



Ruchira Papers Limited

Registered office: Tirlokpur Road, Kala-Amb, Distt-Sirmaur, H.P-173030
(CIN –L21012HP1980PLC004336)

Email id: investor@ruchirapapers.com; Website: www.ruchirapapers.com

Tel.: +91-80538-00897

NOTICE OF POSTAL BALLOT

(Notice pursuant to Section 110 of the Companies Act, 2013)

Dear Member,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the 'Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Companies Rules" including any statutory modification(s) or re-enactment thereof for the time being in force), that the Company is seeking consent of the Members of the Company to pass the proposed Special Resolution(s) as set out below, by means of Postal Ballot (which includes Postal Ballot Forms and electronic voting).

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form, for your consideration. The Company has, in compliance with Rule 22(5) of the Companies (Management and Administration) Rules, 2014, appointed Mr. Sanjay Kumar Garg, Cost Accountants, New Delhi, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") and pursuant to the provisions of Section 108 & 110 of the Act read with the Companies Rules, the Company is pleased to provide electronic voting ("e-voting") facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post.

The Company has engaged Link Intime India Private Limited (LIPL) to provide e-voting facility to the Members of the Company. It may be noted that e-voting is optional. If a Member has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Member votes through e-voting facility and also sends his vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer. The e-voting facility is available at the link: <https://instavote.linkintime.co.in> from 9:00 a.m. onwards on Friday, 22nd February 2019 up to Saturday, 23rd March 2019, 05:00 p.m. Please refer to the instructions given for e-voting in the Notes of the Notice for the purpose and the manner in which e-voting has to be carried out.

Members opting to vote through physical mode i.e., sending the Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the form duly completed in the attached self-addressed prepaid postage envelope, so as to reach the scrutinizer on or before the closing of the working hours i.e., 05:00 p.m. on Saturday, 23rd March 2019, failing which it will be treated as if no reply has been received from the concerned Member(s). Please note that any Postal Ballot Form(s) received after the said date will be treated as invalid. No other form or photocopy thereof is permitted.

The Scrutinizer will submit his report to the Chairman or to any other authorized person of the Company after the completion of the scrutiny of the Postal Ballots (including e-voting). The results will be announced on or before Monday, 25th March 2019 at the Registered Office of the Company at Tirlokpur Road, Kala Amb, Distt. Sirmour, Himachal Pradesh-173030. The results of the Postal Ballot will also be displayed along with the Scrutinizer's report, on our website www.ruchirapapers.com besides being communicated to the Stock Exchange, where the Company's Equity Shares are listed. The date of declaration of the result of the Postal Ballot shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following resolutions as a **Special Resolution**:

1. APPROVAL FOR CONTINUATION OF SH. DALBIR SINGH AS INDEPENDENT DIRECTOR:

"RESOLVED THAT pursuant to provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members of the Company be and is hereby accorded for the continuation of Sh. Dalbir Singh (DIN 01538540) aged 83 Years, as an Independent Director of the Company for the remaining current tenure of his office ending 24th September 2019.

RESOLVED FURTHER THAT save and except as aforesaid, the other terms and conditions of appointment of Sh. Dalbir Singh (DIN 01538540) as the Independent Director of the Company shall remain unaltered."

2. APPROVAL FOR CONTINUATION OF SH. AVTAR SINGH AS INDEPENDENT DIRECTOR.

"RESOLVED THAT pursuant to provisions Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members of the Company be and is hereby accorded for the continuation of Sh. Avtar Singh (DIN 01605978) aged 75 Years, as an Independent Director of the Company for the remaining current tenure of his office ending 24th September 2019.

RESOLVED FURTHER THAT save and except as aforesaid, the other terms and conditions of appointment Sh. Avtar Singh (DIN 01605978) as the Independent Director of the Company shall remain unaltered."

Place: Kala-Amb (HP)
Date: 13th February 2019
Registered office:
Tirlokpur Road, Kala- Amb, Distt-Sirmaur, H.P-173030

For and on Behalf of the Board of Directors
For Ruchira Papers Limited
Vishav Sethi
(Company Secretary)

NOTES:

1. The Explanatory Statement for the proposed Special Business pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.
2. All documents referred to in the Notice and the Explanatory Statement are open for inspection by the shareholders at the Registered Office of the Company on any working day except Saturday & Sunday up to **Saturday, 23rd March 2019** (end of voting period), the last date for the receipt of Postal Ballot Forms.
3. The voting by Postal ballot is only for shareholders entitled to vote, who are required to duly fill in the Postal Ballot form and send it to scrutinizer appointed. Any other recipient of this Notice, who does not have voting rights, should treat the Notice as intimation only.
4. The Company has appointed Mr. Sanjay Kumar Garg, Cost Accountant, New Delhi as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
5. In compliance with the provisions of Section 110 of Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all the shareholders of the Company. For this purpose, the Company has entered into an agreement with M/s. Link Intime India Pvt. Ltd. for giving e-voting facility to enable the shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.
6. This notice is being sent to all the Members, whose names appear in the Register of Members/ Records of Depositories as on the close of working hours on **Friday, 15th February 2019** i.e. "the cut-off date". Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date.
7. Shareholders, who have registered e-mail IDs for receipt of documents in electronic mode, are being sent Notice of Postal Ballot by e-mail and others are being sent by post along with Postal Ballot Form. Shareholders, who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from our website www.ruchirapapers.com
8. The details of dispatch of Notice and Postal Ballot Paper to the Members will be published in at least one (1) English and one (1) Vernacular language newspaper circulating in Local Area.
9. The Scrutinizer will submit his report to the Chairman or to any other authorized person of the Company after the completion of the scrutiny of the Postal Ballots (including e-voting). The results will be announced on or before **Monday, 25th March 2019** at the Registered Office of the Company at **Tirlokpur Road, Kala Amb, Distt. Sirmour, Himachal Pradesh-173030**.
10. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached self-addressed prepaid Business reply envelope. An unsigned Postal Ballot Form will be rejected. The Postal Ballot Form(s) shall also be deposited at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than **5:00 p.m. on Saturday, 23rd March 2019** to be eligible for being considered; failing which, it will be strictly treated as if no reply has been received from the Member.
11. Any query/grievance may please be addressed to Mr. Vishav Sethi, Company Secretary with respect to the voting by Postal Ballot including voting by electronic means at: Email id:investor@ruchirapapers.com or Tel. +91-8053800897.

The instructions for shareholders voting electronically are as under:

The voting period begins on **Friday, 22nd February 2019 at 9.00 AM and ends on Saturday, 23rd March 2019 at 5.00 PM**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, 15th February 2019** may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.

❖ **Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none">• Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.

DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	<p>Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number.</p> <ul style="list-style-type: none"> Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

- After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
- On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
Cast your vote by selecting appropriate option i.e. Favour/Against as desired.
Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
- If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
- Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.
They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

In case of members receiving the physical copy of Postal Ballot Form by Post desiring to cast e-vote:

- Please follow all steps above to cast vote.
- The voting period begins on **Friday, 22nd February 2019 at 9.00 AM and ends on Saturday, 23rd March 2019 at 5.00 PM**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, 15th February 2019** may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting, thereafter.
- You can also update your mobile number and email ID in the user profile details of the folio which may be used for sending future communication(s).

EXPLANATORY STATEMENT:

The following Explanatory Statement pursuant to section 102 of the Companies Act, 2013 sets out all material facts relating to the businesses mentioned at 1 and 2 in the accompanying Notice dated 13th February 2019:

Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires that any Non-Executive Director who has attained the age of 75 years or more cannot be appointed or continued as a Non-Executive Director in any listed Company until and unless approval of Members have been obtained for same by way of special resolution.

Since the existing Non-Executive Independent Directors of the Company viz. Sh. Dalbir Singh and Sh. Avtar Singh are covered under the aforesaid provision, the Company is required to obtain approval of Members by way of special resolution for keeping their Directorship continued in the Company post 01-04-2019.

Accordingly, special resolutions have been proposed for seeking approval of the Members in case of two existing Non-Executive Independent Director of the Company. The continuance of the above Directors on the Board of the Company is essential considering their wide and valuable experience of the industry, skills and meaningful participation/discussions in the Board process on various vital matters related to the business of the Company which supports to the management significantly while taking decisions on various affairs of the Company from time to time their continuance would be greatly in the interest of the Company

The Board recommends all the two Special Resolutions as set out in the accompanying Notice for approval by the Members.

Except Sh. Dalbir Singh and Sh. Avtar Singh and their relatives to the extent of their respective shareholding, none of the Directors, Key Managerial Persons (KMPs) of the Company, are in any way concerned or interested in the resolution.

Details of Directors seeking continuation of present terms:

Name of Director	Sh. Dalbir Singh	Sh. Avtar Singh
DIN	01538540	01605978
Date of Birth	21.06.1936	12.06.1944
Date of Appointment	24.09.2004	24.09.2004
Qualifications	MA & LLB	Graduate in Arts
Expertise in Specific functional area	Administrative/ Management. Retired from post of Executive Director of the Yamuna Syndicate Limited	Material Management & Civil Personnel Management.
Relationship with other Directors, Manager and other KMP of the Company	Not related to any Director, Manager or KMP.	Not related to any Director, Manager or KMP.
Nature of Appointment	Continuation of Directorship as an Independent Director for the balance period of term.	Continuation of Directorship as an Independent Director for the balance period of term.
Directorship of other companies (excluding foreign companies)	Nil	Nil
Chairman/ Member of committees* of the Board of Companies of which he is a director	<i>Ruchira Papers Limited:</i> Chairman : Audit Committee , Nomination & Remuneration Committee	<i>Ruchira Papers Limited:</i> Member of Audit Committee , Nomination & Remuneration Committee, Allotment Committee
Shareholding in the Company (No. of Shares)	100	100

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

For and on Behalf of the Board of Directors
For Ruchira Papers Limited
Vishav Sethi
(Company Secretary)

Place: Kala-Amb (HP)
Date: 13th February 2019
Registered office:
Tirlokpur Road, Kala- Amb Distt-Sirmaur, H.P-173030