

Notice

NOTICE is hereby given that the 39th ANNUAL GENERAL MEETING of Members of RUCHIRA PAPERS LIMITED will be held on Wednesday, 25th September 2019 at 11.15 AM at Hotel Black Mango, Nahan Road, Kala-Amb, District Sirmaur, Himachal Pradesh-173030 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2019 together with the reports of Board of Directors and Independent Auditors thereon.
2. To declare a dividend on equity shares for the financial year ended 31st March 2019.
3. To appoint a Director in place of Mr. Vipin Gupta (DIN:05107366), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To ratify the remuneration of Cost Auditors for the financial year ending 31st March 2020 and in this regard, to consider and, if thought fit, to pass 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), the company hereby ratifies remuneration of ₹70,000/- (₹Seventy Thousand Only) plus applicable taxes and out of pocket expenses incurred in connection with the cost audit, payable to M/S Sanjay Kumar Garg & Associates, Cost Accountants, re-appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records maintained by the Company for the financial year ending 31st March 2020.”

5. To fix the managerial remuneration of Mr. Vipin Gupta, CFO & Executive Director and In this regard, to consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197 read with Part I and Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, applicable clauses of the Articles of Association of the Company, pursuant to recommendation of the Nomination & Remuneration Committee, and subject to other requisite approvals, if any, the approval of the members be and is hereby

accorded to fix the managerial remuneration of Mr. Vipin Gupta, CFO & Executive Director of the Company, w.e.f 1st June 2019 for the period of One Year i.e up to 31st May 2020 on such terms and conditions including remuneration, in case of absence of profits or if the Company has inadequate profits, as stated below:

- Basic Pay: ₹4,10,000/- P.M (₹Four lakh and Ten Thousand Only)
(Proposed increase from ₹3,60,000/- to ₹4,10,000/)
- HRA @ 15% per month of the Basic Pay.
- Telephone: Mobile/Telephone facility as per Company's rules.
- Leave encashment as per Company's rules.
- Conveyance: Company's Car with Driver for Official Use.
- Reimbursement of expenses incurred for the business of the Company as per Company's rules.
In addition to the above remuneration, he shall also be entitled to the following benefits which shall not be counted for the purpose of Ceiling as per Section II of Part II of Schedule V.
- Employees' Provident Fund: Company's Contribution towards Employees' Provident Fund as per the Employees' Provident Fund Act.
- Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per provisions of payment of gratuity Act, 1972.

Notwithstanding anything contrary contained herein, where in any financial year during the currency of tenure of Mr. Vipin Gupta, the Company has no profits or its profits are inadequate, the Company will pay remuneration not exceeding the higher of the limits under paragraph (A) as laid down under Section II of Part II of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT Board of Directors and/or Nomination & Remuneration Committee is hereby further authorized to alter and vary the terms and conditions from time to time including designation subject to the applicable provisions of the Companies Act, 2013 and within the overall limits approved by the Shareholders of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company and/or Company Secretary be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to this resolution.”

6. To re-appoint Mr. Dalbir Singh as an Independent Director and in this regard, to consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), Mr. Dalbir Singh (DIN 01538540), who was appointed as an Independent Director and holds office up to 24th September 2019, being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years with effect from 25th September 2019 to 24th September 2024 on the Board of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company and/or Company Secretary be and are hereby severally authorized to file E-Form with the Registrar of Companies and for intimating the same to any other authority.”

7. To re-appoint Mr. Avtar Singh as an Independent Director and in this regard, to consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), Mr. Avtar Singh (DIN 01605978), who was appointed as an Independent Director and holds office up to 24th September 2019, being eligible and in respect of whom the Company has received a notice in writing under Section 160 of

the Act from a member proposing his candidature, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years with effect from 25th September 2019 to 24th September 2024 on the Board of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company and/or Company Secretary be and are hereby severally authorized to file E-Form with the Registrar of Companies and for intimating the same to any other authority.”

8. To re-appoint Mr. Swatantar Kumar Dewan as an Independent Director and in this regard, to consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), Mr. Swatantar Kumar Dewan (DIN 00427404), who was appointed as an Independent Director and holds office up to 24th September 2019, being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years with effect from 25th September 2019 to 24th September 2024 on the Board of the Company, including the period when he shall attain 75 Years of age.

RESOLVED FURTHER THAT any one of the Directors of the Company and/or Company Secretary be and are hereby severally authorized to file E-Form with the Registrar of Companies and for intimating the same to any other authority.”

9. To re-appoint Mr. Surinder Kumar Gupta as an Independent Director and in this regard, to consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other

applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), Mr. Surinder Kumar Gupta (DIN 01108489), who was appointed as an Independent Director and holds office up to 24th September 2019, being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years with effect from 25th September 2019 to 24th September 2024 on the Board of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company and/or Company Secretary be and are hereby severally authorized to file E-Form with the Registrar of Companies and for intimating the same to any other authority."

10. To re-appoint Mrs. Suhasini Yadav as an Independent Director and in this regard, to consider and, if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment

and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), Mrs. Suhasini Yadav (DIN 06925910), who was appointed as an Independent Director and holds office up to 24th September 2019, being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years with effect from 25th September 2019 to 24th September 2024 on the Board of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company and/or Company Secretary be and are hereby severally authorized to file E-Form with the Registrar of Companies and for intimating the same to any other authority."

Place: Kala-Amb (HP)
Date: 12th August 2019

By order of the Board
For Ruchira Papers Limited

Registered Office:
Tirlokpur Road, Kala Amb
Distt: Sirmaur, H.P-173030
CIN: L21012HP1980PLC004336
Website: www.ruchirapapers.com

Vishav Sethi
Company Secretary

NOTES:-

1. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act"), RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING 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. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The proxy holder shall prove his Identity at the time of attending the Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 19th September 2019 to Wednesday, 25th September 2019 (both days inclusive).

4. Documents referred to in the Notice and Explanatory Statement is 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. Members may also note that the Notice of the 39th Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website www.ruchirapapers.com. The Notice of AGM shall also be available on the website of Link Intime India Private Limited <https://instavote.linkintime.co.in>.
6. 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 Friday, 4th October 2019 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 Wednesday, 18th September 2019;
 - 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 18th September 2019;
7. 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 Registrar and Transfer Agent, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company/RTA.
8. 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.
9. 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.
10. Pursuant to Section 72 of the Companies Act, 2013 read with rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form-SH-13, which is also available on the website of the Company.
11. 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.
12. 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.
13. Details under Regulation 36(3) of the Listing Regulations and SS-2 in respect of the directors seeking appointment/re-appointment at the Annual General Meeting (AGM), forms integral part of the Notice. The directors have furnished their requisite declarations for their appointment/re-appointment.
14. The Notice of the AGM along with the Annual Report for F.Y 2018-19 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.
15. To Support the 'Green initiative', the Members who have not registered their e-mail addresses are requested to register the same with the RTA/Depositories.
16. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
17. In case the dividend has remained un-claimed for any of the financial year's, the shareholders may approach the Company with their dividend warrants for revalidation/ with the letter of undertaking for issue of revalidated/ duplicate dividend warrants respectively.
18. 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 28.09.2018

(date of last Annual General Meeting) on website of the Company, as also with Ministry of Corporate Affairs. Furthermore, in terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) shares on which dividend remains unpaid or unclaimed for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPF) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits, if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholder from IEPFA by following the procedure prescribed under the aforesaid rules. Therefore it is in the interest of the shareholders to regularly claim the dividends declared by the Company. The details of unpaid dividend(s) along with its due dates for transfer to IEPF Is provided under the Corporate Governance report annexed with the Annual Report. During the year, the Company was not required to transfer any amount to the Investor Education and Protection Fund.

19. 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, and Regulation 44 of the Listing Regulations, 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 Link Intime India Private Limited (LI IPL).

The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.

The voting period begins on Sunday, 22nd September 2019 (9.00 a.m) and ends on Tuesday, 24th September 2019 (5.00 p.m). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the close of working hours on Wednesday, 18th September 2019 ('Cut-off date') may cast their vote electronically. The e-voting module shall be disabled by LI IPL for voting thereafter.

Instructions for shareholders to vote electronically:

- **Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)**
- 1. Visit the e-voting system of LI IPL. 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 LI IPL: <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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details 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 authorized 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.

Other Instructions:

- (i) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Cut-off Date.
- (ii) Mr. Sanjay Kumar Garg of M/S Sanjay Kumar Garg & Co, Cost Accountants, who has consented to act as the scrutinizer and is available for the purpose of ascertaining the requisite majority, has been appointed as the scrutinizer to scrutinize the remote e-voting process/ballot/ poll in a fair and transparent manner.

(iii) The Chairman shall, at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot or polling paper for all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.

(iv) Scrutinizer shall, immediately after the conclusion of the Meeting will first count the votes cast at the Meeting and thereafter unblock the votes in the presence of at least two witnesses not in the employment of the Company and within a period not exceeding 48 hours from the conclusion of the Meeting make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman of the Company or any other person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

(v) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ruchirapapers.com and on the website of LIIPL at <https://instavote.linkintime.co.in>, immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited and National Stock Exchange of India Limited.

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

ITEM NO. 4:

The Board on the recommendation of the Audit Committee has approved the re-appointment and remuneration of M/S Sanjay Kumar Garg & Associates as Cost Auditors to conduct the audit of the Cost records of the Company for the financial year ending 31st March 2020.

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 members of the Company. Accordingly, ratification by the members is sought for the remuneration payable to the Cost Auditors for the financial year ending 31st March 2020 by passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 4 of the notice.

The Board recommends Ordinary Resolution set forth at Item No. 4 of the notice for ratification by the members.

ITEM NO. 5:

Mr. Vipin Gupta was re-appointed as Whole Time Director of the Company at the Annual General Meeting of the Company held on 30th September 2016, for the period of five years w.e.f 1st November 2016. He was also appointed as Chief Financial Officer of the Company by the Board on dated 28.05.2014. He is presently designated as CFO & Executive Director of the Company. 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 27th May 2019, subject to approval of members, fixed the remuneration payable to Mr. Vipin Gupta for the period of One Year effective from 1st June 2019. The detail of remuneration is mentioned in the resolution itself.

Brief particulars pursuant to Regulation 36(3) of the Listing Regulations and additional information to be given to Members in terms of Secretarial Standards on General Meetings (SS-2), of Mr. Vipin Gupta is given in Annexure to the AGM Notice.

As per the proviso to Section 102(2) of the Companies Act, 2013, it is clarified that the proposed Resolution does not relate to or affect any other Company.

Information required to be disclosed under the Second Proviso to Section II(B), Part II of Schedule V of the Companies Act, 2013 is as follows:

- (i) the proposed remuneration has been approved by Nomination and Remuneration Committee and the Board;
- (ii) the Company has not defaulted in repaying any of its debts or interest payable for a continuous period of thirty days in the preceding financial year before the date of revision/re-appointment;
- (iii) a Special Resolution is being passed at the forthcoming Annual General Meeting for payment of the remuneration for a period not exceeding One year;
- (iv) a statement containing further information is set out in the Annexure to the Notice.

Mr. Vipin Gupta is concerned and interested in the resolution no. 5. The relatives of Mr. Vipin Gupta may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding Interest, If any in the Company.

Save and except the above, none of the other Directors and the Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested in the passing of the above resolution.

The Board recommends Special Resolution set forth at Item No. 5 of the notice for approval by the members.

ITEM NO. 06 to 10:

Mr. Dalbir Singh, Mr. Avtar Singh, Mr. Swatantar Kumar Dewan, Mr. Surinder Kumar Gupta and Mrs. Suhasini Yadav were appointed as Independent Directors of the Company by the members at the 34th Annual General Meeting of the Company held on 25th September 2014 for a period of five consecutive years commencing from 25th September 2014 up to 24th September 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company at its meeting held on 12th August 2019 recommended for approval of the members, the re-appointment of above Independent Directors for second term of five consecutive

years commencing from 25th September 2019 to 24th September 2024. The above Independent Directors are eligible for re-appointment as an Independent Director and have offered themselves for re-appointment.

The Company has received declaration from them stating that they are not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 and that they meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. They have also given their consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, all independent Directors fulfill the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for their reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as an Independent Director given their knowledge, experience, performance and contribution to Board by them.

Accordingly, the Board recommends passing of the Special Resolutions at Item Nos. 06 to 10 in relation to re-appointment of Mr. Dalbir Singh, Mr. Avtar Singh, Mr. Swatantar Kumar Dewan, Mr. Surinder Kumar Gupta and

Mrs. Suhasini Yadav as an Independent Director for another term of five consecutive years commencing from 25th September 2019 to 24th September 2024, for the approval by the shareholders of the Company. Further, pursuant to Regulation 17 of the Listing Regulations, 2015, consent of the members by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of Seventy Five Years. During the proposed terms of re-appointment, Mr. Swatantar Kumar Dewan will attain the age of Seventy Five Years. Whereas Mr. Dalbir Singh and Mr. Avtar Singh has already attained the age of Seventy Five Years. Thus the Special Resolutions under item nos. 06 to 08, once passed, shall also be deemed as your approval under the Listing Regulations, 2015, for continuation as Independent Directors beyond the age of Seventy Five Years.

Mr. Dalbir Singh, Mr. Avtar Singh, Mr. Swatantar Kumar Dewan, Mr. Surinder Kumar Gupta and Mrs. Suhasini Yadav, and their relatives, are interested in the Special Resolutions relating to their respective re-appointments.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in these resolutions.

The Board recommends Special Resolution(s) set forth at Item Nos. 6 to 10 of the notice for approval by the members.

Place: Kala-Amb (HP)
Date: 12th August 2019

By order of the Board
For Ruchira Papers Limited

Registered Office:
Tirlokpur Road, Kala Amb
Distt: Sirmaur, H.P-173030
CIN: L21012HP1980PLC004336
Website: www.ruchirapapers.com

Vishav Sethi
Company Secretary

INFORMATION PURSUANT TO SS-2 OF SECRETARIAL STANDARDS ON GENERAL MEETING AND REGULATION 36(3) OF THE LISTING REGULATIONS REGARDING APPOINTMENT OR RE-APPOINTMENT OF THE DIRECTORS AND/OR FIXATION OF REMUNERATION AT THE FORTHCOMING ANNUAL GENERAL MEETING.

Name of Director	Mr. Vipin Gupta	Dalbir Singh	Avtar Singh
Director Identification Number	05107366	01538540	01605978
Category	Executive, Professional	Non-Executive, Independent	Non-Executive, Independent
Nationality	Indian	Indian	Indian
Date of Birth	25.05.1969	21.06.1936	12.06.1944
Date of first appointment	01.11.2011	24.09.2004	24.09.2004
Brief Profile and Expertise in Specific functional area	Mr. Vipin Gupta aged 50 years, presently designated as CFO & Executive Director and is looking Finance, Accounts and taxation of the Company. He is associated with the Company for the previous 30 Years. He is a Post Graduate in Commerce.	Mr. Dalbir Singh aged 83 years, is a Law Graduate and associated with the Company as Independent Director. He is retired from post of Executive Director of the Yamuna Syndicate Limited. He is having expertise in administration/ management and finance.	Mr. Avtar Singh aged 75 years is a Graduate and associated with the Company as Independent Director. He is a retired army officer with more than 30 years' experience in Material Management and Civil Personnel Management
Chairman/ Member of committees of the Board of Companies of which he is a director	Ruchira Papers Limited: Member: Corporate Social Responsibility Committee, Allotment Committee	Ruchira Papers Limited Chairman: Audit Committee, Nomination & Remuneration Committee	Ruchira Papers Limited Chairman: Allotment Committee Member: Audit Committee, Nomination & Remuneration Committee
Shareholding as on 31.03.2019	22742 Equity Shares	100 Equity Shares	100 Equity Shares
Last Remuneration Drawn (Including sitting fees, if any) paid as on 31.03.2019.	₹48.53 lakh paid during the year 2018-19 (For remuneration details please refer Corporate Governance Report.)	₹1.00 lakh paid as Sitting Fees during the year 2018-19.	₹1.00 lakh paid as Sitting Fees during the year 2018-19.
Terms and Conditions of Appointment/Re-appointment	₹4.10 lakh P.M Plus 15% (HRA) plus other benefits as mentioned in the Item No. 05 of the Notice.	Entitled for Sitting Fees.	Entitled for Sitting Fees.
Relationship with other Directors/KMP inter-se	N.A	N.A	N.A
Number of Meeting of Board attended during the year and other directorship etc.	Please refer "Report on Corporate Governance" forming part of this Annual Report.	Please refer "Report on Corporate Governance" forming part of this Annual Report.	Please refer "Report on Corporate Governance" forming part of this Annual Report.

Name of Director	Swatantar Kumar Dewan	Surinder Kumar Gupta	Mrs. Suhasini Yadav
Director Identification Number	00427404	01108489	06925910
Category	Non-Executive, Independent	Non-Executive, Independent	Non-Executive, Independent
Nationality	Indian	Indian	Indian
Date of Birth	11.11.1946	20.11.1953	07.03.1972
Date of first appointment	13.08.2005	24.09.2004	25.09.2017
Brief Profile and Expertise in Specific functional area	<p>Mr. Swatantar Kumar Dewan, aged 73 years is a B.Sc (Engg.) Hons. (Mechanical) and is associated with the Company as Independent Director. He is Fellow Member of</p> <p>(i) The Institute of Engineers (ii) The Institution of Valuers and (iii) The Indian Council for Arbitration. He is a retired from Uttar Haryana Bijli Vitran Nigam Limited as Director (Operations) where he served from 1968 to 2004.</p>	<p>Mr. Surinder Kumar Gupta, aged 66 years is a Chartered Accountant and associated with the Company as Independent Director. He is a practicing Chartered Accountant having expertise in the field of Accounts, Finance and Taxation since 1983.</p>	<p>Mrs. Suhasini Yadav, aged 47 years is associated with the Company as Independent Director. She 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.</p>
Chairman/ Member of committees of the Board of Companies of which he is a director	<p>Ruchira Papers Limited</p> <p>Chairman: Stakeholders Relationship Committee</p>	<p>Ruchira Papers Limited</p> <p>Chairman: CSR Committee</p> <p>Member: Audit Committee, Nomination & Remuneration Committee</p>	<p>Ruchira Papers Limited</p> <p>Member: Allotment Committee</p>
Shareholding as on 31.03.2019	100 Equity Shares	100 Equity Shares	100 Equity Shares
Last Remuneration Drawn (Including sitting fees, if any) paid as on 31.03.2019.	₹1.00 lakh paid as Sitting Fees during the year 2018-19.	₹1.00 lakh paid as Sitting Fees during the year 2018-19.	₹1.00 lakh paid as Sitting Fees during the year 2018-19.
Terms and Conditions of Appointment/Re-appointment	Entitled for Sitting Fees.	Entitled for Sitting Fees.	Entitled for Sitting Fees.
Relationship with other Directors/KMP inter-se	N.A	N.A	N.A
Number of Meeting of Board attended during the year and other directorship etc.	Please refer "Report on Corporate Governance" forming part of this Annual Report.	Please refer "Report on Corporate Governance" forming part of this Annual Report.	Please refer "Report on Corporate Governance" forming part of this Annual Report.

STATEMENT PURSUANT TO PROVISION 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 the 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 of Writing and Printing Paper since 2008.			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable			
4.	Financial performance based on given indicators.	The Financial Results for the last three years are as follows:			
		Particulars	2018-19 (₹ In Lakhs)	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)
		Sales	49399.04	44760.15	41737.58
		PBT	6241.93	5830.97	4643.57
		PAT	4023.50	3801.66	3249.55
		Dividend proposed/Paid	22.5%	22.5%	22.5%
5.	Export Performance and Net Foreign Exchange Collection	During the year 2018-19, Foreign Exchange earnings were ₹7.11 Crore.			
6.	Foreign investments or collaborators, if any.	Nil			

II. INFORMATION ABOUT THE APPOINTEE/ EXISTING MANAGERIAL PERSONNEL TO WHOM INCREASED REMUNERATION IS PROPOSED:

		Mr. Vipin Gupta, CFO & Executive Director
1.	Background Details	Mr. Vipin Gupta, aged 50 Years is working as professional Whole Time Director With the Company. He is looking the Finance, Accounts and Taxation of the Company. He is associated with the Company for the previous 30 Years.
2.	Past Remuneration	₹48.53 lakh paid during the year 2018-19 (For remuneration details please refer Corporate Governance Report.)
3.	Recognition or awards.	-
4.	Job Profile and his suitability.	As per (1) above
5.	Remuneration proposed.	As set out in the resolution at Item No. 05 of the Notice of the AGM.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin).	The remuneration proposed to be paid to the Director is comparable with the remuneration being paid for similar assignments in the Industry.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any.	Beside the Remuneration Proposed and holding of 22742 equity shares, no pecuniary relationship with the Company

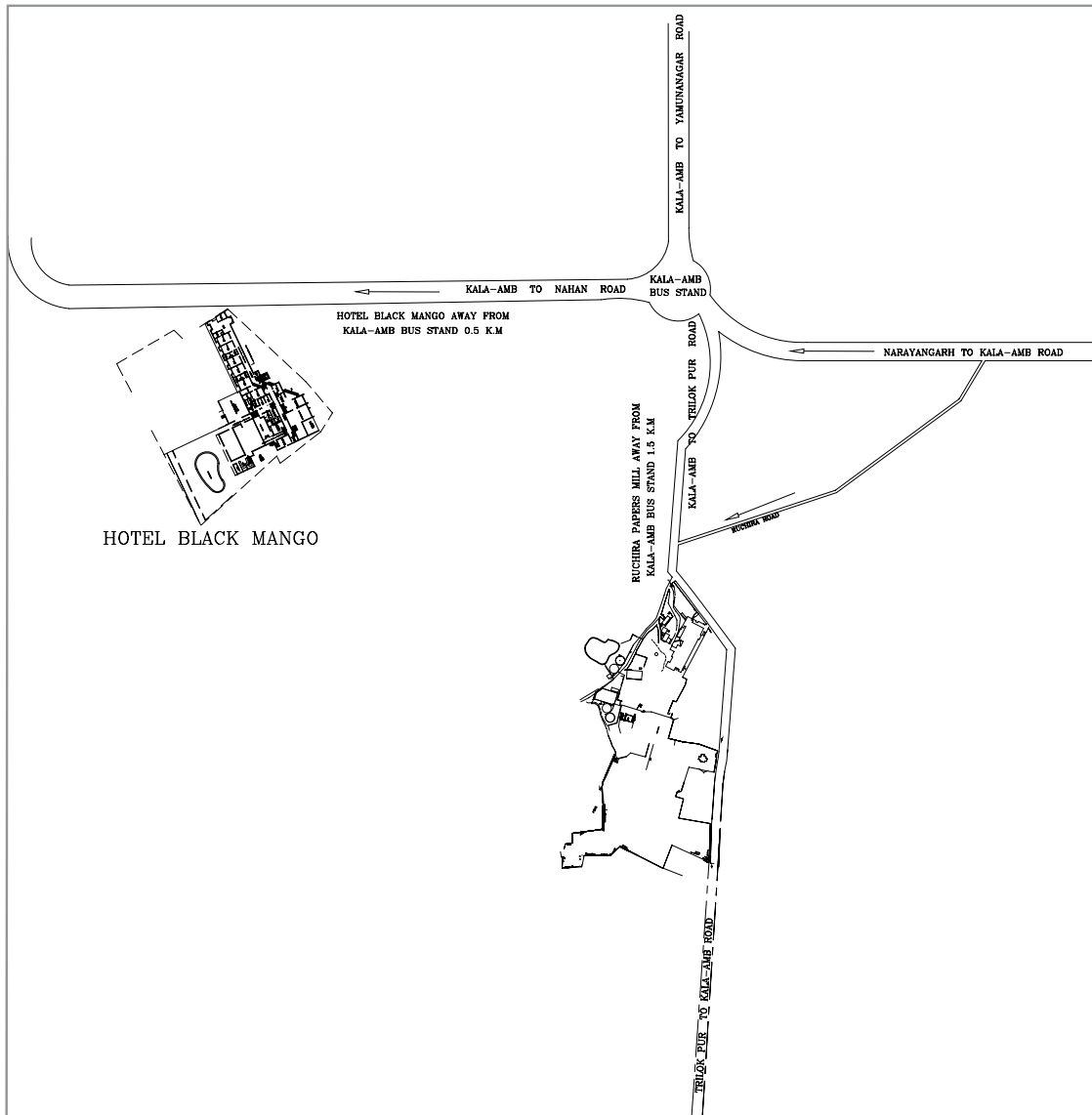
III. OTHER INFORMATION:

1.	Reasons of inadequate profits	During the Financial Year ended 31st March 2019, the Company did not have adequate profits for payment of managerial remuneration under section 197 and Schedule V of the Companies Act, 2013. The profitability and production has increased during the year but the remuneration proposed does not fall under the limits as specified under section 197 resulted inadequacies of profits during the F.Y. 2018-19.
2.	Steps taken or proposed to be taken for improvement	The Company continued its growth journey through expansions and setting up of Writing & Printing Paper unit in 2008. The Company is showing consistent growth in topline and volume. During the year, the Company achieved turnover of ₹493.99 Crore as against turnover of ₹447.60 Crore during the previous FY 2017-18 and registered a growth of 10.36%. 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	During the year 2018-19, the Kraft Paper Production was 77287 MT and Writing and Printing Paper production was 51544 MT. The same is likely to increase in 2019-20. The profits are also likely to increase alongside with the production.
4.	Stock Option Details if any.	N.A

IV. DISCLOSURE

1.	Remuneration Package	Disclosure of the remuneration package is part of this notice being sent to shareholders.
2.	Details of Fixed Component and performance linked incentives along with the performance criteria.	All components of the remuneration package are fixed. No performance linked incentives to be given.
3.	Service Contracts, Notice Period, Severance fees etc.	For 5 years. Notice period-30 days
4.	Stock Option Details if any.	N.A

AGM VENUE ROUTE MAP





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)

39th Annual General Meeting on Wednesday, 25th September 2019 at 11.15 AM.

I hereby record my presence at the 39th Annual General Meeting of the Company being held at Hotel Black Mango, Nahan Road, Kala-Amb, Distt. Sirmour (H.P.) 173030 on Wednesday, 25th September 2019 at 11.15 AM. I certify that i am a registered shareholder/ proxy for the registered shareholder of the Company. I hereby record my presence at 39th Annual General Meeting of the Company.

Name of the Shareholder/ Proxy (IN BLOCK LETTERS)	Folio No./DP ID and Client ID No.	No. of Shares	Signature of Shareholder/Proxy

Notes:

Member/Proxy holder should bring his/her copy of the Annual Report for reference at the meeting

Please refer the instructions printed under the notes to the notice convening the 39th Annual General Meeting of the Company.





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 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 39th Annual General Meeting of the Company to be held on Wednesday, 25th September 2019 at 11.15 AM at Hotel Black Mango, Nahan Road, Kala-Amb and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

- To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March 2019.
- To declare a dividend on equity shares for the financial year 2018-19.
- To appoint a Director in place of Mr. Vipin Gupta (DIN: 05107366), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

- To ratify the remuneration of Cost Auditors for the financial year ending 31st March 2020.
- To fix the Managerial Remuneration of Mr. Vipin Gupta, CFO & Executive Director of the Company.
- To re-appoint Mr. Dalbir Singh (DIN: 01538540) as an Independent Director.
- To re-appoint Mr. Avtar Singh (DIN: 01605978) as an Independent Director.
- To re-appoint Mr. Swatantar Kumar Dewan (DIN: 00427404) as an Independent Director.
- To re-appoint Mr. Surinder Kumar Gupta (DIN: 01108489) as an Independent Director.
- To re-appoint Mrs. Suhasini Yadav (DIN: 06925910) as an Independent Director.

Affix
Revenue
Stamp of
₹1/-

Signed this.....day of.....2019

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.



