividend will be paid to members whose names appear in the Register of Members as on 12th September 2014; in respect of shares held in dematerialized form, it will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) limited, as beneficial owners as on that date.

TRANSFER TO RESERVES:

The Company proposes to transfer Rs. 38,20,232.00 to the General Reserves out of the amount available for appropriation.

EXPANSION:

The Company has been taking steps to consolidate the production for achieving the economies of scale. Accordingly, the Company has not taken up any major expansion during the year under review.

CREDIT RATING:

During the year, Credit Rating of the Company has upgraded from **CARE B+ to CARE BB+**. Improvement in Credit Rating reflects the Company's financial discipline and prudence.

LISTING OF SHARES:

The shares of the Company are listed at "Bombay Stock Exchange Limited (BSE)" and "National Stock Exchange of India (NSE)"

DIRECTORS:

During the Year, there is no change in the directorship of the Company.

Mr. Subhash Chander Garg, Director retiring by rotation and being eligible, offered himself for re-appointment at the ensuing Annual General Meeting.

As per provisions of Section 149(1) of the Companies Act, 2013 and amended clause 49 of the Listing Agreement, the Company should have at least one woman director.

Keeping in view of the above legal requirements, the Board of Directors have proposed that Smt. Suhasini Yadav be appointed as a Director of the Company. A brief resume of Smt. Suhasini Yadav is explained under the section "Information pursuant to clause 49 of the Listing Agreement regarding appointment or re-appointment of the director at the forthcoming Annual General Meeting" at the end of the notice.

The Companies Act, 2013 inter alia provides for appointment of independent directors. Section 149(10) of the said Act, effective from 1st April, 2014, provide that independent directors shall hold office for a term of up to five consecutive years on the Board of a company and shall be eligible for re-appointment on passing a special resolution by the shareholders of the Company. Section 149(11) of the said Act provides that no independent director shall be eligible for more than two consecutive terms of five years. It is also clarified that existing tenure of an independent director shall not be counted for the above purpose. Section 149(13) states that the provisions of retirement by rotation as provided in Section 152(6) and (7) of the said Act shall not apply to such independent directors. Our independent directors were appointed as directors liable to retire by rotation under the provisions of the erstwhile Companies Act, 1956. The Board has been advised that independent directors so appointed would continue to serve their existing term as per the resolution pursuant to which they were appointed. In view of this, independent directors, namely, Mr. Dalbir Singh, Mr. Surinder Gupta, Col. Retd Avtar Singh Bajwa and Mr. Swatantar Kumar Dewan will complete their

present term, at the ensuing AGM, and being eligible and seeking re-appointment, be considered by the shareholders for re-appointment for a term of up to five consecutive years.

FIXED DEPOSITS:

The Company has not accepted any public deposits and as such, no amount on account of principal or interest on public deposits was outstanding as on date of Balance Sheet.

SUBSIDIARIES:

The Company has no Subsidiary as on 31st March 2014.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report for the year 2013-14 as stipulated under Clause 49 of listing Agreement with Stock Exchanges, is presented in a separate section forming part of Annual Report.

CORPORATE GOVERNANCE:

Your Company continues to be committed to good Corporate Governance aligned with good practices. Your Company is in compliance with the standards set out by Clause 49 of the Listing Agreement with the Stock Exchanges. A separate report on Corporate Governance along with Auditors' Certificate on compliance with the Corporate Governance as stipulated in Clause 49 is set out in this Annual Report and forms part of this report.

HUMAN RESOURCE MANAGEMENT:

Our Employees are most valuable assets of the Company. We encourage innovation, meritocracy and the pursuit of excellence. We have setup a scalable recruitment and human resources management process, which enables us to attract and retain employees. Cordial employee relations were maintained throughout the year in Company. The directors express their appreciation for contribution made by employees to operations of the Company during the year.

CORPORATE SOCIAL RESPONSIBILITY:

Your Company has constituted an independent Corporate Social Responsibility Committee pursuant to Section 135 of the Companies Act, 2013.

COMPANY'S PHILOSOPHY:

The Company's CSR philosophy is based on the belief that a successful business can develop only by creating a prosperous society around. Reaching out deprived communities is part of the Company's vision and its CSR initiatives aim at supplementing government endeavors to help the citizens in the vicinity to achieve better living standards and good quality of life. The Company has been

engaging with civil society, public at large through dissemination of its CSR initiatives.

CORPORATE SOCIAL RESPONSIBILITY POLICY:

The Company has adopted a Corporate Social Responsibility Policy as required under Section 135 of the Companies Act, 2013 for the activities covered under Schedule VII of the Act. A Copy of the Policy is also available on website of the Company.

INSURANCE:

The assets of Company are adequately insured against loss of fire, riot, earthquake, flood etc. and other risks which are considered necessary by the Management.

AUDITORS:

M/S Subhash Sajal & Associates, (ICAI Reg. No. 018178N), Chartered Accountants, who are the statutory auditors of the Company, hold office till the conclusion of the forthcoming Annual General Meeting and are eligible for re-appointment. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the rules framed there under, it is proposed to appoint M/S Subhash Sajal & Associates as Statutory Auditors of the Company from the conclusion of the forthcoming Annual General Meeting till the conclusion of 38th Annual General Meeting to be held in the year 2018, subject to ratification of their appointment and revision in remuneration at every AGM.

The Company has received letter from them to the effect that their appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and they are not disqualified for appointment.

AUDITORS' REPORT:

The observations of the auditors (if any) in their report read with relevant notes are self-explanatory and require no further comments.

COST-AUDIT:

The Company has re-appointed M/s Sanjay Kumar Garg & Co, Cost Accountants as Cost Auditors of Company for the financial year 2014-15. The approval of the Central Govt. in this regard has taken by the Company.

The Cost Audit Report for the Financial Year 2012-13 was filed by the Cost Auditors with the Ministry of Corporate Affairs, Govt. of India. Whereas Cost Audit Report for the Financial Year 2013-14 will be submitted by Cost-Auditors with Ministry of Corporate Affairs in due course.

INVESTOR EDUCATION AND PROTECTION FUND:

Pursuant to provisions of Section 205A(5) and 205C of the

Companies Act, 1956, The Company has transferred the amount of Rs. 25553.00, which remained unclaimed for a period of seven years as Share Application money pending allotment to the Investor Education and Protection Fund on due date.

Pursuant to provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded details of unpaid and unclaimed amounts lying as on 11.09.2013 (date of last Annual General Meeting) on website of the Company, as also with Ministry of Corporate Affairs.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

A statement giving details of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo, in accordance with Section 217 (e) of the Companies Act, 1956, read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 , is set out in Annexure -1 hereto and forms part of this report.

PARTICULAR OF EMPLOYEES:

As required under provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended, the names and other particulars of employees are set out in annexure included in this report. However, as per provisions of section 219(1)(b)(iv) of the said Act, annual report is being sent to all the shareholders of the company excluding the aforesaid information and the said particulars are made available at the Registered Office of the Company. This statement shall be made available for inspection by any member during working hours for period of 21 days before the date of Annual General Meeting. The members interested in obtaining such particulars may write to Company Secretary at registered office of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT UNDER SECTION 217 (2AA) OF THE COMPANIES ACT, 1956:

The Statement of the Directors' Responsibility on Annual Accounts of the Company for the year ended March 31, 2014 is given as follow:-

- a. that in preparation of annual accounts, the applicable accounting standards read with requirements set out under Schedule VI to the Companies Act, 1956 had been followed along with proper explanation relating to material departures from the same;
- b. that directors had selected such accounting policies and applied them consistently and made judgements 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, 2014 and of profits of the

Company for the year ended as on that date;
 c. that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provisions of this Act for safeguarding assets of the company and for preventing and detecting fraud and other irregularities;
 d. that the directors had prepared Annual Accounts on a going concern basis.

the cooperation and continued support received from Bankers, Financial Institutions, Government agencies, Shareholders, vendors, customers and society at large. Your directors also take on record, their appreciation for contribution and hard work of Executives, Employees and Workers.

FOR AND ON BEHALF OF THE BOARD

ACKNOWLEDGEMENT:

Your Directors wish to express their grateful appreciation for

PLACE: KALA-AMB

DATE: 04.08.2014

JATINDER SINGH

(CHAIRMAN)

**ANNEXURE-1
 TO THE DIRECTORS' REPORT**

Information as per Section 217(1)E of the Companies Act, 1956 read with Companies (Disclosure of particulars in the Report of Board of Directors) Rules 1988 and forming part of the Directors' Report for period ended 31st March, 2014.

A) CONSERVATION OF ENERGY

Energy conservation is continued to be an important thrust area for the Company and is continuously monitored. Various energy conservation measures taken were:

1. Lower efficiency vacuum pump replaced with the higher efficient vacuum pumps at machines in order to save more energy.
2. Servo Stabilizers installed at nearest to the Load for the voltage stabilization and to reduce the energy losses.
3. Heat Exchanger Installed to recover the heat of boiler Continuous blow down in Power Boiler Section
4. To ensure minimal losses, regular preventive/predictive maintenance of electrical system is carried out.
5. Dipther Motor of 45 KW motor replaced with De-duster drum of 11 kw and 5.5 kw Duster drum conveyor motor in Pulp Mill Section
6. Plate Heat Exchanger installed at machine to save more fresh water.

Total Energy Consumption per unit of production of paper for the year 2013-14 is given in table below. Information is given in the prescribed Form "A" annexed.

B) TECHNOLOGY ABSORPTION

Efforts made in technology absorption are given in prescribed Form B annexed.

C) FOREIGN EXCHANGE EARNINGS AND OUTGO

Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services and export plans.

Total Foreign Exchange used and earned:

Expenditure in foreign exchange on account of

(Rs. in Lacs)

	Particulars	2013-14	2012-13
(i)	Royalty , Knowhow , professional and consultation fees	Nil	Nil
(ii)	i) Interests ii) Other Matters - Raw Materials & Consumable Stores - Capital Expenditure (on CIF Basis)	845.10	789.77
(iii)	Foreign Traveling	3.63	Nil
(iv)	Store & Spares (Including advances)	212.12	98.36
(vi)	Plant & Machinery	Nil	57.65

Earnings in foreign exchange on account of:

(Rs. in Lacs)

	Particulars	2013-14	2012-13
(i)	Export of Goods on FOB basis	50.63	161.68
(ii)	Royalty, know how, professional and consultation fee.	Nil	Nil
(iii)	Interest and dividend etc.	Nil	Nil
(iv)	Other Income including the Nature thereof.	Nil	Nil

FORM "A"

(See rule 2)

Form for Disclosure of Particulars with respect to conservation of energy.
A. POWER AND FUEL CONSUMPTION

		2013-14	2012-13
1.	Electricity		
	a) Purchased		
	Units (KWAH)	23787496	24795918
	Total Amount (Rs.)	146631029	131826687
	Rate per Unit (Rs.)	6.16	5.32
	b) Own Generation		
	i) Through Diesel generator	Nil	Nil
	Total Units generated	Nil	Nil
	Units per litre of diesel	Nil	Nil
	Cost per unit generated (Rs.)	Nil	Nil
	ii) Through Steam Turbine		
	Units	50429479	50741655
	Units per Ltr. Of fuel oil/ gas	Nil	Nil
	Cost / units	Nil	Nil
2.	Coal (specify quality and where used)		
	Quantity (ton)	49011.375	51275.439
	Total Cost(Rs Lakhs)	3843.70	3964.04
	Average Rate (PMT)	7842.75	7731.07
3.	Used in Boiler		
	Furnace Oil :-		
	Quantity (K.ltrs)	164.850	152.300
	Total amount(Rs. Lacs)	76.56	74.33
	Average Rate(PMT)	46443.52	48801.75
4.	Others / internal Generation :		
	a) Rice Husk (M.T.)	13617.528	16771.34
	Cost (Rs. Lakhs)	595.286	736.39
	b) Baggasse (M.T.)	Nil	236.870
	c) Saw Dust (M.T.)	Nil	Nil
	Cost for (b) + (c) (Rs. Lakhs)	Nil	Nil
	d) Mustard Husk (MT)	Nil	Nil
	Cost (in Lakhs)	Nil	Nil
	e) Boiler Fuel	33903.524	48398.244
	Cost (in Lakhs)	700.45	898.13
	f) Lime Stone	219.970	Nil
	Cost (In Lakhs)	1.74	Nil
	Total Fuel Cost (in Lakhs)(2+3+4)	5217.73	5672.89

B. CONSUMPTION PER UNIT OF PRODUCTION

	2013-14	2012-13
a. Liner Kraft Paper		
Production (M.T.)	47721.584	49706.081
Electricity (in Units) per Ton of production	460.26	480.61
Furnace oil	Nil	Nil
Coal (specify)	Nil	Nil
Others (specify)	Nil	Nil
a. b) Writing & Printing Paper		
Production (M.T.)	41425.187	40790.724
Electricity (in Units) per Ton of production	1261.37	1266.18
Furnace oil	Nil	Nil
Coal (specify)	Nil	Nil
Others (specify)	Nil	Nil

FORM "B"

(See rule 2)

Form for disclosure of particulars with respect to absorption

	Research and Development (R&D)	
1.	Specific areas in which R&D carried out by the Company.	None
2.	Benefits derived as a result of the above R&D.	None
3.	Future plan of action.	None
4.	Expenditure on R&D	
	a) Capital	Nil
	b) Recurring	Nil
	c) Total	Nil
	d) Total R&D expenditure as a percentage of total turnover.	Nil
	Technology absorption ,adaptation and innovation	
1.	Efforts, in brief, made towards technology absorption, adaptation and innovation.	Nil
2.	Benefits derived as a result of the above efforts, e.g. product improvement , cost reduction, product development, import substitution, etc.	Nil
3.	In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year) , following information may be furnished:	Nil
	(a) Technology imported.	Nil
	(b) Year of import.	Nil
	(c) Has technology been fully absorbed?	Nil
	(d) If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action.	Nil

MANAGEMENT DISCUSSION AND ANALYSIS (F.Y.2013-14)

OVERVIEW

The Financial Statements of the Company have been prepared in compliance with requirements of the Companies Act, 1956, and the Companies Act, 2013 (to the extent notified on 31st March 2014) and guidelines issued by Securities and Exchange Board of India (SEBI). Our Management accepts responsibility for integrity and objectivity of these financial statements, as well as for various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present our state of affairs, profits and cash flows for the year.

INDUSTRY STRUCTURE AND DEVELOPMENT

During the year 2013-14, the world economy continues to emerge slowly from the most serious economic crisis of the postWorld War II periodone that has deeply transformed the global economy and highlighted the increasingly important role that emerging markets and developing economies play in the global economy. As advanced economies are searching for ways to speed up their economic engines, emerging and developing countries have been important drivers of the global economic recovery. As a result, the nature of the relationship between advanced economies and emerging ones has evolved, and emerging and developing countries have created stronger ties among themselves. Among the advanced economies, two patterns seem to emerge: the United States, Canada, and Japan are expected to grow at a gentle pace, while the prospects for the euro zone are more uncertain, especially as tight credit conditions continue to limit domestic demand. More generally, the new global economic landscape raises questions as to the very distinction between advanced and emerging economies, particularly when it comes to growth and competitiveness.

Against this background, the past year has seen some progress in rebuilding global confidence, so recovery looks more assured today than it did just one year ago. Many of the tail risks that concerned us in the last edition have not come to pass, in particular in the United States, which did not fall off the "fiscal cliff"; in Europe, where the breakup of the euro zone was avoided and where sovereign bond differentials have drastically narrowed; and in China, where fears of a hard landing have receded for the time being. Despite this more positive global outlook, some uncertainty remains. In advanced economies, the potential consequences of a tapering and eventual halt of quantitative easing in the United States, the aggressive yet still incomplete financial and structural measures adopted in Japan, and the persistent unemployment and economic recovery challenges in Europe are factors that could put future economic performance at risk. In emerging markets, it is uncertain how protests in Brazil and Turkey, the credit crunch in China, and the potentially volatile capital flows to emerging and developing markets will affect growth in these economies. And critical challenges remain: policymakers around the globe need to ensure that public finances are sustainable in the longer term, where the pains of deleveraging will be particularly felt by advanced economies. Around the world, unemployment or the threat of it remains one of the main challenges to long-term social sustainability. Indeed, the experience of recent years has underscored social sustainability as key to longer-term competitiveness, and thus to sustainable growth.

The US economy grew at an annual rate of 2.6% in the last quarter of 2013 with better growth forecast for 2014. The UK economy strengthened steadily with GDP showing 1.9% growth during 2013 and it is expected to maintain the revival momentum through 2014. Euro zone continued to show mixed signs of recovery and growth concerns. However, policy action by specific countries is expected to deliver better performance during 2014.

The Core business of Ruchira Papers Limited is paper manufacturing. The Company started operations in 1983 with manufacturing of Kraft Paper that is used for packaging, corrugation, core pipes, cones etc. With setting up of 100 TPD Writing and Printing Paper plant in the year 2008, the company has widened its product base in multi-purpose Writing & Printing segment of Paper.

Paper Industry in India is moving up with a strong demand push and is in expansion mode to meet the projected demand of 20 Million tonnes by 2020. Thus paper industry in India is on the growth trajectory and is expected to touch 8.5% GDP in the coming years. Therefore, the growth of Industry will out span the present growth rate of 6.5%.

The increase in education expenditure will definitely require more Writing & Printing Paper and we anticipate the faster growth rate of Writing and Printing Paper. Indian Paper Manufacturers Association (IPMA) projects that India's demand for paper is expected to double to 20 million tonnes by 2020.

Due to the ecological problems caused by usage of plastic materials, paper is becoming the most favoured option for packaging. The growth of the manufacturing sector will also enhance the demand for Kraft paper.

OPPORTUNITIES AND THREATS

The global paper industry is witnessing a fundamental change with the demand shifting to emerging economies particularly Asia. The paper industry in China and India has emerged to be among the top global players and are expected to improve their ranking significantly in the coming years. India in particular has good growth potential. The low current per capita consumption of paper in India, around 9.5 Kilograms as against the world average of 57 Kilograms, reflects the significant potential that the industry offers in the future. Increasing usage of high speed printing/copying machines with colour reproduction is propelling demand for high quality Writing and Printing papers. This trend will be beneficial for the Company.

Opportunities: The Company being located in Himachal Pradesh is presently entitled to 100 % excise duty exemption for 10 years with effect from 30.03.2008 for the Writing & Printing Paper unit and concessional rates of Central Sales tax at 1.5 % against 2 % in other states. The Company having a Captive Power Cogeneration Plant, which helps to get the cheap and uninterrupted power supply. We are consistently complying with Environmental norms regarding Chemical recovery and have our own chemical recovery system in place. Further, the location of the factory at the outskirts of Himachal Pradesh helps to get raw material agro residues from the neighboring agricultural rich states of Haryana and Punjab.

Threats: As the Indian Paper market grows it is attracting major international players who have access to better technology to setup business in India. The Company recognizes this challenge and has made conscious efforts to build a strong competitive advantage through increased brand equity, wider network and use of contemporary technology. The Company has been also increasing its reach in the rural markets by increased distribution and customized packs.

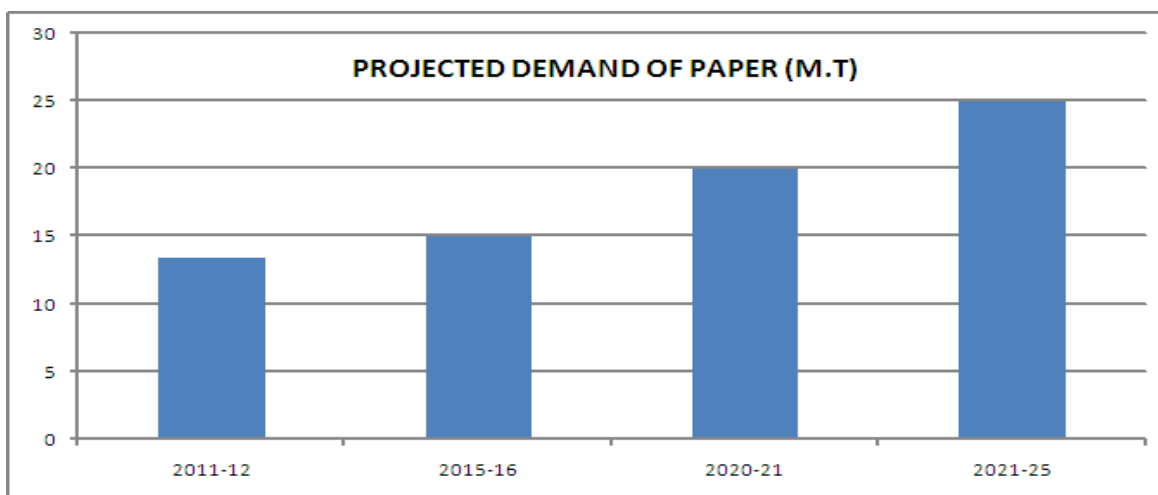
PRODUCT ANALYSIS

The Company is engaged in manufacturing of Writing & Printing Paper and Kraft paper. Writing & Printing paper is manufactured from virgin pulp (agro based), which finds its usage in manufacturing note book and for printing and publishing, a special grade of paper is also manufactured for wedding & greeting cards, art sheets & coloured scrap books, drawing sheets & paper for multipurpose office use. The market for Writing and Printing paper is expected to grow by about 9% annually over the next 5-7 years. The industry will see acceleration in the trend that favours branded and value added products.

Apart from Writing and Printing Paper, product range of Company also includes Kraft Paper with an installed capacity of 52800 TPA. This product finds its application in the manufacturing of corrugated boxes, Corrugated rolls for industrial packaging. The Company also manufactures a special grade of Kraft Paper known as DTY/POY grade which is used in the manufacturing of textile tubes and in wrapping of different types of Yarn.

OUTLOOK

India is rated as one of the fastest growing market for paper globally. The demand of paper has been growing at around 8% for some time and so far, the growth of paper industry has mirrored the growth in GDP. However paper consumption is poised for a big leap forward in sync with the economic growth and would overtake GDP growth rate as happened in other economies at a similar point in their growth trajectory. From current levels of around 12 Million tons, it is estimated to touch almost 15 Million tons by 2015-16 and 20 Million tons by 2020-21 and 25 Million tons by 2021-25.



The demand is growing @ 8% to 8.5% CAGR per Annum and is likely to reach to 25 million MT by the year 2020)

RISK AND CONCERNS:

Risk is inseparable from business. Nonetheless, the company has undertaken a number of initiatives to mitigate risk impact through continuous risk identification and management. The paper industry is labour intensive, Power intensive as well as capital intensive and exposed to several risks i.e. changes in the governmental policies, duties and taxes, technological obsolescence and external factors. The company uses agro waste material as basic raw material to manufacture paper. The availability of raw material is dependent upon reasonably good monsoon. Non availability of key raw material resources may inflate procurement costs, impact production and affect profitability. The Company enjoys flexibility which enables us to switch raw material mix in favour of those which are available cost-effectively.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an internal control system commensurate with its size and nature of the business and meeting with the following objectives:

- a. Safeguarding the assets and protecting against loss from unauthorized use or disposition.
- b. Transactions being properly authorized, accurately recorded and promptly reported, and
- c. Proper maintenance of the accounting records.

The Internal control system and the guidelines for compliance with stated policies of the company for conducting business and communication with the stake holders, customers and other third parties are well documented.

The procedures, practices and limits with respect to this function were subjected to periodic review by senior management during the year under review.

FINANCIAL & OVERALL PERFORMANCE

The Company has undertaken in-house improvements and innovation to increase efficiency and to achieve economies of scale. The Company has been able to achieve full capacity utilization during the previous year. Overall the Company has registered an upward trend in its performance over the previous year, which marks a good sign and mainly attributable on account of:

- a. Increase in production and attaining economies of scale even though there was increase in cost of raw materials and inputs.
- b. Decrease in interest burden on account of repayment of Loans and lower rate of interest due to up gradation of Credit Rating,
- c. Improvement and innovation with usage of latest technology for achieving optimum end product and reduction in

- d. cost of production in comparison to increase in cost of inputs.
- e. Increase of sale prices of finished goods.
- e. Increase of Profits before tax.

Financial Performance

1. **Income:** During the year, net Sales of the Company were Rs. 32012.85 Lacs and registered a growth of 7.64% over the sales during previous financial year of Rs. 29741.29. The Profit before Tax (PBT) of the Company has grown from Rs. 2470.19 Lacs in previous period to Rs. 2541.50 Lacs in the year and registered a growth of 2.89% under review.
2. **Expenditure:**
 - A) During the year, the Cost of Material Consumed, Employee Benefit Expenses and Manufacturing Cost were 82.30 % of the sales, compared to 81.14% during the previous year. The increase in Employees Benefit Expenses is primarily due to compensation increases given to employees during the last 12 months.
 - B) Finance Cost: During the year, we incurred Finance Cost at 4.23% of our sales registered, compared to 5.70% in the previous years. The decrease in finance cost is primarily due to reduction of term loans.
 - C) Depreciation: During the year, we provided Rs. 1168.10 lacs towards depreciation representing 3.65 % of the sales, compared to Rs. 1099.18 Lacs representing 3.70% of the sales in the previous year.
 - D) Provision for tax: During the year, the company has made Rs. 600 Lacs as Provision for tax. The net Deferred Tax Liability were 351.82 Lacs.

HUMAN RESOURCES

Human Capital has always been the most important and valuable assets to the Company. The Company takes pride in commitment, competence and dedication shown by its employees at all areas of business. Various HR initiatives are taken to align HR policies to the growing requirements of the business.

The Company has a structured indication process and management development programs to upgrade skills of managers.

The company has strengthened the deployment of high quality employees in key functions, through recruitments and selections. The company firmly believes that in house human capital will see organization through success in today's highly competitive global environment. Industrial relations were cordial throughout the year and would likely to continue in future also.

FORWARD LOOKING STATEMENTS

The Management discussion and analysis report contains forward looking statements based upon the data available with the company, assumptions with regard to global economic conditions, the government policies etc. The company cannot guarantee the accuracy of assumptions and future performance of the company in future. Therefore, the actual results, performance or achievements could thus differ materially from those projected in any such forward looking statement.

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REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Effective corporate governance practices constitute the very strong foundation on which successful commercial enterprises can be built. The Company believes that Corporate Governance is the application of best management practices, compliances of law in true letter and spirit and adherence to ethical standards for effective management. The Company seeks to adopt good corporate governance practices and places strong emphasis on transparency, empowerment, accountability and integrity which leads to satisfaction of shareholders. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising of regulators, employees, customers, vendors, suppliers, investors and the society at large.

The Company has adopted a Code of Conduct for its employees including the Managing Director and Whole Time Directors. The Board of Directors is at the core of our Corporate Governance practice and oversees how the management serves and protects long-term interest of all our stakeholders. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of corporate governance. It is well recognized that an effective Board is a pre-requisite for strong and effective corporate governance. Our Board exercises its fiduciary responsibilities in widest sense of the term.

The Company is in compliance with the requirements stipulated under Clause 49 of the Listing Agreements entered into with the Stock Exchanges with regard to corporate governance.

1. BOARD OF DIRECTORS

In terms of Company's Corporate Policy, all statutory and other significant and material information is placed before the Board to enable it to discharge its responsibilities of supervision, control and direction.

a. Size & Composition of Board of Directors:

The Board has an optimum combination of Executive and Non-Executive Directors. 50% of the Directors are Non-Executive Independent Directors. The Company has Three Whole Time Executive Directors and one Managing Director to look after finance, projects, commercial, technical and personnel affairs of the Company. The total number of Directors of the Company is 8(Eight) as on 31st March, 2014 consisting of 4 Executive Directors and 4 Independent Directors. None of the Independent Directors is responsible for the day to day affairs of the Company. The Board periodically evaluates need for change in its composition and size.

None of the Directors on the Board is Member of more than ten committees or Chairman of more that five Committees across all the public companies in which he is a Director. Necessary disclosures regarding Committee positions in other public companies as on 31st March 2014 have been made by the Directors.

b. Board Meetings:

The Board meets at regular intervals to discuss and decide on business strategies/policies and review financial performance of the Company.

The notice of each Board Meeting is given in writing to every Director. The Agenda along with relevant notes and other material information are sent in advance separately to each Director. This ensures timely and informed decisions by Board. The Minutes of Board Meetings are also circulated in advance to all Directors and confirmed at subsequent Meeting. The Board reviews the performance of the Company vis-à-vis budgets/targets.

c. Attendance record of Directors at Board Meetings and Annual General Meeting and number of other Directorships*/Committee Memberships/ Chairmanships thereof during the Financial Year.

Name of Directors.	Category of Directors	Attendance in Board meeting during the F.Y 2013-14.		Attendance at Last AGM	No. of other Directorship	Membership of other Board/ Committee	Relationship Inter-se Directors
		Held	Attended				
Mr. Jatinder Singh DIN 01594919	Chairman Cum Whole Time Director Executive & Promoter	4	4	Yes	Nil	3	----
Mr. Subhash Chander Garg DIN 01593104	Co-Chairman Cum Whole Time Director Executive & Promoter	4	4	Yes	1	2	Related to Mr. Umesh Chander Garg
Mr. Umesh Chander Garg DIN 01593400	Managing Director Executive & Promoter	4	4	Yes	Nil	1	Related to Mr. Subhash Chander Garg.
Mr. Vipin Gupta DIN 05107366	Whole Time Director Executive & Professional Director	4	4	Yes	Nil	1	----
Mr. Dalbir Singh DIN 01538540	Non-Executive Independent	4	4	Yes	Nil	2	----
Mr. Surinder Gupta DIN 01108489	Non-Executive Independent	4	4	No	Nil	3	----
Col(Retd) Avtar Singh Bajwa DIN 01605978	Non-Executive Independent	4	4	No	Nil	2	----
Mr. S.K.Dewan DIN 000427404	Non-Executive Independent	4	4	No	2	1	----

(*Other directorship do not include alternate directorship, directorship of private limited companies, section 25 companies and of companies incorporated outside India. Chairmanships/Memberships of Board Committees include only Audit, Nomination & Remuneration, Shareholders/Investor Grievances & Corporate Social Responsibility Committee)

D. Details of Board Meetings held during the year:

Date of Board Meeting	Board Strength	No. of Directors Present.
28 th May 2013	08(Eight)	08(Eight)
22 nd July 2013	08(Eight)	08(Eight)
11 th November 2013	08(Eight)	08(Eight)
13 th February 2014	08(Eight)	08(Eight)

2. COMMITTEES OF THE BOARD

A. AUDIT COMMITTEE:

The Audit Committee has been set up in accordance with the requirements of section 292A of the Companies Act, 1956 and the terms of reference are in conformity with clause 49 of listing agreement entered into with stock exchanges. The Primary objective of Committee is to monitor and provide effective supervision of Management's financial reporting process to ensure accurate and timely disclosures, with highest level of transparency, integrity and quality of financial reporting. All possible measures must be taken by Committee to ensure the independence and objectivity of the independent auditors. The Audit Committee invites such of the executives, as it considers appropriate, representatives of Statutory Auditors and representatives of the Internal Auditors to be present at its meetings. The Company Secretary acts as the secretary to the Audit Committee. The composition of the Audit Committee as on **31st March, 2014** is as follows:

Sr. No.	Names of Members	Designation	Category of Director	Audit Committee Meetings	
				Held	Attended
1	Mr. Dalbir Singh	Chairman	Independent, Non-Executive	4	4
2	Mr. Surinder Gupta	Member	Independent, Non-Executive	4	4
3	Col(Retd) Avtar Singh Bajwa	Member	Independent, Non-Executive	4	4
4	Mr. Jatinder Singh	Member	Non-Independent Executive	4	4

Keeping in view the provisions of section 292A of the Companies Act, 1956 and matters specified under clause 49 of listing agreement with stock exchanges, terms of reference are as under:

- To recommend the appointment of the statutory auditors, internal auditors and cost auditors and to review their performance.
- To review reports of the internal auditors and decide about the scope of work.
- To review the financial statements and to seek clarifications etc. from the Statutory/ Internal Auditors.
- To review the adequacy of internal control system.
- To review with the management the annual/half-yearly/quarterly financial statement.
- To review the transactions entered with related parties.
- Perform other activities consistent with the Company's Memorandum and Articles, the Companies Act, 1956 and other Governing Laws.

The Audit Committee met four times during the year on 28.05.2013, 22.07.2013, 11.11.2013 and 13.02.2014.

B. NOMINATION & REMUNERATION COMMITTEE:

Terms of reference:

To nominate the appointment of director, recommend/ review the remuneration package of Executive Directors and their relatives based on performance and keeping in view applicable provisions of the Companies Act, 1956 and Companies Act, 2013 (To the extent notified on 31.03.2014).

The Composition of committee is as follows:

Sr.No.	Names of Members	Designation	Category	Meetings	
				Held	Attended
1	Mr. Dalbir Singh	Chairman	Independent, Non-Executive	01	01
2	Mr. Surinder Gupta	Member	Independent, Non-Executive	01	01
3	Col(Retd) Avtar Singh Bajwa	Member	Independent, Non-Executive	01	01

The Nomination & Remuneration Committee met on 28.05.2013.

Remuneration Policy:

Non-Executive/Independent Directors' remuneration:

The Non-Executive Directors are paid sitting fees for each meeting of the Board of Directors attended by them. Other than sitting fees, no other remuneration has paid to Non-Executive Directors for the year 2013-14. The Non-Executive Independent Director's do not have any material pecuniary relationship or transaction with the Company.

Executive Directors' Remuneration:

The appointment and payment of remuneration to Executive Director including Managing and Whole Time Director is governed by recommendation of Nomination & Remuneration Committee. The remuneration policy is directed towards

rewarding performance, based on review of achievements. It is aimed at attracting and retaining high caliber talent.

Presently Company does not have a scheme for grant of stock options or performance linked incentives for its directors.

The details of Remuneration of directors for the financial year ended **31st March, 2014** are as follows:

Name	Category of Directors	Salary including allowances	Sitting fees	Total
Mr. Jatinder Singh	Chairman Cum Whole Time Director Executive & Promoter	77,40,000	-	77,40,000
Mr. Subhash Chander Garg	Co-Chairman Cum Whole Time Director Executive & Promoter	77,40,000	-	77,40,000
Mr. Umesh Chander Garg	Managing Director Executive & Promoter	77,40,000	-	77,40,000
Mr. Vipin Gupta	Whole Time Director Executive Director	22,54,000	-	22,54,000
Mr. Dalbir Singh	Non-Executive Independent	-	48000	48000
Mr. Surinder Gupta	Non-Executive Independent	-	48000	48000
Col(Retd). Avtar Singh Bajwa	Non-Executive Independent	-	48000	48000
Mr. S.K.Dewan	Non-Executive Independent	-	48000	48000

C. SHAREHOLDERS/ INVESTORS GRIEVANCES COMMITTEE

The Committee oversees redressal of shareholders and investors grievances, like transfer of shares, non-receipt of Annual Report, dividends and approves transmission, issue of duplicate shares and other related matters.

The Secretarial Department of the Company and Registrar & Share Transfer Agent i.e Link Intime India Private Limited attends all grievances of the shareholders directly or through SEBI (SCORE), Stock Exchange etc. Further continuous efforts are made to ensure that grievances are expeditiously redressed to the complete satisfaction of the investors.

The Composition of the committee is as follows:

Sr. No.	Names of Members	Designation	Category	Meetings	
				Held	Attended
1	Mr. S.K. Dewan	Chairman	Independent Non-Executive	04	04
2	Mr. Jatinder Singh	Member	Non-Independent Executive	04	04
3	Mr. Subhash Chander Garg	Member	Non-Independent Executive	04	04

The Committee met four times during the year on 28.05.2013, 22.07.2013, 11.11.2013 and 13.02.2014. There was no complaint pending at beginning and at close of the year.

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee was constituted by the Board on February 13, 2014 considering requirements of the Companies Act, 2013 relating to the constitution of Corporate Social Responsibility Committee. The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring and

implementation of "Corporate Social Responsibility Policy". The other responsibilities include the recommendation of amount of expenditure to be incurred on CSR activities, monitoring the implementation of framework of the CSR policy and other like matters.

The Composition of Corporate Social Responsibility Committee is as under:

Sr. No.	Names of Members	Designation	Category	Meetings	
				Held	Attended
1	Mr. Surinder Gupta	Chairman	Independent Non-Executive	01	01
2	Mr. Jatinder Singh	Member	Non-Independent Executive	01	01
3	Mr. Subhash Chander Garg	Member	Non-Independent Executive	01	01
4.	Mr. Umesh Chander Garg	Member	Non-Independent Executive	01	01
5.	Mr. Vipin Gupta	Member	Non-Independent Executive	01	01

The committee met once during the year 2013-14 on 13th February 2014.

3. DISCLOSURES

The Company had taken prior approval of the Central Government for all related party transactions held during the F.Y 2013-14. Confirmations have been placed before the Audit Committee and Board that all related party transactions during the year under reference was in the ordinary course of business and on arm's length basis. Transactions with related parties set out in Note No. 27 of the Notes on Accounts, forming part of the Annual Report. There was no non-compliance during last three years by the company on any matter relating to the Capital Market. There were no penalties, strictures passed by stock exchanges/SEBI or any Statutory authority. There are no pecuniary relationships or transactions with Non-Executive Directors. The Company does not have any non-listed Subsidiary Companies as defined in Clause 49 of the Listing Agreement with Stock Exchanges.

Compliance status with mandatory and non mandatory requirements of Clause 49 of Listing agreement:-

Mandatory Requirements: The Company has complied with all the mandatory requirements of Clause 49 of the listing agreement entered into with stock exchanges.

Non-Mandatory Requirements adopted by the Company:

- Mr. Jatinder Singh, an Executive Director, is Chairman of the Company and 50% of the Board comprises of Non-Executive and Independent directors.
- The Company has set up a Nomination & Remuneration Committee comprising of three Independent Directors. Details of the Committee have already been given above.
- Presently, half yearly financial performance is not being sent to any shareholder.
- The Company does not have a Whistle Blower Policy as on 31st March 2014. All the same, no personnel of the Company have been denied access to the grievance redressal mechanism of the Company.

4. MANAGEMENT DISCUSSION AND ANALYSIS:

A detailed report on the Management's discussion and analysis is provided in the Management's Discussion and analysis section of the Annual Report.

5. DISCLOSURE REGARDING APPOINTMENT OR RE-APPOINTMENT OF DIRECTORS:

As per provisions of Section 149(1) of the Companies Act, 2013 and amended clause 49 of the Listing Agreement, the Company should have at least one woman director. Keeping in view of the above legal requirements, the Board of Directors have proposed that Smt. Suhasini Yadav be appointed as a Director of the Company. Smt. Suhasini Yadav is a graduate and has a wealth of experience in her field. A brief resume of Smt. Suhasini Yadav is explained under the section "INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT REGARDING APPOINTMENT OR RE-APPOINTMENT OF THE

DIRECTOR AT THE FORTHCOMING ANNUAL GENERAL MEETING” at the end of the notice. Mr. Subhash Chander Garg, Director retiring by rotation and being eligible, offer himself for re-appointment at the ensuing Annual General Meeting. The Board also recommended shareholder's approval for Increase in Managerial Remuneration of Mr. Vipin Gupta, Whole Time Director. In line with the requirements of the Companies Act, 2013, the board proposed to appoint Mr. Dalbir Singh, Mr. Surinder Gupta, Col. (Retd) Avtar Singh Bajwa and Mr. Swatantar Kumar Dewan, as Independent Directors on the Board of the Company for a term up to five consecutive years, commencing from 25th September 2014. The detailed profile of all the directors eligible for appointment or re-appointment are provided in the notice convening the AGM in the Annual Report.

6. MEANS OF COMMUNICATION:

The quarterly results of the Company were announced within 45 days of the end of each quarter and such results were published normally in the “The Financial Express” and “Jansatta”. The Financial results are also provided on Company's web site www.ruchirapapers.com.

7. GENERAL BODY MEETINGS:

Details of last three Annual General Meetings of the Company are given hereunder:

Year	Date	Time	Venue
2011	28.09.2011	3:00 P.M.	Hotel Black Mango, Nahan Road, Kala (H.P.) -173030 -Amb, Distt. Sirmour .
2012	25.09.2012	3:00 P.M.	Hotel Black Mango, Nahan Road, Kala (H.P.) -173030 -Amb, Distt. Sirmour.
2013	11.09.2013	11.30 A.M	Hotel Black Mango, Nahan Road, Kala (H.P.) -173030 -Amb, Distt. Sirmour.

No Extraordinary General Meeting of the Members was held during the year 2013-14.
No special resolution was passed by way of postal ballot during the year 2013-14.

8. SHAREHOLDERS INFORMATION

A. General Shareholder Information:

Annual General Meeting (Date , time and venue)	25 th September 20 14, Thursday at 11.30 A.M . at Hotel Black Mango, Nahan Road, Kala Amb, Distt. Sirmour (H.P.) -173030.
Financial Calendar	The Company follows April-March as its financial year.
Dividend Payment	The dividend, if declared shall be paid/credited on or after 06 th October 2014.
Book Closure date	12.09.2014 to 25.09.2014 (Both days inclusive)
Listing on Stock Exchanges	The Company's Equity Shares are currently listed with the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited under Stock Codes “532785” and “RUCHIRA” respectively. The Company has paid the requisite fees to stock exchanges for the financial year 2014-15.
ISIN Number for NSDL and CDSL	INE803H01014
Corporate Identification Number	L21012HP1980PLC004336
Registrar & Share Transfer Agents	Link Intime India Pvt Limited. Mumbai Office: C-13, Pannalal Silk Mills compound, LBS Road, Bhandup (W) Mumbai-440078. Tel: 022-25963838, Email:mumbai@linktime.co.in Delhi Office: 44, Community Centre, 2 nd Floor, Naraina Industrial Area, Phase-1, Near PVR Naraina, New Delhi-110028. Email: delhi@linkintime.co.in
Share Transfer System	99.99% of the equity shares of the Company are in electronic form. Transfer of these shares are done through the depositories with no involvement of the Company. As regards transfer of shares held in physical form, the transfer documents can be lodged with the Company's Registrar and Share Transfer Agent, M/s Link Intime India Pvt. Limited. The Share Transfers are processed and certificates normally returned within 14 days from the receipt, if the documents are clear in all respects.

Address for Correspondence	Ruchira Papers Limited, Trilokpur Road, Kala Amb, Distt. Sirmour (Himachal Pradesh) -173030. Tel.No: 08053800897 Fax: 01734-261141 Email:info@ruchirapapers.com, cs@ruchirapapers.com, investor@ruchirapapers.com
Plant Location	Trilokpur Road, Kala Amb, Distt. Sirmour (Himachal Pradesh) -173030

B. Market Price Data: Monthly High/ low during each month of 2013-14 on both Stock exchanges, Mumbai.

Market Price Data	Share prices of the Company for the period 2013-14			
	NSE		BSE	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
Months				
April 2013	16.00	12.05	16.41	13.57
May 2013	17.95	13.55	17.95	14.55
June 2013	17.90	14.50	17.95	14.55
July 2013	17.00	13.55	17.00	14.10
August 2013	17.80	15.35	18.00	15.40
September 2013	17.65	15.95	17.95	16.00
October 2013	19.30	16.55	19.35	16.45
November 2013	18.35	14.60	18.40	14.60
December 2013	15.90	14.07	16.00	14.12
January 2014	17.40	15.35	17.65	15.35
February 2014	17.35	14.05	18.00	14.60
March 2014	18.20	14.80	17.24	13.70

C. Distribution of equity shareholding as on 31st March, 2014:

Shareholding of Shares	Shareholders		Shares	
	Number	% of Total	No.of Shares	% of Total
Up to 500	3681	71.39	823667	3.67
501 - 1000	729	14.14	616808	2.75
1001 - 2000	334	6.48	535406	2.39
2001 - 3000	106	2.05	272901	1.22
3001 - 4000	48	0.93	172367	0.77
4001 - 5000	73	1.42	346325	1.55
5001 - 10000	74	1.44	585675	2.61
10001 & Above	111	2.15	19068655	85.04
TOTAL	5156	100.00	22421804	100.00

D. Categories of equity shareholders as on 31st March, 2014:

Categories	Number of Shares	Amount (Rs.)	%
Promoters, Directors, Relatives and Promoter Group	13207791	132077910	58.91
Mutual Funds/UTI	Nil	Nil	Nil
Financial Institutions/Banks	2224731	22247310	9.92
Bodies Corporate	874787	8747870	3.90
Non Resident Indians	51505	515050	0.23
Clearing Members	60024	600240	0.27
Indian Public	6001836	60018360	26.77
Trust	730	7300	
Independent Directors	400	4000	
TOTAL:	22421804	224218040	100.000

E. Top Ten Equity Shareholders of the Company as on 31st March 2014:

Sr. No.	Name of the Shareholder	Number of Equity Shares held	Percentage of holding
01.	Jatinder Singh	2239083	9.99
02.	Central Bank of India	1587314	7.08
03.	Umesh Chander Garg	1170316	5.22
04.	Charanjeet Kaur	1134534	5.06
05.	Umesh Chander Garg (HUF)	836050	3.73
06.	Shashi Garg	815745	3.64
07.	Subhash Chander Garg	798384	3.56
08.	Subhash Chander Garg (HUF)	636625	2.84
09.	Radhika Garg	611365	2.73
10.	Ruchica G Kumar	602504	2.69

F. Shares held by Independent Directors as on 31st March, 2014:

S.No	Name	No. of Shares
1.	Sh. Dalbir Singh	100
2.	Sh. Surinder Gupta	100
3.	Col(Retd.) A.S.Bajwa	100
4.	Sh. S.K.Dewan	100

G. Dematerialization of Shares:

The shares of the company can be traded in dematerialized form with NSDL and CDSL. As on 31st March, 2014, a total of 22421142 Equity shares of the company which form 99.99 % of the share capital, stand dematerialized. The Company through its Registrar and Share Transfer Agents provides the facility of simultaneous transfer and dematerialization of shares. The Company's equity shares are regularly traded on NSE and BSE, in dematerialized form.

H. As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with Depositories (i.e. with the NSDL and CDSL) and in physical form, tallying with the admitted, issued/paid up capital and listed capital. This audit is carried out every quarter and the Report thereon is submitted to the Stock Exchange and is placed before the Board of Directors for their noting.

I. Dividend Policy:

Dividends, other than interim dividend(s), are to be declared at the Annual General Meetings of shareholders based on the recommendation of the Board of Directors. Generally, the factors that may be considered by the Board of Directors before making any recommendations for dividend includes, without limitation, the Company's future expansion plans and capital requirements, profits earned during the fiscal year, cost of raising funds from alternate sources, liquidity position, applicable taxes including tax on dividend, as well as exemptions under tax laws available to various categories of investors from time to time and general market conditions. The Board of Directors may also from time to time pay interim dividend(s) to shareholders.

J. Equity shares in the suspense account:

in accordance with the requirement of clause 5A(I) of the Listing Agreements entered into with the Stock Exchanges, the Company reports the following details in respect of equity shares lying in the suspense account which were issued in dematerialized form pursuant to the public issue of the Company.

Particulars	Number of Shareholders	Number of Equity Shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on April 1, 2013	02	615
Shareholders who approached the Company for transfer of shares from suspense account during the year	Nil	Nil
Shareholders to whom shares were transferred from the suspense account during the year	Nil	Nil
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2014	02	615

The voting rights on the shares outstanding in the suspense account as on 31st March 2014 shall remain frozen till the rightful owner of such shares claims the shares.

K. Transfer of unclaimed/unpaid amounts to the Investor Education and Protection Fund (IEPF):

Pursuant to sections 205A and 205C and other applicable provisions, if any, of the Act, all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, in relation to the Company shall be transferred to the Investor Education and Protection Fund. No claim shall lie against the IEPF or the Company for the amounts so transferred nor shall any payment be made out of such claims.

During the Year, Company has transferred an amount of Rs. 25,555/- (Share Application money pending refund) to the Investor Education and Protection Fund.

The following table contains the information relating to outstanding dividend account and the dates by which it can be claimed by the shareholders.

Financial Year	Amount (Rs.)	Date of Declaration	Last date for Claiming the unpaid dividend.
2012-13	1,23,158.00	March 22, 2013	March 21, 2020

COMPLIANCE CERTIFICATE

To,
The Members
Ruchira Papers Limited

We have examined the compliance of conditions of Corporate Governance by Ruchira Papers Limited (the Company), for the year ended 31st March, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of 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 representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state 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 Subhash Sajal & Associates.
Chartered Accountants
Registration No.018178N

Subhash Mittal (F.C.A.)
Partner
Membership No.089077
Place-Kala-Amb
Date- 28th May 2014

Certification by Managing Director

To,
The Board of Directors,
Ruchira Papers Limited
Kala Amb (H.P.)

I have reviewed financial statements and cash flow statement of Ruchira Papers Limited for the year ended 31st March, 2014 and to the best of my knowledge and belief:

- a. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading.
- b. 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.
- c. No transaction has been entered into by the company during the year under review which are fraudulent, illegal or violative of the company's code of conduct.

Further, I accept that it is my responsibility to establish and maintain internal controls for financial reporting. Accordingly, I have evaluated the effectiveness of internal control systems of the company pertaining to financial statements and have disclosed to the Auditors and Audit Committee, wherever applicable:

1. deficiencies in the design or operation of internal controls, if any, which came to our notice and steps have been taken / proposed to be taken to rectify these deficiencies;
2. Significant changes in internal controls over financial reporting during the year;
3. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements;
4. Instances of significant fraud of which we became aware and involvement therein, if any, of the management or an employee has a significant role in the company's internal control system over financial reporting.

Further, the Company has laid down and adopted a "Code of Conduct" for all the Board members and senior management of the Company and has been posted on the website of the company.

It is hereby affirmed that during the year 2013-14, all the Directors and Senior Managerial personnel have complied with the Code of Conduct and have given confirmation in this regard.

For Ruchira Papers Limited

Place: Kala Amb
Date: 28.05.2014

Umesh Chander Garg
(Managing Director)

INDEPENDENT AUDITORS' REPORT

To,
The Members,
Ruchira Papers Limited
Kala-Amb (H.P.)

Report on the Financial Statements

We have audited the accompanying Financial Statements of Ruchira Papers Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2014, the Statement of Profit & Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policy and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub section (3C) of Section 211 of the Companies Act, 1956("the Act") read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control 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

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on auditing issued by the Institute of Chartered Accountants of India. Those Standards 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 misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2014;
- b) In the case of the Statement of Profit & Loss, of the profit for the year ended on that date; and
- c) In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of Section 227(4A) of the Act, we give in the annexure a statement on the matters specified in paragraphs 4 & 5 of the Order.
2. As required by Section 227(3) of the Act, we report that :
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit & Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement comply with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013; and

On the basis of the written representations received from the directors as on 31st March 2014, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2014, from being appointed as directors in terms of Section 274(1)(g) of the Act.

For Subhash Sajal & Associates.
Chartered Accountants
Registration No.018178N

Subhash Mittal (F.C.A.)
Partner
Membership No.089077
Place-Kala-Amb
Date- 28th May 2014

THE ANNEXURE REFERRED TO IN OUR REPORT TO THE MEMBERS OF RUCHIRA PAPERS LIMITED ("THE COMPANY") FOR THE YEAR ENDED 31ST MARCH, 2014.

We Report That:

1. (i) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.
(ii) We were informed that these fixed assets of the Company have been physically verified by the management at reasonable intervals and no material discrepancies have been noticed on such verification.
(iii) There was no substantial disposal of fixed assets during the year and the going concern status of the Company is not affected.
2. (i) The management has conducted physical verification of inventory at reasonable intervals during the year.
(ii) The procedure of physical verification of inventory followed by the management is, in our opinion, reasonable and adequate in relation to the size of the Company and nature of its business.
(iii) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification as compared to the book records.
3. (i) The Company has taken Unsecured loans from three Directors covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount during the period of such loans was Rs 496.80 lacs and the amount remaining unpaid at the year end was Rs 479.80 lacs.
(ii) The Unsecured loans taken by the Company are free of interest and are not due for repayment at the year end.
(iii) There are no overdue amounts of the principal repayable at the year end.
(iv) The Company has not granted any loans to parties covered in the register maintained under section 301 of the Companies Act, 1956.
(v) Since the company has not granted any loans to parties, the question of reporting whether terms & conditions of such loan are prejudicial to the interest of company does not arise.
(vi) Further in the light of above, the question of, whether reasonable steps are taken for recovery/repayment of overdue of such loan, does not arise.
4. In our opinion and according to information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods & Services. During the course of our audit, no major weakness has been noticed in the internal control in respect of these areas.
5. (i) According to information and explanations given to us, we are of the opinion that the transactions that need to be entered in to the register maintained under Section 301 have been so entered ;and
(ii) Transactions made in pursuance of such contracts or arrangements have been made at prices which appear reasonable having regard to the prevailing market prices at the relevant time and as per information available with the Company.
6. The Company has not accepted any deposits from the public.
7. In our opinion the Company has an internal audit system commensurate with the size and nature of its business.
8. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under section 209 (1) (d) of the Companies Act,1956 and are of the opinion that prima facie, the prescribed cost records have been made and maintained. We have not, however made a detailed examination of said records with a view to determine whether they are accurate or complete.

9. (i) According to information and explanations given to us and according to the books and records as produced and examined by us, in our opinion, the undisputed statutory dues in respect of provident fund, investor education and protection funds, employees' state insurance, income tax, sales tax, wealth tax, custom duty, excise duty, service tax, cess and others as applicable have been generally regularly deposited by the Company during the year with the appropriate authorities.
- (ii) According to information and explanations given to us and according to the books and records as produced and examined by us, there are no disputed dues of sales tax, income tax, custom duty, wealth tax, service tax and cess matters. The details of disputed excise duty dues which have not been deposited by the company with the authorities as at March 31, 2014 are as follows :-

Name of the Statute	Nature of the dues	Amount	Forum where dispute is pending
The Central Excise Act, 1944	Excise Duty & Penalty thereon.	31042816	Custom, Excise & Service Tax Appellate Tribunal, New Delhi.

10. The Company has no accumulated losses at the end of the financial year and has not incurred any cash losses during the financial year covered by the audit and in the immediately preceding financial year.
11. Based on our audit procedures and as per information and explanations given by the management, we are of the opinion that Company has not defaulted in repayment of dues to financial institutions or banks.
12. According to information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
14. In our opinion and according to the information and explanations given to us, the Company is not a dealer or trader in securities.
15. According to information and explanations given to us the Company has not given any guarantees for loans taken by others from the banks and financial institutions.
16. Based on information and explanations given to us by the management, the term loans were applied for the purpose for which the loans were obtained.
17. Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, in our opinion, there are no funds raised on short term basis which have been used for long term investment.
18. The Company has not made any preferential allotment of Shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
19. The Company has not issued any debentures during the year.
20. The Company has not raised any money through a Public Issues during the year. 21. Based upon the audit procedures performed for the purpose of reporting true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For Subhash Sajal & Associates.
Chartered Accountants
Registration No.018178N

Subhash Mittal (F.C.A.)
Partner
Membership No.089077
Place-Kala-Amb
Date- 28th May 2014

Significant Accounting Policies

A. Basis for preparation of financial statements

- i) The financial statements are prepared to comply in all material respects with Accounting Principles Generally accepted in India (Indian GAAP), the Accounting Standards notified under Companies(Accounting Standards) Rules, 2006 and the relevant provision of the Companies Act, 2013(to the extent notified,) The Companies Act, 1956(To the extent applicable) and guidelines issued by the Securities and Exchange Board of India(SEBI). The financial statements have been prepared under the historical cost convention using accrual method of accounting.
- ii) Accounting policies have been consistently applied except where a newly issued accounting standards is initially adopted or a revision to the existing accounting standard requires a change in the accounting policy hitherto in use.

B. Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of Contingent Liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known /materialized.

C. Own Fixed Assets and depreciation

- i) Fixed Assets are stated at cost net of recoverable taxes, trade discounts and rebates and includes amounts added on revaluation, less accumulated depreciation and impairment loss, if any. The Cost of these assets comprise its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use. Subsequent expenditure relating to an item of assets are added to its book value only if they increase the future benefits from the existing assets beyond its previously assessed standard of performance. Projects under which assets are not ready for their intended use are shown as Capital Work in Progress.
- ii) Depreciation on fixed assets other than vehicles and furniture is provided on straight line method at the rates and in the manner prescribed in schedule XIV of the Companies Act, 1956. Depreciation on vehicles and furniture has been provided on written down value method.
- iii) The depreciation on plant and machinery and effluent treatment plant has been provided on the rates applicable to continuous process plant.

D. Impairment of Assets

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

E. Foreign Currency Transactions

- i) Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transaction or that approximate the actual rate at the date of the transaction.
- ii) Any income and expense on account of exchange difference either on settlement or on transaction is recognized in the Statement of Profit and Loss, except in the case of long term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

F. Investments

Long term investments are stated at cost. Provision for diminution of the value of long term investments is made only if such a decline is other than temporary.

G. Inventories

- i) Inventories are valued at the lower of cost and net realizable value after providing for obsolescence, if any except in case of by-product which are valued at net realizable value. The cost is computed on First in First out (FIFO) basis.

-
- ii) Cost for the purpose of valuation of finished goods and goods in process is computed on the basis of cost of material, labour and other related overheads.

H. Revenue recognition

- i) Revenue is recognized to the extent that is probable that the economic benefit will flow to the Company and the revenue can be reliably measured.
- ii) Sales are recognized when goods are supplied and the significant risks and rewards or ownership of the goods have passed to the buyer.
- iii) Dividend income is accounted in the year in which it is received. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

I. Excise Duty

Excise duty is accounted on the basis payment made in respect of goods cleared.

J. Employee Benefits

- i) Short term benefits employee benefits are recognized as an expense in the Statement of Profit and Loss of the year in which the related service is rendered.
- ii) Post employment and other long term employee benefits are recognized as an expense in the Statement of Profit and Loss for the year in which the employee has rendered the services. The expense is recognized at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect post employment and other long term benefits are charged to the Statement of Profit and Loss.

K. Borrowing Costs

Borrowing costs that are attributable to acquisition or construction of a qualifying asset are capitalized as a part of cost of such assets. Qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are recognized as expenses in the period in which they are incurred.

L. Provision for Current and Deferred Tax

Tax expense comprises both current and deferred taxes. Deferred Income Taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of early years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance date. Deferred tax assets are recognized 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 realized. Deferred tax assets are recognized on carry forward of unabsorbed depreciation and tax losses only if there is virtual certainty that such deferred tax assets can be realized against future taxable profits. Unrecognized deferred tax assets of earlier years are reassessed and recognized to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realized.

M. Segment Reporting

The company produces only Paper and accordingly the entire business has been considered as one single segment. The secondary segment is geographical determined based on the location of clients. Clients are classified as either India or Overseas.

N. 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 out flow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

BALANCE SHEET AS AT 31ST MARCH, 2014

(Amount in INR)

	Note No.	As at 31st March,2014	As at 31st March ,2013	
EQUITY AND LIABILITIES				
Shareholders' funds				
Share capital	1	224218040	224218040	
Reserves and surplus	2	735233492	613903113	
		959451532	838121153	
Non-current liabilities				
Long-term borrowings	3	349934195	501688111	
Deferred tax liabilities (Net)	4	221223427	186041365	
Other Long term liabilities	5	85967463	107719710	
Long-term provisions	6	10428207	7800481	
		667553292	803249667	
Current liabilities				
Short-term borrowings	7	389447286	381429920	
Trade payables	8	202506533	187486037	
Other current liabilities	9	220067213	230874408	
Short-term provisions	10	115940568	69488589	
		927961600	869278954	
TOTAL		2554966424	2510649774	
ASSETS				
Non-current assets				
Fixed assets				
Tangible assets	11	1522506902	1561159310	
Capital work-in-progress	11	-	3256256	
Non-current investments	12	2500	2500	
Long-term loans and advances	13	3344427	3634467	
		1525853829	1568052533	
Current assets				
Inventories	14	413242154	353635598	
Trade receivables	15	435737716	418384026	
Cash and cash equivalents	16	32299557	45912097	
Short-term loans and advances	17	147833168	124665520	
		1029112595	942597241	
TOTAL		2554966424	2510649774	

This is the Balance Sheet referred to in our report of even date.
The Notes refer to above form part of the Balance Sheet.

Auditors Report

Certified in terms of our separate report of even Date

For Subhash Sajal and Associates
Chartered Accountants
Registration No.018178N

Subhash Mittal (F.C.A.)
Partner
Membership No.089077

Place-Kala-Amb
Date 28th May 2014

For and on behalf of Board of Directors

Jatinder Singh
(Chairman cum Whole Time Director)

Umesh Chander Garg
(Managing Director)

Vipin Gupta
(CFO & Whole Time Director)

Vishav Sethi
(Company Secretary)

STATEMENT OF PROFIT & LOSS FOR YEAR ENDED 31ST MARCH, 2014

(Amount in INR)

Particulars	Note No.	2013-14	2012-13
Revenue from operations	18	3201285290	2974129228
Other income	19	17979314	17399761
Total Revenue		3219264604	2991528989
Expenses:			
Cost of materials consumed	20	2023177507	1886758818
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	21	9924286	1902843
Employee benefits expense	22	222348007	179174926
Finance costs	23	135392058	169295721
Depreciation and amortization expenses	11	116809740	109918470
Other expenses	24	457960080	397564191
Total expenses		2965611677	2744614969
Profit before exceptional and extraordinary items and tax		253652927	246914020
Exceptional items		(497387)	(105513)
Profit before extraordinary items and tax		254150314	247019533
Extraordinary Items		-	-
Profit before tax		254150314	247019533
Tax expense:			
Current tax		60000000	50000000
Deferred tax		35182062	80153761
Earlier year taxes		6159005	2407601
MAT Credit Entitlement		-	(50000000)
Profit (Loss) for the period		152809247	164458171
Profit/(loss) from Discontinuing operations (after tax)		-	-
Profit (Loss) for the period		152809247	164458171
Earnings per equity share:			
(1) Basic		6.82	7.33
(2) Diluted		6.82	7.33

This is the Statement of Profit and Loss referred to in our report of even date.
The Notes refer to above form part of the Statement of Profit and Loss.

Auditors Report

Certified in terms of our separate report of even Date

For Subhash Sajal and Associates
Chartered Accountants
Registration No.018178N

Subhash Mittal (F.C.A.)
Partner
Membership No.089077

Place-Kala-Amb
Date 28th May 2014

For and on behalf of Board of Directors

Jatinder Singh
(Chairman cum Whole Time Director)

Umesh Chander Garg
(Managing Director)

Vipin Gupta
(CFO & Whole Time Director)

Vishav Sethi
(Company Secretary)

CASH FLOW STATEMENT FOR THE YEAR 2013-14

(Amount in INR)

		2013-14	2012-13
A	<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
	Net Profit Before Tax as per Profit and Loss Account	254150314	247019533
	Adjusted for:		
	Loss/(Profit) on sale of Fixed Assets	(497387)	(105513)
	Depreciation and amortization expenses	116809740	109918470
	Interest Income	(17462859)	(16059880)
	Interest Expense	130737594	164316751
		229587088	258069828
	Operating Profit before working capital changes		
	Adjusted for:		
	Decrease/(increase) in Trade Receivables	(17353690)	(71041781)
	Decrease/(increase) in Inventories	(59606556)	60837027
	Decrease/(increase) in Loans & advances	(18041944)	(446231)
	(Decrease)/increase in Trade Payables	15020496	(19727673)
	(Decrease)/increase in Other Current Liabilities	(29585121)	(14578541)
		(109566815)	(44957199)
	Cash generated from Operations	374170587	460132162
	Income Tax Paid(Net)	(60994669)	(25482445)
	Net Cash from Operating Activities	313175918	434649717
B	<u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
	Purchase of Fixed Assets	(75411689)	(55035061)
	Proceeds from sale of Fixed assets	1008000	237000
	Interest received	17462859	16059880
	Net Cash (Used in) Investing Activities	(56940830)	(38738181)
C	<u>CASH FLOW FROM FINANCING ACTIVITIES</u>		
	Proceeds from Long Term Borrowings	46000000	22019679
	Repayments of Long Term Borrowing	(193127400)	(190599543)
	Proceeds from Short Term Borrowings(Net)	8017366	(10601059)
	Interim Dividend Paid	-	(22421804)
	Dividend Distribution Tax	-	(3637378)
	Interest Paid	(130737594)	(164336991)
	Net Cash (Used in) From Financing activities	(269847628)	(369577096)
	Net Increase/(Decrease) in Cash & Cash equivalents (A+B+C)	(13612540)	26334440
	Cash & Cash equivalents at beginning of the period	45912097	19577657
	Cash & Cash equivalents at end of the period	32299557	45912097

Notes:

1. Previous year figures have been regrouped / rearranged wherever necessary.
2. Negative figures have been shown in brackets.

Auditors Report

Certified in terms of our separate report of even Date

For Subhash Sajal and Associates
Chartered Accountants
Registration No.018178N

Subhash Mittal (F.C.A.)
Partner
Membership No.089077

Place-Kala-Amb
Date 28th May 2014

For and on behalf of Board of Directors

Jatinder Singh
(Chairman cum Whole Time Director)

Umesh Chander Garg
(Managing Director)

Vipin Gupta
(CFO & Whole Time Director)

Vishav Sethi
(Company Secretary)

Notes on Financial Statements for the Period Ended 31st March, 2014



The previous year figures have been regrouped/reclassified, wherever necessary to confirm to the current year presentation.

1 SHARE CAPITAL

(Amount in INR)

	As at 31st March, 2014	As at 31st March, 2013
Authorised Share Capital		
31000000 Equity Shares of Rs. 10/- each (31000000)	310000000	310000000
Issued Subscribed and Paid up		
22421804 Equity Shares of Rs. 10/- each fully paid up (22421804)	224218040	224218040
TOTAL	224218040	224218040

1.2 The reconciliation of the number of shares outstanding is set out below:

	As at 31st March, 2014	As at 31st March, 2013
	Number of Shares	Number of Shares
Equity Shares at the beginning of the Year	22421804	22421804
Add: Equity Shares Issued during the year	-	-
Less: Equity Shares bought back during the year	-	-
Equity Shares at the end of the year	22421804	22421804

1.3 The details of Shareholders holding more than 5% Shares

Name of Shareholder	As at 31st March, 2014		As at 31st March, 2013	
	No. of Shares	% held	No. of Shares	% held
Central Bank of India	1587314	7.08%	1587314	7.08%
Sh.Jatinder Singh	2239083	9.99%	2062080	9.20%
Sh.Subhash Chander Garg	798384	3.56%	1329316	5.93%
Sh.Umesh Chander Garg	1170316	5.22%	1170316	5.22%
MS.Charanjeet Kaur	1134534	5.06%	1134534	5.06%

2 RESERVES AND SURPLUS

	As at 31st March, 2014	As at 31st March, 2013
Securities Premium Account		
As per last Balance Sheet	181086953	181086953
Add : Securities premium credited on Share issue	-	-
Less : Premium Utilised for various reasons	-	-
	181086953	181086953
General Reserve		
As per last Balance Sheet	19655000	19655000
(+) Current Year Transfer	3820232	-
(-) Written Back in Current Year	-	-
	23475232	19655000
Profit and Loss Account		
As per last Balance Sheet	413161160	274762171
(+) Net Profit/(Net Loss) For the current year	152809247	164458171
(+) Transfer from Reserves	-	-
(-) Proposed Dividends	26906165	-
{Dividend Per Share Rs. 1.20 (Previous Year-Nil)}		
(-) Transfer to General Reserve	3820232	-
(-) Interim Dividend on equity shares	-	22421804
{Interim Dividend Per Share-Nil (Previous Year-Rs.1.00)}		
(-) Dividend Tax	4572703	3637378
	530671307	413161160
TOTAL	735233492	613903113

3 LONG TERM BORROWINGS

(Amount in INR)

	As at 31st March, 2014	As at 31st March, 2013
	Non-Current	Non-Current
Secured		
Term Loans		
From Banks	254506173	433510308
From Others	47448022	18497803
	301954195	452008111
Unsecured		
From Other(Promoters)	47980000	49680000
TOTAL	349934195	501688111

- 3.1 The term loans from Banks are secured by first Parri Passu charge created/ to be created on existing and proposed block of assets of the Company by way of hypothecation of Machinery and Equipment and other fixed assets and equitable Mortgage of Land and Building of the company and further secured by the personal guarantee of the Managing Director and the Whole Time Directors and further secured by the personal guarantee of the relatives of the Directors. Term loans are further secured by 2nd Parri Passu charge on the current assets of the Company. The Vehicle loans are secured by hypothecation of vehicles acquired against such loans. Home loan is secured by first charge on flat at GK-II New Delhi.

4 DEFERRED TAX LIABILITY (Net)

	As at 31st March, 2014	As at 31st March, 2013
Deferred Tax Liability		
Related to fixed assets	225066749	210091531
Deferred Tax Assets		
Unabsorbed Depreciation/disallowances under the Income Tax Act, 1961	3843322	24050166
TOTAL	221223427	186041365

5 OTHER LONG TERM LIABILITIES

	As at 31st March, 2014	As at 31st March, 2013
Others		
Creditors for Capital Work	1701477	23648783
Security Deposit From Suppliers	30000000	30000000
Security Deposit From Customers	54265986	54070927
	85967463	107719710
TOTAL	85967463	107719710

6 LONG TERM PROVISIONS

	As at 31st March, 2014	As at 31st March, 2013
Provision for employee benefits		
Leave Encashment	10428207	7800481
TOTAL	10428207	7800481

7 SHORT TERM BORROWINGS

	As at 31st March, 2014	As at 31st March, 2013
Secured		
Working Capital Loans from Banks		
Rupee Loans	389447286	381429920
TOTAL	389447286	381429920

- 7.1 The working capital limits (Fund Based and Non-Fund Based) from banks are secured by first Parri Passu charge on current assets of the company both present and future and shall include raw materials, semi finished goods in process, finished goods, stores and spares and book debts of the Company and further secured by personal guarantees of the Managing Director and Whole Time Directors and their relatives. The limits are further secured by second Parri Passu charge on the fixed assets of the company.

8 TRADE PAYABLES

(Amount in INR)

	As at 31st March, 2014	As at 31st March, 2013
Micro Small and Medium Enterprises	16528982	48870463
Others	185977551	138615574
TOTAL	202506533	187486037

8.1 The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the Company is as under:

	As at 31st March, 2014	As at 31st March, 2013
Principal amount due and remaining unpaid	-	-
Interest due on above and the unpaid interest	-	-
Interest paid	-	-
Payment beyond the appointee day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable in succeeding years.	-	-

9 OTHER CURRENT LIABILITIES

	As at 31st March, 2014	As at 31st March, 2013
Current maturities of long-term debts	186415843	181789327
Advances from Customers*	13264717	2630499
Share application money pending refund**	-	25553
Unpaid dividend for FY 2012-13***	123158	22421804
Statutory dues	9376826	10685951
Other provisions (expenses payable)	10886669	13321274
	220067213	230874408
TOTAL	220067213	230874408

* Amount received for supply of goods/material and outstanding amount does not exceed the period of 365 days.

**The Amount transferred to Investor Education and Protection fund on 03.01.2014.

***These figures do not include any amounts, due and outstanding to be credited to Investor Education and Protection Fund.

10 SHORT TERM PROVISIONS

	As at 31st March, 2014	As at 31st March, 2013
Provision for employee benefits		
Salary & Reimbursements	15901738	11491698
Leave Encashment	879010	647600
Contribution to PF	2178337	1803180
Superannuation	391037	373963
Annual Bonus	5111578	5172148
	24461700	19488589
(b) Others		
Proposed Dividend	26906165	
Provision for		
Dividend Tax	4572703	-
Income Tax	60000000	50000000
	91478868	50000000
TOTAL	115940568	69488589

Notes on Financial Statements for the Period Ended 31st March, 2014



11: FIXED ASSETS

(Amount in INR)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 4/1/2013	ADDITIONS	SALE/ TRANSFER	AS AT 3/31/2014	UPTO 3/31/2013	FOR THE YEAR	DEPRECIATION ON SALE/TRANS OF ASSETS ADJ.	AS AT 3/31/2014	AS AT 3/31/2014	AS AT 3/31/2013
1	2	3	4	5	6	7	8	9	10	11
TANGIBLE ASSETS:										
OWN ASSETS:										
LAND	100941207	-	-	100941207	-	-	-	-	100941207	100941207
BUILDING	291805948	-	-	291805948	68350412	9672423	-	78022835	213783113	223455536
OFFICE BUILDING	12692115	45475100	-	58167215	1140851	474947	-	1615798	56551417	11551264
PLANT & MACHINERY	1729664756	363474	-	1730028230	569987460	89986438	-	659973898	1070054332	1159677296
EFFLUENT TREATMENT PLANT	42588447	17751823	-	60340270	33270724	3314635	-	36585359	23754911	9317723
TUBE WELL	5096111	-	-	5096111	711711	82672	-	794383	4301728	4384400
FURNITURE	8191918	452615	-	8644533	5978141	423341	-	6401482	2243051	2213777
TOOLS & EQUIPMENTS	516800	221580	-	738380	227553	33849	-	261402	476978	289247
LAB. EQUIPMENTS	6147981	55692	-	6203673	2390769	294079	-	2684848	3518825	3757212
OFFICE EQUIPMENTS	4674900	470163	-	5145063	1259723	234908	-	1494631	3650432	3415177
VEHICLES	73017040	12376530	4605445	80788125	35535637	11510752	4094832	42951557	37836568	37481403
FAX MACHINE	209730	-	-	209730	140951	9962	-	150913	58817	68779
WEIGHING SCALE	2581728	881230	-	3462958	1095981	141462	-	1237443	2225515	1485747
COMPUTERS	4372811	420724	-	4793535	3616368	466227	-	4082595	710940	756443
Fire Fighting	359416	-	-	359416	79284	17072	-	96356	263060	280132
PBX	402281	-	-	402281	183530	19108	-	202638	199643	218751
PHOTOSTAT MACHINE	436101	-	-	436101	154410	20715	-	175125	260976	281691
TELEPHONES	2211695	199014	-	2410709	628170	107150	-	735320	1675389	1583525
SUB-TOTAL (A)	2285910985	78667945	4605445	2359973485	724751675	116809740	4094832	837466583	1522506902	1561159310
CAPITAL WORK IN PROGRESS										
EFFLUENT TREATMENT PLANT	3256256	-	3256256	-	-	-	-	-	-	3256256
SUB-TOTAL (B)	3256256	-	3256256	-	-	-	-	-	-	3256256
TOTAL (A+B)	2289167241	78667945	7861701	2359973485	724751675	116809740	4094832	837466583	1522506902	1564415566
Previous Year	2221485267	14589390	850126	2235224531	509704079	106548260	458270	615794069	1619430462	-

12 NON CURRENT INVESTMENTS

(Amount in INR)

(Long term investments)

	As at 31st March, 2014	As at 31st March, 2013
Other Investments		
In Equity Shares-Unquoted, fully paid up 250 Shivalik Solid waste Management Ltd. Rs.10 each (250)	2500	2500
TOTAL	2500	2500

13 LONG TERM LOANS AND ADVANCES

(Unsecured and Considered Good)

	As at 31st March, 2014	As at 31st March, 2013
Security Deposits		
With HPSEB and Other Government Departments	3344427	3634467
TOTAL	3344427	3634467

14 INVENTORIES

	As at 31st March, 2014	As at 31st March, 2013
Raw Materials and components	179619724	135762470
Work-in-progress	31560000	37017500
Finished goods	28379853	32846638
Stores and spares	173682578	148008990
TOTAL	413242154	353635598

15 TRADE RECEIVABLES

(Unsecured and Considered Good)

	As at 31st March, 2014	As at 31st March, 2013
Over Six Months	27510380	25442546
Others	408227336	392941480
TOTAL	435737716	418384026

16 CASH & BANK BALANCES

	As at 31st March, 2014	As at 31st March, 2013
Balances with Banks*	14252847	25975020
Cash in hand	3207752	3514119
Margin Money*	14838958	16422958
TOTAL	32299557	45912097

*Balance with bank includes Rs.123158/- as Unpaid Dividend (Previous Year- 22421804) and margin money includes Rs.10500958/- as fixed deposits with Banks having maturity period of more than 12 months (Previous Year Rs.9882458/-).

17 SHORT TERM LOANS AND ADVANCES

(Unsecured and Considered Good)

	As at 31st March, 2014	As at 31st March, 2013
Others		
Balance with revenue authorities	103670530	102416224
Other loan and advances	37470246	16799034
Interest incurred but not due	6692392	5450262
	147833168	124665520
TOTAL	147833168	124665520

18 REVENUE FROM OPERATIONS

	2013-14	2012-13
Sale of products	3235588619	2977940499
Less: Excise duty	34303329	3811271
TOTAL	3201285290	2974129228

PARTICULARS OF SALE OF PRODUCTS

(Amount in INR)

	2013-14	2012-13
Kraft Paper	1231008378	1229649823
Writing & Printing Paper	1997258114	1734201017
Ash/Sludge or Others	7322127	14089659
TOTAL	3235588619	2977940499

19 OTHER INCOME

	2013-14	2012-13
Interest Income	17462859	16059880
Difference in foreign Currency	43361	620152
Duty Draw Back Incentive	458835	699720
Dividend Income	125	-
Short & excess recoveries	14134	20009
TOTAL	17979314	17399761

20 COST OF MATERIALS CONSUMED

	2013-14		2012-13	
	Amount	Consumption Percentage	Amount	Consumption Percentage
Imported	105113550	5.20	97725804	5.18
Indigenous	1918063957	94.80	1789033014	94.82
TOTAL	2023177507	100.00	1886758818	100.00

20.1 PARTICULARS OF MATERIAL CONSUMED

	2013-14		2012-13	
Raw Materials	1137302796		975127041	
Fuel	521517756		567289376	
Chemicals	364356954	2023177507	344342400	1886758818
TOTAL		2023177507		1886758818

21 CHANGES IN INVENTORIES OF FINISHED GOODS & STOCK IN PROCESS

	2013-14		2012-13	
<u>Inventories (At close)</u>				
- Finished Goods	28379853		32846638	
- Semi Finished Goods and Goods in process	31560000		37017500	
		59939853		69864138
<u>Inventories (At commencement)</u>				
- Finished Goods	32846638		40149201	
- Semi Finished Goods and Goods in process	37017500		31617780	
		69864138		71766981
TOTAL		9924286		1902843

22 EMPLOYEE BENEFITS EXPENSE

	2013-14	2012-13
Bonus to Staff	738385	789034
Bonus to Workers	4381593	4383114
Contribution towards Gratuity Fund	7044484	6212157
Conveyance Allowance	70800	66000
Directors' Remuneration	25474000	21807800
Club Fee	-	20000
E.D.L.I. Charges	373656	408702
E.S.I.	3368360	3146213
Furniture Allowance	19000	212500
Labour & Staff Welfare	2071873	1512816
Leave Encashment	3503663	3010973
PF & Administrative Charges	13099886	10597337
Production Staff Salaries	111560581	92651510
Salaries Adm. Staff	42902500	27294903
Wages	7739226	7061867
TOTAL	222348007	179174926

22.1 As per Accounting Standard 15 "Employee benefits", the disclosures as defined in the Accounting Standard are given below:

Defined Benefit Plan

The employees' gratuity fund scheme managed by trust is a defined benefit plan. The present value of obligation is determined based on Actuarial Valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is determined based on Actuarial valuation using Projected Unit Credit Method

I) **Reconciliation of opening and closing balances of Defined Benefit Obligation**

	Gratuity (Funded)		Leave Encashment (Un-Funded)	
	2013-14	2012-13	2013-14	2012-13
Defined Benefit Obligation at the beginning of Year	27879097	21615367	8448081	5996595
Current service cost	4461427	3545387	2596182	1846083
Interest Cost	2230327	1729230	675846	479728
Past Service Cost	-	-	-	-
Actuarial (Gain)/Loss	2585426	2053043	231635	685162
Benefits paid	(1208426)	(1063930)	(639394)	(559487)
Defined Benefit Obligation at the Year end	35947851	27879097	11312350	8448081

II) **Reconciliation of opening and closing balances of Fair Value of Plan Assets**

	Gratuity (Funded)	
	2013-14	2012-13
Fair Value of Plan Assets at the beginning of year	20866541	11726972
Expected return on plan Assets	1669324	938158
Actuarial gain /(loss)	563372	177345
Employer Contribution	6212157	9087996
Benefits paid	(1208426)	(1063930)
Fair Value of Plan Assets at year end	28102968	20866541

III) **Reconciliation of Fair Value and Obligations**

	Gratuity (Funded)		Leave Encashment (Un-Funded)	
	2013-14	2012-13	2013-14	2012-13
Fair Value of Plan Assets	35947851	27879097	11312350	8448081
Funded status/difference	(7844883)	(7012556)	(11312350)	(8448081)
Fair Value of Plan Assets at the end of the year	28102968	20866541		
Excess of actual over estimated	563372	177345		
Amount recognized in Balance Sheet	(7844883)	(7012556)	(11312350)	(8448081)

IV) **Expense recognized during the year**

	Gratuity (Funded)		Leave Encashment (Un-Funded)	
	2013-14	2012-13	2013-14	2012-13
Current Service Cost	4461427	3545387	2596182	1846083
Past service cost	-	-	-	-
Interest Cost	2230327	1729230	675846	479728
Expected return on plan Assets	(1669324)	(938158)	-	-
Net Actuarial (Gain)/Loss	2022054	1875698	231635	685162
Net Cost	7044484	6212157	3503663	3010973

V) **Investments Details**

	% Invested	
	As at 31st March, 2014	As at 31st March, 2013
GOI Securities	-	-
Public Securities	-	-
State Government Securities	-	-
Insurance Policies	-	-
Others(including Bank Balances)	100	100
TOTAL	100	100

VI) **Actuarial Assumptions**

	Gratuity (Funded)		Leave Encashment (Un-Funded)	
	2013-14	2012-13	2013-14	2012-13
Mortality Table(LIC)	1994-96	1994-96	1994-96	1994-96
Discounting rate (per annum)	8.50%	8.00%	8.50%	8.00%
Expected rate of return on Plan Assets(per annum)				
Kraft Paper Unit	8.00%	8.00%	0.00%	0.00%
Writing & Printing Paper Unit	8.00%	8.00%	0.00%	0.00%
Future salary Increase (per annum)	6.00%	5.50%	6.00%	5.50%

The Estimates of salary growth rate is considered in actuarial valuation, taking into account inflation, seniority, promotion and other relevant factors on long term basis.

The discount rate is generally based upon the market yields available on Government Bonds at the accounting date with a term that matches that of the liabilities.

23 FINANCE COSTS

(Amount in INR)

	2013-14	2012-13
On Working Capital	50885562	55227395
On Term Loans	77316514	107658234
Bank Charges	4654464	4978970
Others	2535518	1431122
TOTAL	135392058	169295721

24 OTHER EXPENSES

	2013-14	2012-13
<u>Manufacturing Expenses</u>		
Ash Clearing Expenses	7681043	6499999
Broke Shifting Charges	1257125	678837
Consumable Stores & Electric Repairs	87197175	72252274
E.T.P. Expenses	1411587	1330290
Lease Rent Expenses	44738	95451
Packing Material Consumed	43780577	42399357
Power	146631029	131826687
Repairs to Building	5478171	9661173
Repairs to Machinery	82045158	69394557
Sheet Cutting Charges	10586974	10544221
Testing Charges	209567	306511
Tractor Running & maintenance	2683411	2299897
	389006555	347289254
<u>Selling & Distribution Expenses</u>		
Advertisement & Publicity	352669	400846
Business/ Sales Promotion	1447102	379895
Commission Paid	6624943	5141406
Freight & Forwarding	6544535	5971453
Rebate & Discount	14857038	12264815
	29826287	24158415
<u>Establishment Expenses</u>		
Directors' Meeting Fees	192000	214000
Travelling & Conveyance	7150002	2982087
Rent	1323180	1383885
Water & Electricity Expenses	188417	128072
Postage & Courier	318220	339476
Printing & Stationery	657870	574700
Donation	101000	51000
Compensation/ Exgratia	15000	125000
Telephone Expenses	1714568	1650100
Legal & Consultancy Expenses	4499963	1979403
Service Tax Paid	2931308	1722459
Vehicle Running & Maintenance	4188320	2736641
Bus Running & Maintenance	2142481	1831721
Repairs & Maintenance others	2813811	2647460
Insurance	6306963	4738418
News Papers & Periodicals	32545	19372
Auditors Remuneration		
- Statutory Audit	170000	191012
- Audit Expenses	178245	150085
Cost Audit	60674	53933
Internal Audit	445956	404496
Fees and Taxes	3572471	2064529
Filing Fee	16840	17778
Subscription	106404	110895
Training and Seminar Expenses	1000	-
	39127238	26116522
TOTAL	457960080	397564191

24.1 VALUE OF STORES, CONSUMABLES AND PACKING MATERIAL CONSUMED

	2013-14		2012-13	
	Amount	Consumption Percentage	Amount	Consumption Percentage
Imported	12021243	5.64	12357672	6.71
Indigenous	201001667	94.36	171688516	93.29
TOTAL	213022910	100.00	184046188	100.00

Notes on Financial Statements for the Period Ended 31st March, 2014



24.2 VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF

(Amount in INR)

	2013-14	2012-13
Raw Materials and Chemicals	73849346	69813737
Stores, Consumables and Packing materials	10660951	9162950

24.3 PAYMENTS TO AUDITORS AS

	2013-14	2012-13
Statutory & Tax Audit Fees	170000	191012
Reimbursement of Expenses	41870	29035
Cost Audit Fees	60674	53933
TOTAL	272544	273980

24.4 EXPENDITURE IN FOREIGN CURRENCY:

	2013-14	2012-13
Royalty ,know-how, professional and consultation fee	-	-
Interest and other matters	-	-
Foreign Travelling	362651	-
Machinery Spares including Advances	21211632	9836593
Machinery Purchase	-	5764738

25 EARNINGS PER SHARE (EPS)

	2013-14	2012-13
i) Net Profit after tax as per Statement of profit and Loss attributable to Equity shareholders	152809247	164458171
ii) Weighted Average number of equity share used as denominator for calculating EPS	22421804	22421804
iii) Basic and Diluted Earning per share	6.82	7.33
iv) Face Value per equity share	10.00	10.00

26 EARNINGS IN FOREIGN EXCHANGE

	2013-14	2012-13
FOB value of exports	5063412	16168223

27 RELATED PARTY DISCLOSURES :

As per Accounting Standard 18, the disclosure of transactions with the related parties are given below:

i) List of related parties where control exists and related parties with whom transactions have taken place and relationship:

Name of Related Party	Relationship
Shri Umesh Chander Garg Shri Subhash Chander Garg Shri Jatinder Singh Shri Vipin Gupta	Key Managerial Personnel
Shri Dalbir Singh Shri Avtar Singh Bajwa Shri Surinder Gupta Shri Swatantar Kumar Dewan	Independent Directors
Sirmour Hotels (P) Ltd. Jasmer Foods (P) Ltd.	Enterprises in which Key Managerial Personnel holds directorship
Ruchira Packaging Products (P) Ltd. Ruchira Printing & Packaging. Jasmer Pack Ltd. Jasmer Packer Well Pack York Cellulose (P) Ltd.	Enterprises of Relatives of Key Managerial Personnel
Smt. Parveen Garg Sh. Deepan Garg Sh. Jagdeep Singh Sh. Dajeet Singh Sh. Lucky Garg Smt. Vaishali Jhaveri Sh. Atul Garg Ms. Radhika Garg	Relatives of Key Managerial Personnel holding office or place of profit.

ii a) Transactions during the year with related parties:
(Excluding reimbursements)

Rs.in Crore

	Sales of finished goods	Purchase of raw /packing material	Interest received for delay in payments	Closing Balance
Ruchira Packaging Products (P) Ltd.	6.16	0.50	0.12	2.17
	6.33	0.00	0.11	2.04
Ruchira Printing & Packaging.	0.76	0.18	0.10	0.66
	2.29	0.16	0.02	1.17
Jasmer Pack Ltd.	16.51	1.16	0.17	3.03
	16.85	0.77	0.36	2.44
Jasmer Packer	12.20	0.93	0.20	1.73
	16.65	0.49	0.13	1.99
Well Pack	5.11	0.78	0.20	1.17
	6.03	1.07	0.19	1.40

Note :Figures in italic represents previous year's amount.

ii b) Transactions during the year with Key Managerial Personnel:

Rs.in Crore

	Salary and Allowances		Reimbursements	
	2013-14	2012-13	2013-14	2012-13
Shri Umesh Chander Garg	0.77	0.67	0.14	0.05
Shri Subhash Chander Garg	0.77	0.67	0.10	0.11
Shri Jatinder Singh	0.77	0.67	0.15	0.06
Shri Vipin Gupta	0.23	0.17	0.01	0.01

ii c) Transactions during the year with the Relatives of Key Managerial Personnel holding office or place of profit.

Rs. In lacs

	Salary and Allowances		Reimbursements	
	2013-14	2012-13	2013-14	2012-13
Smt. Parveen Garg	24.15	-	4.02	-
Sh. Deepan Garg	24.15	10.52	6.91	0.99
Sh. Jagdeep Singh	24.15	10.52	3.77	0.24
Sh. Dajeet Singh	24.15	10.52	6.76	1.28
Sh. Lucky Garg	24.15	10.52	-	-
Smt. Vaishali Jhaveri	24.15	10.52	-	0.11
Sh. Atul Garg	24.15	8.05	-	-
Ms. Radhika Garg	24.15	-	2.57	-

ii d) Transactions during the year with Independent Dierctors.

Rs. In lacs

	Sitting Fees	
	2013-14	2012-13
Shri Dalbir Singh	0.48	0.56
Shri Avtar Singh Bajwa	0.48	0.56
Shri Surinder Gupta	0.48	0.46
Shri Swatantar Kumar Dewan	0.48	0.56

28 SEGMENT INFORMATION

Primary segment information:

The Company operates in only one main segment i.e. manufacturing of Paper

Secondary segment information:

Amount in INR

	2013-14	2012-13
Segment Revenue		
India	3230501392	2965246376
Overseas	5087227	12694123
TOTAL	3235588619	2977940499

29 CONTINGENT LIABILITIES AND COMMITMENTS

Rs. In lacs

	As at 31st March, 2014	As at 31st March, 2013
Contingent Liabilities		
(A) Claims against the Company/disputed liabilities not acknowledged as debts		
In respect of various demands raised, which in the opinion of the Management are not tenable and are under appeal at various stages:		
Excise Matter	310.43	310.43
(B) Guarantees		
Guarantees and Letter of Credit given by the bank on behalf of the company	297.52	399.04
Commitments		
(A) Estimated amount of contracts remains to be executed on capital account (Net of advances)	-----	-----



Ruchira Papers Limited

CIN: L21012HP1980PLC004336
Regd. Office: Tirlokpur Road, Kala Amb, Himachal Pradesh-173030
Phone: 91-8053800897, Email- investor@ruchirapapers.com

ATTENDANCE SLIP

(To be presented at the entrance)
34th Annual General Meeting on 25th September 2014 at 11.30 AM.

Folio No..... DP ID No..... Client ID.....No. of Shares.....

Name of Shareholder/Proxy holder/Representative:

I hereby record my presence at the Annual General Meeting of the Company being held at Hotel Black Mango, Nahan Road, Kala-Amb, Distt. Sirmour (H.P.) 173030 on Thursday, 25th September 2014 at 11.30 AM.

(Signature of the Member/Proxy)

Notes:

1. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the meeting
2. This attendance is valid only in case shares are held on the date of meeting.

.....Tear Here.....

Ruchira Papers Limited

CIN: L21012HP1980PLC004336
Regd. Office: Tirlokpur Road, Kala Amb, Himachal Pradesh-173030
Phone: 91-8053800897, Email- investor@ruchirapapers.com

PROXY FORM

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration Rules, 2014)

Name and Registered Address of the member(s):

Email Id:

Folio No./ Client Id No.:

DP ID No.:

I/We, being a member/members holding _____ Shares of Ruchira Papers Limited, hereby appoint

1. Name: _____ Email Id: _____

Address: _____ Signature: _____

or failing him

2. Name: _____ Email Id: _____

Address: _____ Signature: _____

or failing him

3. Name: _____ Email Id: _____

Address: _____ Signature: _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company to be held on Thursday, 25th September 2014 at 11.30 AM at Hotel Black Mango, Nahan Road, Kala-Amb and at any adjournment thereof in respect of such resolutions as are indicated below:

Affix
Revenue
Stamp

Signed this ____ day of _____ 2014.

Signature of Shareholder _____

Signature of Proxy holder _____

Note: This proxy form 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.

BOOK-POST

To

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.....
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If undelivered, please return to :
Ruchira Papers Limited
Trilokpur Road, Kala-Amb
Distt. Sirmour (HP)-173030