



2011-12

32nd ANNUAL REPORT



RUCHIRA PAPERS LIMITED

Regd. Office: Trilokpur Road, Kala -
Amb, Distt- Sirmaur.(H.P)-173030

BOARD OF DIRECTORS**Chairman cum Whole Time Director**

Subhash Chander Garg

Co-Chairman cum Whole Time Director

Jatinder Singh

Managing Director

Umesh Chander Garg

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

J.L. Garg & Co.

Chartered Accountants

Head Office:

J-34, Lower Ground Floor

South Extension Part-1

New Delhi-110049

Branch Office:

Railway Road,

Jagadhri (Haryana)-135003

SENIOR EXECUTIVES

Deepan Garg VP (Technical)

Jagdeep Singh VP (Operations)

Daljeet Singh VP (Commercial)

Lucky Garg VP (Marketing)

Vaishali Jhaveri VP (Marketing)

Atul Garg VP (General Administration)

Bankers

Punjab National Bank

State Bank of Bikaner & Jaipur

Oriental Bank of Commerce

Registrar

Link Intime India Pvt. Ltd

C-13, Pannalal Silk

Mills Compound

LBS Road, Bandup (W)

Mumbai- 440078

Company's Websitewww.ruchirapapers.com

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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 32nd ANNUAL GENERAL MEETING (AGM) of the Members of RUCHIRA PAPERS LIMITED will be held on Tuesday, the 25th Day of September, 2012 at 3.00 p.m. at Hotel Black Mango, Nahan Road, Kala-Amb, District Sirmour, Himachal Pradesh-173030 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012, Profit and Loss Account for the year ended on that date together with the Reports of the Board of Directors and the Statutory Auditors' thereon.
2. To appoint a Director in place of Shri Dalbir Singh, who retires from the office by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Surinder Gupta, who retires from the office by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 224 and other applicable provisions of the Companies Act, 1956, M/S J.L. Garg & Co., Chartered Accountants (ICAI Reg. No. 004730N), who retire at the conclusion of this Annual General Meeting, be and are hereby re-appointed as Statutory Auditors of the Company till the conclusion of the next Annual General Meeting at a remuneration of Rs. 1,70,000/- (Rs. One Lac Seventy Thousand Only) Plus Service Tax and other out of pocket expenses as admissible as recommended by the Audit Committee."

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Section 257 and all other applicable provisions, if any of the Companies Act, 1956 or any

statutory modification(s) or re-enactment thereof, Mr. Vipin Gupta, who was appointed as an Additional Director by the Board of Directors at their meeting held on 31st October 2011, pursuant to the provisions of Section 260 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT Shri Vipin Gupta, Director shall be designated as Whole Time Director of the Company and shall be paid remuneration as recommended by the Remuneration Committee.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 198, 269, 309, 310, 314, read with Schedule XIII and/or other applicable provisions, if any, of the Companies Act, 1956 and subject to the compliance of listing agreement, consent of the Shareholders be and is hereby accorded to the appointment of Mr. Vipin Gupta as Whole Time Director of the Company for the period of Five Years w.e.f 01.11.2011, with the liberty to the Board of Directors(hereafter referred to as "the Board", which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the power conferred by the resolution) to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under Schedule XIII of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof on the terms and conditions as set out below.

Basic Salary:

Rs. 95,000/- Per Month (from 01.11.2011 to 31.05.2012)

Rs. 1,30,000/- Per Month (from 01.06.2012 to 31.05.2013)

Perquisites:

1. HRA @ 15% of Basic Salary per month
2. Telephone: Mobile and Telephone Facility as per the Company's Rules.
3. Leave Encashment as per the Company's Rules.
4. Reimbursement of expenses incurred for the business of the company as per the rules of the Company.
5. Provident Fund: Company's Contribution towards Provident Fund shall be as per the rules of the Company.

6. **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 annual remuneration shall be continued to be paid within the provisions prescribed under Schedule XIII of the Companies Act, 1956.

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."

6. 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 198, 269, 309, 310, 311, 314, read with Schedule XIII and 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 subject to Central Government approvals, permissions and sanctions, and subject to the compliance of Listing Agreement as may be necessary, the consent of the shareholders be and is hereby accorded to the payment of increased remuneration to Shri Subhash Chander Garg, Chairman cum Whole-Time Director, with effect from September 01, 2012 for the period of Three years on the terms and conditions, as set out below:

- a. Salary: Rs. 6,00,000/- (Rupees Six lacs Only) per month.
- b. House Rent Allowance @ 20 % of Salary per month.
- c. Medical Reimbursement: Expenses incurred for self and family subject to a ceiling of Rs.1,00,000/- in a year.
- d. Club Fees: Fees for One Club not exceeding Rs. 20,000/- per year.
- e. Conveyance: Company's Car with Driver for Official Use.
- f. Telephone: Mobile and Telephone Facility at the residence for office purpose.

In addition to the above remuneration, he shall also be entitled to the following benefits

Provident Fund: Company's Contribution towards Provident Fund as per the provisions of the Act.

Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service.

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 be continued to be paid within the provisions prescribed under Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT Board of Directors and/ or Remuneration Committee be and is hereby further authorized to revise, alter and vary the terms and conditions and remuneration of Sh. Subhash Chander Garg, Chairman cum Whole Time Director of the Company from time to time, subject to the applicable provisions of the Companies Act, 1956.

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."

7. 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 198, 269, 309, 310, 311,314, read with Schedule XIII and 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 subject to Central Government approvals, permissions and sanctions, and subject to the compliance of Listing Agreement as may be necessary, the consent of the shareholders be and is hereby accorded to the payment of increased remuneration to Shri Umesh Chander Garg, Managing Director of the Company, with effect from September 01, 2012 for the period of Three years on the terms and conditions, as set out below:

- a. Salary: Rs. 6,00,000/- (Rupees Six lacs Only) per month.
- b. House Rent Allowance @ 20 % of Salary per month.
- c. Medical Reimbursement: Expenses incurred for self and family subject to a ceiling of Rs. 1,00,000/- in a year.

- d. Club Fees: Fees for One Club not exceeding Rs. 20,000/- per year.
- e. Conveyance: Company's Car with Driver for Official Use.
- f. Telephone: Mobile and Telephone Facility at the residence for office purpose.

In addition to the above remuneration, he shall also be entitled to the following benefits

Provident Fund: Company's Contribution towards Provident Fund as per the provisions of the Act.

Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service.

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 be continued to be paid within the provisions prescribed under Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT Board of Directors and/ or Remuneration Committee be and is hereby further authorized to revise, alter and vary the terms and conditions and remuneration of Sh. Umesh Chander Garg, Managing Director of the Company from time to time, subject to the applicable provisions of the Companies Act, 1956.

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."

8. 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 198, 269, 309, 310, 311, 314, read with Schedule XIII and 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 subject to Central Government approvals, permissions and sanctions, and subject to the compliance of Listing Agreement as may be necessary, the consent of the shareholders be and is hereby accorded to the payment of increased remuneration to Shri Jatinder Singh, Co-Chairman cum Whole-Time Director, with effect from

September 01, 2012 for the period of Three years on the terms and conditions, as set out below:

- a. Salary: Rs. 6,00,000/- (Rupees Six lacs Only) per month.
- b. House Rent Allowance @ 20 % of Salary per month.
- c. Medical Reimbursement: Expenses incurred for self and family subject to a ceiling of Rs. 1,00,000/- in a year.
- d. Club Fees: Fees for One Club not exceeding Rs. 20,000/- per year.
- e. Conveyance: Company's Car with Driver for Official Use.
- f. Telephone: Mobile and Telephone Facility at the residence for office purpose.

In addition to the above remuneration, he shall also be entitled to the following benefits

Provident Fund: Company's Contribution towards Provident Fund as per the provisions of the Act.

Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service.

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 be continued to be paid within the provisions prescribed under Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT Board of Directors and/ or Remuneration Committee be and is hereby further authorized to revise, alter and vary the terms and conditions and remuneration of Sh. Jatinder Singh, Co-Chairman cum Whole Time Director of the Company from time to time, subject to the applicable provisions of the Companies Act, 1956.

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."

9. 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 314 (1B) of the Companies Act, 1956 read with Directors Relatives (Office or Place of Profit) Rules, 2011 and other applicable provisions, if any,

of the Companies Act, 1956 including statutory modification(s) or re- enactment thereof for the time being in force , the consent of the shareholders be and is hereby accorded for the revision in the remuneration, perquisites and other allowances payable to Mr. Deepan Garg, Vice-President (Technical) of the Company being Son of Mr. Umesh Chander Garg, Managing Director, w.e.f **01st September 2012** as detailed below:

- a. Basic Salary Rs 1,85,000/- (Rs. One Lac Eighty Five Thousand Only) P.M
- b. HRA @ 15% per month of the Basic Salary.
- c. Telephone: Mobile/Telephone facility as per the Company's rules.
- d. Leave encashment as per the rules of the Company.
- e. Provident Fund: Company's Contribution towards Provident Fund shall be as per the rules of the Company.
- f. 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

RESOLVED FURTHER THAT the Remuneration Committee/Board of Directors has the liberty to alter and vary such remuneration within the limits specified under Section 314(1B) of the Companies Act, 1956, 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 travelling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with the Company's business and any other allowance, benefits and perquisites as are provided to the senior executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as the Board may decided from time to time."

10. 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 314 (1B) of the Companies Act, 1956 read with Directors Relatives (Office or Place of Profit) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 including statutory modification(s) or re- enactment thereof for the

time being in force , the consent of the shareholders be and is hereby accorded for the revision in the remuneration, perquisites and other allowances payable to Mr. Jagdeep Singh, Vice-President (Operations) of the Company being Son of Mr. Jatinder Singh, Co- Chairman cum Whole Time Director of the Company w.e.f **01st September 2012** as detailed below.

- a. Basic Salary Rs 1,85,000/- (Rs. One Lac Eighty Five Thousand Only) P.M.
- b. HRA @ 15% per month of the Basic Salary.
- c. Telephone: Mobile/Telephone facility as per the Company's rules.
- d. Leave encashment as per the rules of the Company.
- e. Provident Fund: Company's Contribution towards Provident Fund shall be as per the rules of the Company.
- f. 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.

RESOLVED FURTHER THAT the Remuneration Committee/Board of Directors has the liberty to alter and vary such remuneration within the limits specified under Section 314(1B) of the Companies Act, 1956, 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 travelling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with the Company's business and any other allowance, benefits and perquisites as are provided to the senior executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as the Board may decided from time to time."

11. 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 314 (1B) of the Companies Act, 1956 read with Directors Relatives (Office or Place of Profit) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 including statutory modification(s) or re- enactment thereof for the time being in force, the consent of the shareholders

be and is hereby accorded for the revision in the remuneration, perquisites and other allowances payable to Mr. Daljeet Singh, Vice-President (Commercial) of the Company being Son of Mr. Jatinder Singh, Co- Chairman cum Whole Time Director of the Company w.e.f **01st September 2012** as detailed below.

- a. Basic Salary Rs 1,85,000/- (Rs. One Lac Eighty Five Thousand Only) P.M.
- b. HRA @ 15% per month of the Basic Salary.
- c. Telephone: Mobile/Telephone facility as per the Company's rules.
- d. Leave encashment as per the rules of the Company.
- e. Provident Fund: Company's Contribution towards Provident Fund shall be as per the rules of the Company.
- f. 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.

RESOLVED FURTHER THAT the Remuneration Committee/Board of Directors has the liberty to alter and vary such remuneration within the limits specified under Section 314(1B) of the Companies Act, 1956, 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 travelling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with the Company's business and any other allowance, benefits and perquisites as are provided to the senior executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as the Board may decided from time to time."

12. 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 314 (1B) of the Companies Act, 1956 read with Directors Relatives (Office or Place of Profit) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 including statutory modification(s) or re- enactment thereof for the time being in force , the consent of the shareholders be and is hereby accorded for the revision in the

remuneration, perquisites and other allowances payable to Mr. Lucky Garg, Vice-President (Marketing) of the Company being Son of Mr. Umesh Chander Garg, Managing Director, w.e.f **01st September 2012** as detailed below.

- a. Basic Salary Rs 1,85,000/- (Rs. One Lac Eighty Five Thousand Only) P.M.
- b. HRA @ 15% per month of Basic Salary.
- c. Telephone: Mobile/Telephone facility as per the Company's rules.
- d. Leave encashment as per the rules of the Company.
- e. Provident Fund: Company's Contribution towards Provident Fund shall be as per the rules of the Company.
- f. 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.

RESOLVED FURTHER THAT the Remuneration Committee/Board of Directors has the liberty to alter and vary such remuneration within the limits specified under Section 314(1B) of the Companies Act, 1956, 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 travelling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with the Company's business and any other allowance, benefits and perquisites as are provided to the senior executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as the Board may decided from time to time."

13. 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 314 (1B) of the Companies Act, 1956 read with Directors Relatives (Office or Place of Profit) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 including statutory modification(s) or re- enactment thereof for the time being in force , the consent of the shareholders be and is hereby accorded for the revision in the remuneration, perquisites and other allowances payable to Mrs. Vaishali Jhaveri, Vice-President

(Marketing) of the Company being daughter of Mr. Subhash Chander Garg, Chairman cum Whole Time Director, w.e.f **01st September 2012** as detailed below.

- a. Basic Salary Rs 1,85,000/- (Rs. One Lac Eighty Five Thousand Only) P.M.
- b. HRA @ 15% per month of the Basic Salary.
- c. Telephone: Mobile/Telephone facility as per the Company's rules.
- d. Leave encashment as per the rules of the Company.
- e. Provident Fund: Company's Contribution towards Provident Fund shall be as per the rules of the Company.
- f. 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.

RESOLVED FURTHER THAT the Remuneration Committee/Board of Directors has the liberty to alter and vary such remuneration within the limits specified under Section 314(1B) of the Companies Act, 1956, 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 travelling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with the Company's business and any other allowance, benefits and perquisites as are provided to the senior executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as the Board may decided from time to time."

14. 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 314 (1B) of the Companies Act, 1956 read with Directors Relatives (Office or Place of Profit) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 including statutory modification(s) or re- enactment thereof for the time being in force , the Consent of the shareholders be and is hereby accorded for the appointment of Mr. Atul Garg, as Vice-President (General Administration) being Son of Mr. Umesh Chander Garg, Managing Director w.e.f **01st**

September, 2012 and fix the remuneration, perquisites and other allowances as detailed below.

- a. Basic Salary Rs 1,85,000/- (Rs. One Lac Eighty Five Thousand Only) P.M.
- b. HRA @ 15% per month of the Basic Salary.
- c. Telephone: Mobile/Telephone facility as per the Company's rules.
- d. Leave encashment as per the rules of the Company.
- e. Provident Fund: Company's Contribution towards Provident Fund shall be as per the rules of the Company.
- f. 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

RESOLVED FURTHER THAT the Remuneration Committee/Board of Directors has the liberty to alter and vary such remuneration within the limits specified under Section 314(1B) of the Companies Act, 1956, 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 travelling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with the Company's business and any other allowance, benefits and perquisites as are provided to the senior executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as the Board may decided from time to time."

Regd. Office: By order of the Board
Trilokpur Road, For Ruchira Papers Limited

Kala-Amb.
Distt: Sirmour (HP)

Place: Kala-Amb (HP) Vishav Sethi
Date : 11.08.2012 (Company Secretary)

Notes:-

1. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 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. In order to be effective, the proxy form duly completed and stamped must reach the registered office of the company not later than 48 hours before the time of holding the meeting. The proxy so appointed shall not have any right to speak at the meeting. The blank proxy form is appended with the attendance slip.

3. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 19TH September, 2012 to Tuesday, the 25th September, 2012 (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. upto the date of the Annual General Meeting.
5. Members desirous of getting any information on Accounts or other items of the Agenda are requested to forward his/her queries to the Company at least Seven working days prior to the date of the Annual General Meeting so as to enable the Management to keep the information ready.
6. 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 the Annual General Meeting.
7. In the case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members are requested to intimate the Registrar and Share Transfer Agents of the Company - Link Intime India Private Limited, Mumbai, 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.

9. 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 up may kindly be delivered at the entrance of the meeting hall.
10. Information pursuant to Clause 49 of the listing agreement regarding appointment and re-appointment of directors is annexed herewith.
11. The Register of Contracts, Maintained under Section 301 of the Companies Act, 1956, will be available for inspection by the members at the registered office of the Company.
12. The Company is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs (MCA) has by its Circulars, permitted companies to send official documents to their shareholders electronically as part of its green initiatives in corporate governance.

Recognizing the spirit of the circular issued by the MCA, we are also sending documents to the email address provided by you with your depositories. We request you to update your email address with your depository participant to ensure that the Annual Report and other documents reach you on your preferred email account.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956.

ITEM No. 05.

The Board of Directors of the Company at their meeting held on 31st October 2011, had appointed Mr. Vipin Gupta, as an Additional Director of the Company w.e.f November 01, 2011, Pursuant to Section 260 of the Companies Act, 1956 and article 80 of Articles of Association of the Company.

In terms of the provisions of Section 260 of the Act, Mr. Vipin Gupta will hold office up to the date of ensuing AGM. The Company has received a notice in writing from a member along with a deposit of Rs.

500 proposing the candidature of Mr. Vipin Gupta for the office of Director of the Company under the provisions of Section 257 of the Act.

Mr. Vipin Gupta is not disqualified from being appointed a Director in terms of Section 274(1)(g) of the Act. The Company has received requisite form DD-A from Mr. Vipin Gupta, in terms of Companies (Disqualification of Directors under Section 274(1)(g) of the Companies Act, 1956) Rules, 2003, confirming his eligibility for such appointment.

Further, the Board has also appointed, subject to the approval of the members in General Meeting, Mr. Vipin Gupta as Whole Time Director of the Company for a period of Five Years Commencing from November 01, 2011 on the terms and conditions as mentioned in the resolution.

A copy of the Abstract/Memorandum of interest has been sent to all the shareholders of the Company as per Section 302 of the Companies Act, 1956.

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.

ITEM NO. 6,7,8.

Increase in job responsibilities of the Whole Time Directors/Managing Director, considering the rich experience, expertise and in recognition of valuable contribution to the company's growth and implementation of several expansion plans undertaken in the past, the Board of Directors of the Company in its meeting held on 15th May 2012 and as recommended by the Remuneration Committee, has increased the Remuneration payable to Mr. Subhash Chander Garg, Chairman Cum Whole Time Director, Mr. Umesh Chander Garg, Managing Director and Mr. Jatinder Singh, Co-Chairman cum Whole Time Director of the Company subject to the approval of the members at the ensuing General Meeting and the Central Govt. The company is in the process of securing the necessary permission of the Central Govt. to pay the above mentioned remuneration to Mr. Subhash Chander Garg, Chairman Cum Whole Time Director, Mr. Umesh Chander Garg, Managing Director, and Mr. Jatinder Singh, Co-Chairman cum Whole Time Director of the Company.

A copy of the Abstract/Memorandum of interest of Variations in the terms of Remuneration has been

sent to all the shareholders of the Company as per Section 302 of the Companies Act, 1956.

The Directors places before the members the aforesaid Special Resolutions pursuant to the provisions of Schedule XIII for their approval.

Save and except Shri Subhash Chander Garg and Shri Umesh Chander Garg, being brothers, none of the other Directors is deemed to be interested or concerned with Resolution No at Item No 6 and at Item No 7.

Save and except Shri Jatinder Singh, none of the other Directors is deemed to be interested or concerned with the Resolution at Item No 8.

ITEM NO. 09.

Mr. Deepan Garg had been appointed as Vice-President (Technical) of the Company on 25th October 2008 by the Board of Directors of the Company. Since then he is working with the Company. He is having a qualification of BE (Mechanical) and having experience of more than 15 Years in Paper Industry.

Now it is being proposed to increase the remuneration and other benefits payable to him as the experience and knowledge of Mr. Deepan Garg will be useful for the Company. The detail of increased remuneration is mentioned in the resolution.

As per Provision of Section 314(1B) of the Companies Act, 1956, Your Directors recommends the resolution for your approval.

Mr. Umesh Chander Garg, Managing Director, being father, is deemed to be interested or concerned in the above resolution.

ITEM NO. 10.

Mr. Jagdeep Singh had been appointed as Vice-President (Operations) of the Company on 25th October 2008 by the Board of Directors of the Company. Since then he is working with the Company. He is having qualification of BE (Mechanical) and having a experience of More than 5 Years in Paper Industry.

Now it is being proposed to increase the remuneration and other benefits payable to him as the experience and knowledge of Mr. Jagdeep Singh will be useful for the Company. The detail of increased remuneration is mentioned in resolution.

As per Provision of Section 314(1B) of the Companies Act, 1956, Your Directors recommends the resolution for your approval.

Mr. Jatinder Singh, Co-Chairman cum Whole Time Director, being father, is deemed to be interested or concerned in the above resolution.

ITEM NO. 11.

Mr. Daljeet Singh had been appointed as Vice-President (Commercial) of the Company on 25th October 2008 by the Board of Directors of the

Company. Since then he is working with the Company. He is art Graduate and has good experience of commercial and agricultural activities.

Now it is being proposed to increase the remuneration and other benefits payable to him as the experience and knowledge of Mr. Daljeet Singh will be useful for the Company. The detail of increased remuneration is mention in resolution.

As per Provision of Section 314(1B) of the Companies Act, 1956, Your Directors recommends the resolution for your approval.

Mr. Jatinder Singh, Co-Chairman cum Whole Time Director, being father, is deemed to be interested or concerned in the above resolution.

ITEM NO. 12.

Mr. Lucky Garg had been appointed as Vice-President (Marketing) of the Company on 25th October 2008 by the Board of Directors of the Company. Since then he is working with the Company. He is having qualification of MBA (Marketing) and having a experience of More than 9 Years in Marketing field.

Now it is being proposed to increase the remuneration and other benefits payable to him as the experience and knowledge of Mr. Lucky Garg will be useful for the Company. The detail of increased remuneration is mention in resolution.

As per Provision of Section 314(1B) of the Companies Act, 1956, Your Directors recommends the resolution for your approval.

Mr. Umesh Chander Garg, Managing Director, being father, is deemed to be interested or concerned in the above resolution.

ITEM NO. 13.

Mrs. Vaishali Jhaveri had been appointed as Vice-President (Marketing) of the Company on 30th April 2010 by the Board of Directors of the Company. Since then she is working with the Company. She is MBA (Marketing) and having an experience of More than 7 Years in this field.

Now it is being proposed to increase the remuneration and other benefits payable to him as the experience and knowledge of Mrs. Vaishali will be useful for the Company. The detail of increased remuneration is mention in resolution.

As per Provision of Section 314(1B) of the Companies Act, 1956, Your Directors recommends the resolution for your approval.

Mr. Subhash Chander Garg, Chairman cum Whole Time Director, being father, is deemed to be interested or concerned in the above resolution.

ITEM NO. 14.

Looking into the expanded marketing activities of the Company, the Board of Directors of the Company in their meeting held on 11th August, 2012 had appointed Mr. Atul Garg Son of Mr. Umesh Chander Garg as Vice-President (General Administration) of the Company at a Remuneration detailed in resolution. Mr. Atul Garg is MBA and having a experience of More than 10 year in Marketing Field.

As per Provision of Section 314(1B) of the Companies Act, 1956, Your Directors recommends the resolution for your approval.

Mr. Umesh Chander Garg, Managing Director, being father, is deemed to be interested or concerned in the above resolution.

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

Place:Kala-Amb (HP).
Date : 11-08-2012

By order of the Board
For Ruchira Papers
Limited

Vishav Sethi
Company Secretary

INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT REGARDING APPOINTMENT OR RE-APPOINTMENT OF A DIRECTOR.

Particulars	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 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	<i>Ruchira Papers Limited:</i> Chairman : Audit Committee and Remuneration Committee
Shareholding of Non-Executive Directors as stated in Clause 49 (IV) (E) (V) as on 31.03.2012	100

* includes Audit, Remuneration and Shareholders'/ Grievance Committees.

Particulars	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	<i>Ruchira Papers Limited:</i> Member of Audit Committee and Remuneration Committee
Shareholding of Non-Executive Directors as stated in Clause 49 (IV) (E) (V) as on 31.03.2012	100

* includes Audit, Remuneration and Shareholders'/ Grievance Committees.

Particulars	Mr. Vipin Gupta
Date of Birth	25.05.1969
Date of Appointment	01.11.2011
Qualifications	Post Graduate in Commerce
Expertise in Specific functional area	Finance & Accounts
Directorship of other companies (excluding foreign companies)	Nil
Chairman/ Member of committees* of the Board of Companies of which he is a director	<i>Nil</i>
Shareholding of Directors as stated in Clause 49 (IV) (E) (V) as on 31.03.2012	10632

STATEMENT PURSUANT TO PROVISIO TO SCHEDULE XIII (PART II SECTION II 1(B)(Clause iv)) OF THE COMPANIES ACT, 1956.

I. GENERAL INFORMATION				
(1) Nature of Industry	Paper Industry: The Company is engaged in the manufacturing of Kraft paper which is used as a Raw Material in the Packaging Industry and commonly used Writing & Printing Paper.			
(2) Date of commencement of commercial production	The Company is engaged in production for 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	2011-12 (Rs. In lacs)	2010-11 (Rs. In lacs)	2009-10 (Rs. In lacs)
	Sales	28464.62	25434.46	19970.80
	PBT	1140.19	587.36	(691.56)
	PAT	758.35	387.71	(431.06)
(5) Export performance and net foreign exchange collaboration.	Rs 272.86 Lacs			
(6) Foreign investments or collaborators, if any.	Nil			
II. INFORMATION ABOUT THE APPOINTEE/ EXISTING MANAGERIAL PERSONNEL TO WHOM INCREASED REMUNERATION IS PROPOSED:	Shri Subhash Chander Garg, Chairman-cum-Whole Time Director.	Shri Umesh Chander Garg, Managing Director	Shri Jatinder Singh, Co-Chairman-cum-Whole-Time Director	
(1) Background Details	Shri Subhash Chander Garg aged 71 years is the Chairman-cum-Whole Time Director of the company. He is looking after the Marketing, Sales, Taxation and Company Law	Shri Umesh Chander Garg aged 63 years is the Managing Director of the Company. He is looking after the production, maintenance, Plant erection and expansion	Shri Jatinder Singh aged 58 years is the Co-Chairman-cum-Whole-Time Director of the Company. He is an Engineering graduate and is looking after	

		Matters. He has been associated with the company since its inception as Promoter Director.	programmes. He is associated with the company since its inception as Promoter Director.	Finance, Administration and HR Functions. He is associated with the company since its inception as Promoter Director.
(2) Present Remuneration		Rs. 4.55 Lac p.m. Plus 20% (HRA) plus other benefits as per Schedule XIII.	Rs. 4.55 Lac p.m. Plus 20% (HRA) plus other benefits as per Schedule XIII.	Rs. 4.55 Lac p.m. Plus 20% (HRA) plus other benefits as per Schedule XIII.
(3) Recognition or awards.		He is closely associated with the ROTARY CLUB and has also served as District Governor, D.I.-3080.	He is a President of Kala-Amb Chamber of Commerce and Industries, Kala-Amb.	-----
(4) Job Profile and his suitability.		As per (1) above	As per (1) above	As per (1) above
(5) Remuneration proposed.		Rs. 6,00,000 p.m. + 20 % (HRA) + other benefits as disclosed in the resolution.	Rs. 6,00,000 p.m. + 20 % (HRA) + other benefits as disclosed in the resolution.	Rs. 6,00,000 p.m. + 20 % (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 person (in case of expatriates the relevant details would be w.r.t. the country of his origin).		Between Eight Lacs to Ten Lacs per mensem.	Between Eight Lacs to Ten Lacs per mensem.	Between Eight Lacs to Ten Lacs per mensem.
(7).Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.		No pecuniary relationship with the Company except that Shri Umesh Chander Garg, Managing Director is the brother of Shri Subhash Chander Garg.	No pecuniary relationship with the Company except that Shri Subhash Chander Garg, Chairman cum Whole-Time Director is the brother of Shri Umesh Chander Garg.	-----

III.	OTHER INFORMATION:	
	(1) Reasons of loss or inadequate profits	Due to steep increase in prices of agricultural residue and subsequent reduction in the sale prices and due to market forces the Company could not pass this impact to its customers. The increased depreciation and interest cost, resulted in inadequacy in profits during the FY 2011-12.
	(2) Steps taken or proposed to be taken for improvement	The Company has stabilized its Writing & Printing unit by utilizing its capacity at optimum level and is achieving higher economy of scales and subsequent reduction in raw material after good monsoon and increased sale price. During the Year 2011-12, the company has achieved turnover of Rs. 284.64 Crore ,which is a positive sign of growth of the Company
	(3) Expected increase in productivity and profits in measurable terms	The Company has achieved higher capacity utilization of 97% in Kraft Paper Unit and 122% in Writing Printing Paper unit during the FY 2011-12 .Due to increase in sales during the year, the profits of the company Moved to higher side.
IV.	DISCLOSURES:	
	(1) Remuneration Package	<p>(i) Sh. Subhash Chander Garg Chairman -cum- Whole Time Director, Sh. Umesh Chander Garg, Managing Director and Sh. Jatinder Singh, Co-Chairman-cum- Whole Time Director, each of them would be entitled to the following remuneration:</p> <ol style="list-style-type: none"> 1. Salary: Rs. 6,00,000/- (Rupees Six Lacs Only) per month. 2. House Rent Allowance @ 20 % of Salary per month. 3. Medical Reimbursement: Expenses incurred for self and family subject to a ceiling of Rs. 1,00,000/- in a year. 4. Club Fees: Fees for One Club not exceeding Rs. 20,000/- per year. 5. Conveyance: Company's Car with Driver for Official Use. 6. Telephone: Mobile and Telephone Facility at the residence for office purpose. 7. Provident Fund: Company's Contribution towards Provident Fund shall be as per the provisions of the Act. 8. Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service.

DIRECTORS' REPORT

Dear Members,

We are delighted to present the report on our business and operations for the year ended 31st March, 2012.

RESULTS OF OUR OPERATIONS:

The summarized financial results of the company for the year 2011-12 are as follows:

Rs. in Lacs

Particulars	2011-12	2010-11
Sales	28464.62	25434.46
Other Revenue Receipts	146.91	127.03
Profit (Before Interest, Depreciation & Taxes)	4137.36	3389.04
Less : Depreciation	1065.48	1060.86
Interest	1931.69	1740.82
Profit/(Loss) before Tax	1140.19	587.36
Less: Provision for Tax	381.84	199.65
Net Profit /(Loss)after Tax	758.35	387.71
Transfer to / Adjustment from Reserve	758.35	387.71

During the financial year 2011-12, the volatility in the macroeconomic environment continued to cast its shadow and most of the markets where Company operates in, were impacted. Even in this environment, the Company recorded industry leading financial performance. The Company has taken in-house measures to increase the efficiency for achieving the economies of scale. The Company was able to increase its capacity utilization during the F.Y 2011-12. Sales of the Company registered a growth of 11.91 % over the previous financial year at Rs. 28464.62 Lacs compared to Rs. 25434.46 Lacs in the corresponding previous year. The Profit before Tax (PBT) of the Company has grown from Rs. 587.36 Lacs in previous period to Rs. 1140.19 Lacs in the year under review. The company has added value products in Writing & Printing Paper.

DIVIDEND:

In order to conserve the resources and strengthen the financial base of the company and funds

requirement for the smooth working of both units and further growth, your directors do not recommend any dividend for the year ended 31st March, 2012.

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.

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, Mr. Vipin Gupta had been appointed as Additional Director on 31.10.2011 and designated as Whole Time Director of the Company. As per the provisions of Section 260 of the Act, Mr. Gupta can hold office only up to the date of the forthcoming Annual General Meeting (AGM) of the Company and is eligible for appointment as Director. The Company has received notice under Section 257 of the Act, in respect of his appointment as a Director of the Company. Resolution seeking approval of the members for the appointment of Mr. Vipin Gupta as Director of the Company has been incorporated in the Notice of the forthcoming AGM along with brief detail about him.

Shri Surinder Gupta and Sh. Dalbir Singh, Directors retire by rotation and being eligible, offer themselves for reappointment at the ensuing Annual General Meeting.

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 the date of the balance sheet.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report for the year as stipulated under Clause 49 of the Listing

Agreement with the Stock Exchanges, is presented in a separate section forming part of the 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 the 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 the 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 the Company. The directors express their appreciation for the contribution made by the employees to the operations of the Company during the year.

CORPORATE SOCIAL RESPONSIBILITY:

COMPANY'S PHILOSOPHY:

The Company's CSR philosophy is based on the believe that a successful business can developed 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 the government endeavors to help the citizens in the vicinity 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.

RESPECT FOR WORKERS RIGHT AND WELFARE:

Ruchira Papers is an equal opportunity employer and each individual is assessed based on his merit irrespective of gender, nationality and caste. Policies are framed considering well being of employees at all levels without providing any undue advantage to an individual or group. Ruchira Papers does not solicit child labour at any of its establishments.

Safety and hygiene of employees at workplace is given due importance and priority.

RESPECT FOR ENVIRONMENT:

Ruchira Papers has long believed that it has a moral responsibility to ensure environment friendly practices even if there are no external regulations and controls. The Company has been taking up initiatives towards promoting green cover, ever since our inception, both within the factory premises and helping others to do this. In addressing issues of environmental care and climate change the Company has taken a holistic perspective. It covers a spectrum of activities: enhancing green belts, discharge elimination, leakage elimination, air emission reduction, discharge of effluent, adoption of clean processes, energy conservation, optimization of fuels and oils, recycling, recovery and reuse, process waste reduction, and resource conservation. These efforts have led to significant saving in natural resources particularly water and energy. By adopting modern technology and process innovations, Company has been able to reduce the need for supplies of fresh water and also reduce discharge from the plant. By treating the outflows, water is being reused for the plant processes themselves or for irrigation purposes. Through continuous efforts, the Company has been able to bring down its energy use per ton of paper produced. Waste materials like fly ash have also been utilized in making products that can be used by the society at large.

RESPECT FOR HUMAN RIGHTS:

All care and precautions are taken to avoid any cases of complicity with human rights abuses in workplaces and operational areas.

INSURANCE:

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

AUDITORS:

M/s J.L. Garg & Co., Chartered Accountants (Firm Reg No. 004730N), Jagdhari, Statutory Auditors of the Company, retire at the conclusion of ensuing Annual General Meeting. They have signified their

willingness to accept re-appointment and have further confirmed their eligibility under Section 224(1 B) and that they do not suffer any disqualification within the meaning of Section 226 of the said Act.

The Company's Statutory Auditors have informed the Company that they have undergone the process of Peer Review as advised by Peer review Board of the ICAI.

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:

To comply with the provisions of Section 233B of the Companies Act, 1956, the Board of Directors, after receipt of approval from the Central Government, has re-appointed M/s Sanjay Kumar Garg & Associates, Cost Accountants as Cost Auditors of the Company for the financial year 2012-13.

The Cost Audit Report for the Financial Year 2010-11 were filed by the Cost Auditors with the Ministry of Corporate Affairs, Govt. of India. Cost Audit Report for the Financial Year 2011-12 will be submitted by the Cost-Auditors in due course.

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 the 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 the provisions of section 219(1)(b)(iv) of the said Act, the 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 the registered office of the Company.

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

The Statement of the Directors' Responsibility on the Annual Accounts of the Company for the year ended March 31, 2012 is given as follows :-

- a. that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent , so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2012 and of the profit 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 the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. that the directors had prepared the Annual Accounts on a going concern basis.

ACKNOWLEDGEMENT:

Your Directors wish to express their grateful appreciation for 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 the contribution and hard work of the Executives, Employees and Workers.

For and on behalf of the Board

**Place: Kala-Amb
Date: 11.08.2012**

**Subhash Chander Garg
Chairman**

ANNEXURE-1
TO THE DIRECTORS' REPORT

Information as per Section 217(1)E of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules 1988 and forming part of the Directors' Report for the period ended 31st March, 2012.

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. The Company has improved the power factor in electrical distribution system by providing the 1300 KVAR capacitor banks in the Electricity distribution.
2. The appropriate steps being taken to re-cycle the effluent water in plant in raw material washing area to reduce the fresh water consumption to save water and energy.
3. The load conditions of equipments & motors are analyzed to run pump, pulpers on optimum loads to get full efficiency.
4. The interlocks between the pumps & pulpers and various sequences has been provided to save idle running of equipment.
5. The Company has replaced the low efficiency pumps with higher efficiency pumps in order to save energy.

Total Energy Consumption per unit of production of the paper for the year 2011-12 are given in the table below.

Information is given in the prescribed Form "A" annexed.

B) TECHNOLOGY ABSORPTION

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

C) FOREIGN EXCHANGE EARNINGS AND OUTGO

- f) Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services and export plans. The Company has developed markets in Nepal, Israel and USA. Further potentialities are being explored to increase and develop the export market.
- g) Total Foreign Exchange used and earned:

Expenditure in foreign exchange on account of

(Rs in lacs)

	Particulars	2011-12	2010-11
(i)	Royalty , Knowhow , professional and consultation fees	Nil	Nil
(ii)	i) Interests ii) Other Matters - Raw Materials & Consumable Stores - Capital Expenditure (on CIF Basis)	Nil 877.74	Nil 627.86
(iii)	Foreign Traveling	Nil	Nil
(iv)	Store & Spares (Including advances)	87.53	25.97
(vi)	Plant & Machinery	Nil	Nil

i) **Earnings in foreign exchange on account of :**

	Particulars	2011-12	2010-11
(i)	Export of Goods on FOB basis	246.40	193.23
(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

		2011-12	2010-11
1.	Electricity		
	a) Purchased		
	Units (KWAH)	27451926	25275256
	Total Amount (Rs.)	129252412	111775347
	Rate per Unit (Rs.)	4.71	4.42
	b) Own Generation		
	i) Through Disel 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	52126311	48358414
	Units per Ltr. Of fuel oil/ gas	Nil	Nil
	Cost / units	Nil	Nil
2.	Coal (specify quality and where used)		
	Quantity (ton)	57420.79	50347.25
	Total Cost(Rs Lakhs)	4321.39	2863.65
	Average Rate (PMT)	7525.83	5688
3.	Used in Boiler		
	Furnace Oil :-		
	Quantity (K.ltrs)	234.40	335.48
	Total amount(Rs. Lacs)	103.26	104.89
	Average Rate(PMT)	44054.39	31264
4.	Others / internal Generation :		
	a) Rice Husk (M.T.)	15910.00	34425.00
	Cost (Rs. Lakhs)	667.62	1304.12
	b) Baggasse (M.T.)	3275.86	Nil
	c) Saw Dust (M.T.)	Nil	208.421
	Cost for (b) + (c) (Rs. Lakhs)	Nil	5.72
	d) Mustard Husk (MT)	Nil	Nil
	Cost (in Lakhs)	Nil	Nil
	e) Boiler Fuel	39573.77	24957.04
	Cost (in Lakhs)	676.03	431.23
	Total Fuel Cost (in Lakhs)(2+3+4)	5768.31	4709.61

B. CONSUMPTION PER UNIT OF PRODUCTION

	2011-12	2010-11
<i>a. Liner Kraft Paper</i>		
Production (M.T.)	51097.25	50014.04
Electricity (in Units) per Ton of production	510.17	485.71
Furnace oil	Nil	Nil
Coal (specify)	Nil	Nil
Others (specify)	Nil	Nil
<i>a. b) Writing & Printing Paper</i>		
Production (M.T.)	40172.66	35066.58
Electricity (in Units) per Ton of production	1331.99	1407.07
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

	<i>Research and Development (R&D)</i>	
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
	<i>Technology absorption ,adaptation and innovation</i>	
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 REPORT **(F.Y.2011-12)**

OVERVIEW:

The Financial Statements of the Company have been prepared in compliance with the requirements of the Companies Act, 1956, guidelines issued by the Securities and Exchange Board of India (SEBI). Our Management accepts responsibility for the integrity and objectivity of these financial statements, as well as for the 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 the 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.

OVERALL PERFORMANCE:

The Company has undertaken in-house improvements and innovation to increase the efficiency and to achieve the economies of scale. The company has been able to achieve full capacity utilization during the previous year. Even though there was increase in sales and selling price yet increased raw material and fuel cost has dented the profitability of the company during the 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 the production and attaining economies of scale even though the increase in cost of the raw materials and inputs.
- b. Improvement and innovation with usage of the latest technology for achieving the optimum end product and reduction in cost of production in comparison to increase in cost of inputs.
- c. Increase of sale prices of finished goods.

INDUSTRY STRUCTURE AND DEVELOPMENT:

Changing economic and business conditions, evolving consumer preferences, rapid technological innovation and adoption, and globalization are driving corporations to transform the manner in which they operate. Companies are now more focused on their core business objectives such as revenue growth, profitability and asset efficiency.

The Core business of Ruchira Papers Limited is paper manufacturing. The company started operations in 1983 with the 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.

Over the past few years, the Indian industry has grown faster as 8.5% annually as against the global paper industry growth of 2%. The long term growth drivers, which remain intact, will ensure that the Indian paper industry will continue to grow at 8-9% in this decade.

The Indian Paper Industry has demonstrated secular general growth and the consistent rise in demand. According to prediction by the Indian Pulp and Paper Technical Association (IPPTA) Paper industry in India is expected to see an average growth of 7 per cent during the Year 2012-13. Also domestic consumption is growing; the per capita consumption is only about 9.5 kilogram against the global average of 57 kilo gram. According to association, about 31 per cent of the country's total production is met through raw materials like wood and bamboo, while 47 per cent comes from recycled wastes and the rest from agro products.

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 favored 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 upto June, 2013 in respect of Kraft Paper and concessional rates of Central Sales tax at 1 % against 2 % in other states. The Writing & Printing Paper unit, which is also entitled for 100 % excise exemption for next 10 years with effect from 30.03.2008. The company has also installed Captive Power Cogeneration Plant, which helps the company to get the cheap and uninterrupted power supply. The Company has also set up Chemical Recovery System. 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 Product range of the Company mainly includes Kraft Paper with a 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.

The company has widened its product base in commonly used Writing & Printing Paper by setting up Writing and Printing Paper unit. The company has been able to add quality products in writing & Printing Paper. The copier segment is the fastest growing segment in the industry. 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.

RISK AND CONCERNS:

Risk is inseparable from business. Nonetheless, the company has undertaken a number of initiatives to mitigate risk impact though 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 the company to switch its 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 PERFORMANCE:

Sales of the Company registered a growth of 11.91 % over the previous financial year at Rs. 28464.62 Lacs compared to Rs. 25434.46 Lacs in corresponding previous year. The Profit before Tax (PBT) of the Company has grown from Rs. 587.36 Lacs in previous period to Rs. 1140.19 Lacs in the year under review.

HUMAN RESOURCES:

The company has strengthened the deployment of high quality employees in the key functions, through recruitments and selections. The company firmly believes that in house human capital will see the organization through success in today's highly competitive global environment. Ruchira Papers Limited considers its human resources as amongst its most valuable assets. 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.

Report on Corporate Governance (2011-12)

(Pursuant to Clause 49 of the Listing Agreement)

"Corporate Governance refers to the way a corporation is governed. It is the technique by which companies are directed and managed. It means carrying the business as per the stakeholders' desires. It is actually conducted by the board of Directors and the concerned committees for the company's stakeholder's benefit. It is all about balancing individual and societal goals, as well as, economic and social goals."

1. Company's philosophy on corporate governance:

Corporate Governance is about Commitment to values and ethical business conduct. 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. Company's philosophy is concerned with ethics, values and morals of the Company and remains accountable to the shareholders and other beneficiaries for their action. The Company conducts its activities in a manner that is fair and transparent and perceived to be such by others.

The Board of Directors is at the core of our Corporate Governance practice and oversees how the Management serves and protects the 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 the widest sense of the term.

2. Board of Directors:

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

a. Composition of the 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, and commercial, technical and personnel affairs of the Company. The total number of directors of the Company is 8 as on 31st March, 2012 consisting of 4 Executive Directors and 4 Independent Non Executive Directors. The Board believes that the current size is appropriate, based on present circumstances. The Board periodically evaluates the need for change in its composition and size.

b. 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	Board Meetings attended during 2011-12	Attendance at Last AGM	No. of Other Directorships	Memberships of other Board/ Committee
Mr. Subhash Chander Garg	Chairman Cum Whole Time Director <i>Executive & Promoter</i>	4	Yes	Nil	1
Mr. Umesh Chander Garg	Managing Director <i>Executive & Promoter</i>	4	Yes	Nil	Nil
Mr. Jatinder Singh	Co-Chairman Cum Whole Time Director <i>Executive & Promoter</i>	3	Yes	2	2
Mr. Jaleshwar Narain Singh*	Executive Director <i>Executive</i>	1	N.A	Nil	Nil
Mr. Vipin Gupta#	Whole Time Director Executive Director	1	N.A	Nil	Nil
Mr. Dalbir Singh	<i>Non-Executive Independent</i>	3	Yes	Nil	2
Mr. Surinder Gupta	<i>Non-Executive Independent</i>	4	Yes	Nil	2
Col(Retd) Avtar Singh Bajwa	<i>Non-Executive Independent</i>	4	No	Nil	2
Mr. S.K.Dewan	<i>Non-Executive Independent</i>	4	No	Nil	1

*Resigned on 09.06.2011

#Appointed on 31.10.2011

C. Date and Number of Board Meetings held:

During the year ended 31st March, 2012, four meetings of the Board of Directors were held on 30.04.11, 29.07.11, 31.10.11 and 30.01.12.

3. 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 the listing agreement entered into with the stock exchanges. The Primary objective of the Committee is to monitor and provide effective supervision of the 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 the Committee to ensure the independence and objectivity of the independent auditors. The composition of the Audit Committee as on 31st March, 2012 is as follows:

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

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

- To recommend the appointment of the statutory auditors, internal auditors and cost auditors.
- 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 the financial statements before submission to the Board of Directors.

The Audit Committee met four times during the year on 30.04.11, 29.07.11, 31.10.11 and 30.01.12.

4. Remuneration Committee:

Terms of reference:

To recommend/ review the remuneration package of the Executive Directors and their Relatives based on performance and keeping in view the applicable provisions of the Companies Act, 1956.

The Composition of the committee is as follows:

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

The Remuneration Committee met on 29.07.11 and 31.10.11.

Non-Executive/Independent Directors' remuneration:

The Non-Executive Directors are paid sitting fees for attending the meetings of the Board. Other than sitting fees, no other remuneration is paid to the Non-Executive Directors for the year 2011-12. The details of Remuneration of the directors for the financial year ended 31st March, 2012 are as follows:

Name	Category of Directors	Salary including allowances	Sitting fees	Total
Mr. Subhash Chander Garg	Chairman Cum Whole Time Director <i>Executive & Promoter</i>	6253390	-	6253390
Mr. Umesh Chander Garg	Managing Director <i>Executive & Promoter</i>	6253390	-	6253390
Mr. Jatinder Singh	Co-Chairman Cum Whole Time Director <i>Executive & Promoter</i>	6253390	-	6253390
Mr. Jaleshwar Narain Singh*	Executive Director <i>Executive</i>	362667	-	362667
Mr. Vipin Gupta#	Whole Time Director Executive Director	546250	-	546250
Mr. Dalbir Singh	<i>Non-Executive Independent</i>	-	30000	30000
Mr. Surinder Gupta	<i>Non-Executive Independent</i>	-	40000	40000
Col(Retd). Avtar Singh Bajwa	<i>Non-Executive Independent</i>	-	40000	40000
Mr. S.K.Dewan	<i>Non-Executive Independent</i>	-	40000	40000

*Resigned on 09.06.2011.

#Appointed on 31.10.2011.

5. Shareholders/ Investors Grievance 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 Composition of the committee is as follows:

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

The Committee met on 30.04.11, 29.07.11, 31.10.11 and 30.01.12 during the year 2011-12. There was no complaint pending at the beginning of the year. No complaint is pending at the close of the year.

6. Disclosures:

The Company has taken prior approval of Central Govt. for all related parties transactions during the F.Y 2011-12. Confirmations have been placed before the Audit Committee and the Board that all related party transactions during the year under reference was in the ordinary course of business and on arm's length basis. However, the transactions detailed in Schedule to the accounts may be considered as related party transactions. There was no non-compliance during the last three years by the company on any matter relating to the Capital Markets. 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:

- a) Mr. Subhash Chander Garg, an Executive Director, is the Chairman of the Company and 50 % of the Board comprises of Non-Executive and Independent directors.
- b) The Company has set up a Remuneration Committee comprising of three Independent Directors. Details of the Committee have already been given above.
- c) Presently, half yearly financial performance is not being sent to any shareholder.
- d) The Company does not have a Whistle Blower Policy. All the same, no personnel of the Company have been denied access to the grievance redressal mechanism of the Company.

7. 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.

8. Disclosure regarding appointment or re-appointment of directors:

According to Articles of Association, one third of the directors retire by rotation and , if eligible, seek re-appointment at the Annual General Meeting of the Company. Sh. Dalbir Singh and Sh. Surinder Gupta will retire in the ensuing Annual General meeting (AGM). The Board has recommended the re-appointment of all the retiring directors. The Board also recommended the shareholder's approval for the appointment of Mr. Vipin Gupta as Whole Time Director of the Company and for Increase in Managerial Remuneration of Mr. Subhash Chander Garg, Chairman cum Whole Time Director, Mr. Umesh Chander Garg, Managing Director and Mr. Jatinder Singh, Co-Chairman cum Whole Time Director. 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.

9. Means of Communication:

The quarterly results of the Company were announced within a 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 the web site www.ruchirapapers.com.

10. General body Meetings:

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

Year	Date	Time	Venue
2009	18.09.2009	3:00 P.M.	Hotel Black Mango, Nahan Road, Kala-Amb, Distt. Sirmour. (H.P.)-173030
2010	16.09.2010	3:00 P.M.	Hotel Black Mango, Nahan Road, Kala-Amb, Distt. Sirmour. (H.P.)-173030
2011	28.09.2011	3:00 P.M.	Hotel Black Mango, Nahan Road, Kala-Amb, Distt. Sirmour. (H.P.)-173030

No special resolution was passed by way of postal ballot during the year 2011-12.

11. Shareholders Information:

a. General Shareholder Information:

Annual General Meeting (Date , time and venue)	25 th September 2012, Tuesday at 3:00 P.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.
Book Closure date	19.09.2012 to 25.09.2012 (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 the stock exchanges for the financial year 2012-13.
ISIN Number for NSDL and CDSL	INE803H01014
Registrar & Share Transfer Agents	Link Intime India Pvt Limited. <i>Mumbai Office:</i> C-13, Pannalal Silk Mills compound, LBS Road, Bhandup(W) Mumbai-440078. Tel: 022-25963838, Email:mumbai@linktime.co.in <i>Delhi Office:</i> A-40, 2 ND Floor, Near Batra Banquet Hall, Naraina Industrial Area, Phase-II, New Delhi-110028. Email:delhi@linkintime.co.in
Share Transfer System	The power of approving transfer of securities has been delegated to 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 2011-12 on Stock exchanges, Mumbai.

Market Price Data	Share prices of the Company for the period 2011-12.				
	Month	Bombay Stock Exchange		The National Stock Exchange of India Limited	
		High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April 2011	14.91	12.21	15.40	12.10	
May 2011	13.00	9.64	13.00	10.40	
June 2011	11.65	8.85	11.15	9.00	
July 2011	11.43	9.50	11.65	9.55	
August 2011	11.25	7.45	11.35	7.40	
September 2011	10.19	7.56	10.45	7.70	
October 2011	9.27	8.15	10.55	7.10	
November 2011	10.92	7.28	10.95	7.60	
December 2011	9.87	8.04	10.25	7.90	
January 2012	10.90	8.56	11.50	8.50	
February 2012	11.39	10.00	11.45	9.05	
March 2012	11.50	9.50	12.40	8.75	

c. Distribution of Shareholding as on 31st March, 2012:

Shareholding of nominal values	Shareholders		Amount	
	Number	% of Total	Rupees	% of Total
Upto 2,500	3000	47.55	4419010	1.88
2,501 - 5,000	1494	23.68	6082950	2.71
5,001 - 10,000	890	14.10	7519740	3.35
10,001 - 20,000	434	6.87	6972100	3.11
20,001 - 30,000	135	2.14	3467370	1.54
30,001 - 40,000	78	1.23	2778860	1.23
40,001 - 50,000	81	1.28	3877730	1.73
50,001 - 1,00,000	85	1.34	6825360	3.04
1,00,001 & Above	112	1.77	182474920	81.38
TOTAL	6309	100.00	224218040	100.00

d. Categories of Shareholding as on 31st March, 2012:

Categories	Number of Shares	Amount in Rs.	%
Promoters, Directors, Relatives and Promoter Group	12292395	122923950	54.82
Mutual Funds/UTI	Nil	Nil	Nil
Financial Institutions/Banks	2224731	22247310	9.92
Bodies Corporate	1598242	15982420	7.14
Non Resident Indians	60399	603990	0.27
Clearing Members	3195	31950	0.01
Indian Public	6242842	62428420	27.84
TOTAL:	22421804	224218040	100.000

Shares held by Independent Directors as on 31st March, 2012:

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

e. Dematerialization of Shares:

The shares of the company can be traded in dematerialized form with NSDL and CDSL. As on 31st March, 2012, a total of 22357067 Equity shares of the company which form 99.71 % 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.

- f. As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Secretarial 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.

12. Certificate on Corporate Governance:

To,

The Members of Ruchira Papers Limited

We have examined the compliance of conditions of Corporate Governance by Ruchira Papers Limited, for the year ended 31st March, 2012, as stipulated in Clause 49 of the Listing Agreements 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 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, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company which are presented to the Investors Grievance Committee.

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 J.L. Garg & CO.
Chartered Accountants
Reg No. 004730N

Place: KALA AMB
Date: 11/08/2012

I.C.GOEL(FCA)
Partner
M. No. 004631

13. 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, 2012 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 2011-12, 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: 11/08/2012

Umesh Chander Garg
(Managing Director)

AUDITOR'S REPORT

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

1. We have audited the attached Balance Sheet of Ruchira Papers Limited as at 31st March 2012 and also the Profit & Loss Account for the year ended on that date annexed thereto. These financial Statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principals used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the annexure a statement on the matters specified in paragraphs 4 & 5 of the said Order.
4. Further to our comments in the Annexure referred to above, 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, Profit & Loss Account and Cash flow statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, Profit & Loss Account and Cash flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
 - e) In our opinion and based on information and explanations given to us none of the directors are disqualified as on 31st March 2012 from being appointed as directors in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956 on the said date;
 - f) In our opinion and to the best of our information and according to the explanations given to us, the said account read together with significant accounting policies and notes to accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fare view in conformity with the accounting principles generally accepted in India :
 - a) In the case of Balance Sheet, of the state of affairs of the Company as at 31st March 2012.
 - b) In the case of Profit & Loss Account, of the profit of the Company for the year ended on that date.
 - c) In the case of Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

For J.L.Garg & Co.
Chartered Accountant
Registration No.004730N

I.C.Goel (F.C.A.)
Partner
Membership No.004631
Place-Kala-Amb
Date -11/08/2012

ANNEXURE REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF RUCHIRA PAPERS LIMITED ON THE ACCOUNTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2012

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.
 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.
 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 yearend was Rs 496.80 lacs.
(ii) The 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 rules made by the Central Government for the maintenance of cost records 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 (i) 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 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 ,2012 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 in the current and 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 J.L.Garg & Co.
Chartered Accountant
Registration No.004730N

I.C.Goel (F.C.A.)
Partner
Membership No.004631
Place-Kala-Amb
Date -11/08/2012

BALANCE SHEET AS AT 31ST MARCH, 2012

(Amount in INR)

	Note No.	As at 31st March ,2012	As at 31st March ,2011	
EQUITY AND LIABILITIES				
Shareholders' funds				
Share capital	1	224218040	224218040	
Reserves and surplus	2	475504124	399668890	
		699722164		623886930
Non-current liabilities				
Long-term borrowings	3	852057302	1036325644	
Deferred tax liabilities (Net)	4	105887604	68894162	
Other Long term liabilities	5	150067471	157561756	
Long-term provisions	6	5996595	5381210	
		1114008972		1268162772
Current liabilities				
Short-term borrowings	7	392030979	283109264	
Trade payables	8	207213710	246495669	
Other current liabilities	9	8652667	3950657	
Short-term provisions	10	56975909	45107325	
		664873265		578662915
TOTAL		2478604401	2470712617	
ASSETS				
Non-current assets				
Fixed assets				
Tangible assets	11	1619430462	1711781188	
Non-current investments	12	2500	2500	
Long-term loans and advances	13	3636466	3630347	
		1623069428		1715414035
Current assets				
Inventories	14	414472625	410086653	
Trade receivables	15	347342245	270166307	
Cash and cash equivalents	16	19577657	21492307	
Short-term loans and advances	17	74142446	53553315	
		855534973		755298582
TOTAL		2478604401	2470712617	

The Schedules refer to above form part of the Balance Sheet

Auditors Report

Certified in terms of our separate report of even Date

For J.L.Garg & Co.
Chartered Accountant
Registration No.004730N

I.C.Goel (F.C.A.)
Partner
Membership No.004631

Place-Kala-Amb
Date 11th August 2012

For and on behalf of Board of Directors

Subhash Chander Garg
(Chairman cum Whole Time Director)

Umesh Chander Garg
(Managing Director)

Vipin Gupta
(Director)

Vishav Sethi
(Company Secretary)

STATEMENT OF PROFIT & LOSS FOR YEAR ENDED 31ST MARCH, 2012

(Amount in INR)

Particulars	Note No.	2011-12	2010-11
Revenue from operations	18	2842801341	2540170543
Other income	19	14691331	12703241
Total Revenue		2857492672	2552873784
Expenses:			
Cost of materials consumed	20	1919231833	1755475718
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	21	11878190	(16663345)
Employee benefits expense	22	148546886	146139968
Finance costs	23	197920308	178838427
Depreciation and amortization expenses	11	106548260	106086056
Other expenses	24	359386409	324254888
Total expenses		2743511886	2494131712
Profit before exceptional and extraordinary items and tax		113980786	58742072
Exceptional items		(38144)	5536
Profit before tax		114018930	58736536
Tax expense:			
Current tax		23000000	11700000
Deferred tax		36993442	19943143
Earlier year taxes		1190254	22264
MAT Credit Entitlement		(23000000)	(11700000)
		38183696	19965407
Profit after Tax		75835234	38771129
Earnings per equity share:			
(1) Basic		3.38	1.73
(2) Diluted		3.38	1.73

This is the Profit and Loss Account referred to in our Report of even date.

Auditors Report

Certified in terms of our separate report of even Date

For J.L.Garg & Co.
Chartered Accountant
Registration No.004730N

I.C.Goel (F.C.A.)
Partner
Membership No.004631

Place-Kala-Amb
Date 11th August 2012

For and on behalf of Board of Directors

Subhash Chander Garg
(Chairman cum Whole Time Director)

Umesh Chander Garg
(Managing Director)

Vipin Gupta
(Director)

Vishav Sethi
(Company Secretary)

CASH FLOW STATEMENT FOR THE YEAR 2011-12

(Amount in INR)

	2011-12	2010-11
	31.03.2012	31.03.2011
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax as per Profit and Loss Account	114018930	58736536
Adjusted for:		
Loss/(Profit) on sale of Fixed Assets	(38144)	5536
Depreciation and amortization expenses	106548260	106086056
Interest Income	(12733643)	(11404375)
Interest Expense	193168526	174082757
	286944999	268769974
Operating Profit before working capital changes		
Adjusted for:		
Decrease/(increase) in Trade Receivables	(77175938)	(74801213)
Decrease/(increase) in Inventories	(4385972)	(87095348)
Decrease/(increase) in Loans & advances	2533448	(765449)
(Decrease)/increase in Trade Payables	(39281959)	78630105
(Decrease)/increase in Other Current Liabilities	(1583623)	31071817
	(119894044)	(52960088)
Cash generated from Operations	281069885	274546422
Income Tax Paid(Net)	(13018952)	(243890)
Net Cash from Operating Activities	268050933	274302532
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(14589390)	(16383198)
Proceeds from sale of Fixed assets	430000	145000
Purchase of Investments	-	(2500)
Interest received	12733643	11404375
Net Cash (Used in) Investing Activities	(1425747)	(4836323)
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Long Term Borrowings	15700000	112200000
Repayments of Long Term Borrowing	(199968342)	(160534916)
Proceeds from Short Term Borrowings(Net)	108921715	(42301896)
Interest Paid	(193193209)	(174108428)
Net Cash (Used in) From Financing activities	(268539836)	(264745240)
Net Increase/(Decrease) in Cash & Cash equivalents (A+B+C)	(1914650)	4720969
Cash & Cash equivalents at beginning of the period	21492307	16771338
Cash & Cash equivalents at end of the period	19577657	21492307

Notes:

1. The Cash Flow Statement has been prepared under the indirect Method as set out in Accounting Standard-3 on Cash Flow Statement issued by the The Institute of Chartered Accountants of India.

2. Negative figures have been shown in brackets.

Auditors Report

Certified in terms of our separate report of even Date

For J.L.Garg & Co.

Chartered Accountant

Registration No.004730N

I.C.Goel (F.C.A.)

Partner

Membership No.004631

Place-Kala-Amb

Date 11th August 2012

For and on behalf of Board of Directors

Subhash Chander Garg
(Chairman cum Whole Time Director)

Umesh Chander Garg
(Managing Director)

Vipin Gupta
(Director)

Vishav Sethi
(Company Secretary)

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

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, 2012	As at 31st March, 2011
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

1.1 1965500(Previous year 1965500) equity shares out of the issued ,subscribed and paid up share capital were allotted pursuant to the scheme of amalagtion without payments being received in cash

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

	As at 31st March, 2012	As at 31st March, 2011
	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

<u>Name of Shareholder</u>	As at 31st March, 2012		As at 31st March, 2011	
	No. of Shares	% held	No. of Shares	% held
Central Bank of India	1587314	7.08%	1587314	7.08%
Sh.Jatinder Singh	1868815	8.33%	1868815	8.33%
Sh. Subhash Chander Garg	1249601	5.57%	1249601	5.57%
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, 2012	As at 31st March, 2011
Securities Premium Account		
As per last Balance Sheet	181086953	181086953
General Reserves		
As per last Balance Sheet	19655000	19655000
Profit and Loss Account		
As per last Balance Sheet	198926937	160155808
(+) Net Profit/(Net Loss) For the current year	75835234	38771129
	274762171	198926937
TOTAL	475504124	399668890

3 LONG TERM BORROWINGS

(Amount in INR)

	As at 31st March, 2012	As at 31st March, 2011
	Non-Current	Non-Current
Secured		
Term Loans		
From Banks	788985906	979530489
From Financial Institutions	2325000	5425000
From Others	11066396	8390155
	802377302	993345644
Unsecured		
From Other(Promoters)	49680000	42980000
TOTAL	852057302	1036325644

3.1 The term loans from Financial Institutions and 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 term loan from Banks are 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

4 DEFERRED TAX LIABILITY (Net)

	As at 31st March, 2012	As at 31st March, 2011
Deferred Tax Liability		
Related to fixed assets	202474701	189476613
Deferred Tax Assets		
Unabsorbed Depreciation disallowances under the Income Tax Act, 1961	96587097	120582451
TOTAL	105887604	68894162

5 OTHER LONG TERM LIABILITIES

	As at 31st March, 2012	As at 31st March, 2011
Others		
Creditors for Capital Work	67574404	81287339
Security Deposit From Suppliers	30000000	30000000
Security Deposit From Customers	52493067	46274417
	150067471	157561756
TOTAL	150067471	157561756

6 LONG TERM PROVISIONS

	As at 31st March, 2012	As at 31st March, 2011
Provision for employee benefits		
Leave Encashment	5996595	5381210
TOTAL	5996595	5381210

7 SHORT TERM BORROWINGS

	As at 31st March, 2012	As at 31st March, 2011
Secured		
Working Capital Loans from Banks		
Rupee Loans	392030979	283109264
TOTAL	392030979	283109264

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, 2012	As at 31st March, 2011
Micro Small and Medium Enterprises	46502731	51853657
Others	160710979	194642012
TOTAL	207213710	246495669

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, 2012	As at 31st March, 2011
Principal amount due and remaining unpaid	46502731	51853657
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, 2012	As at 31st March, 2011
Interest accrued but not due on borrowings	20240	44923
Advances from Customers	8606874	3880181
Share application money pending refund	25553	25553
TOTAL	8652667	3950657

10 SHORT TERM PROVISIONS

	As at 31st March, 2012	As at 31st March, 2011
Provision for employee benefits		
Salary & Reimbursements	8952449	7981615
Contribution to PF	1511585	1413129
Superannuation (funded)	327715	322467
Annual Bonus	2290333	2433788
	13082082	12150999
(b) Others		
Statutory dues	9298411	8868738
Provision for Income Tax	23000000	11700000
Other provisions	11595416	12387588
	43893827	32956326
TOTAL	56975909	45107325

11 FIXED ASSETS

(Amount in INR)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	COST AS ON 1/4/2011	ADDITIONS	SALE/ TRANSFER	TOTAL AS ON 31-03-2012	UPTO 31-03-2011	FOR THE YEAR	DEPRECIATION ON SALE/TRANS OF ASSETS ADJ.	TOTAL UPTO 31-03-2012	AS ON 31-03-2012	AS ON 31/03/2011
1	2	3	4	5	6	7	8	9	10	11
TANGIBLE ASSETS:										
OWN ASSETS:										
LAND	100941207	-	-	100941207	-	-	-	-	100941207	100941207
BUILDING	289866397	-	-	289866397	49129804	9607642	-	58737446	231128951	240736593
OFFICE BUILDING	12692115	-	-	12692115	727089	206881	-	933970	11758145	11965026
PLANT & MACHINERY	1704154288	5003958	-	1709158246	391906860	88742315	-	480649175	1228509071	1312247428
E.T.P.	42588447	-	-	42588447	28942186	2164269	-	31106455	11481992	13646261
TUBE WELL	5096111	-	-	5096111	546367	82672	-	629039	4467072	4549744
FURNITURE	7715404	133992	-	7849396	5027730	497830	-	5525560	2323836	2687674
TOOLS & EQUIPMENTS	516800	-	-	516800	178855	24349	-	203204	313596	337945
LAB. EQUIPMENTS	4390850	-	-	4390850	1969657	208006	-	2177663	2213187	2421193
OFFICE EQUIPMENTS	3086284	1060973	-	4147257	877646	169992	-	1047638	3099619	2208638
VEHICLES	41184979	7875325	850126	48210178	25743418	4256699	458270	29541847	18668331	15441561
FAX MACHINE	209730	-	-	209730	121027	9962	-	130989	78741	88703
WEIGHING SCALE	2529708	52020	-	2581728	852084	121265	-	973349	1608379	1677624
COMPUTERS	3655876	133285	-	3789161	2929816	317428	-	3247244	541917	726060
Fire Fighting	359416	-	-	359416	45140	17072	-	62212	297204	314276
PBX	371781	12000	-	383781	147264	17841	-	165105	218676	224517
PHOTOSTAT MACHINE	336101	100000	-	436101	116975	16720	-	133695	302406	219126
TELEPHONES	1789773	217837	-	2007610	442161	87317	-	529478	1478132	1347612
TOTAL (RS.)	2221485267	14589390	850126	2235224531	509704079	106548260	458270	615794069	1619430462	1711781188

12 NON CURRENT INVESTMENTS

(Long term investments)

(Amount in INR)

	As at 31st March, 2012	As at 31st March, 2011
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)

(Amount in INR)

	As at 31st March, 2012	As at 31st March, 2011
Security Deposits		
With HPSEB and Other Government Departments	3636466	3630347
TOTAL	3636466	3630347

14 INVENTORIES

	As at 31st March, 2012	As at 31st March, 2011
Raw Materials and components	223031793	223366093
Work-in-progress	31617780	36819670
Finished goods	40149201	46825501
Stores and spares	119673851	103075389
TOTAL	414472625	410086653

15 TRADE RECEIVABLES

(Unsecured and Considered Good)

	As at 31st March, 2012	As at 31st March, 2011
Over Six Months	30178842	30947515
Others	317163403	239218792
TOTAL	347342245	270166307

16 CASH & BANK BALANCES

	As at 31st March, 2012	As at 31st March, 2011
Balances with Banks*	18474623	16228613
Cash in hand	1103034	5263694
TOTAL	19577657	21492307

*Balance with bank includes Rs.18307958/- as margin money (previous year Rs.13727458/-)

17 SHORT TERM LOANS AND ADVANCES

(Unsecured and Considered Good)

	As at 31st March, 2012	As at 31st March, 2011
Others		
Balance with revenue authorities	51603329	32032742
Other loan and advances	18196153	17112636
Interest incurred but not due	4342964	4407937
	74142446	53553315
TOTAL	74142446	53553315

18 REVENUE FROM OPERATIONS

(Amount in INR)

	2011-12	2010-11
Sale of products	2846461564	2543445549
Less: Excise duty	3660223	3275006
TOTAL	2842801341	2540170543

18.1 PARTICULARS OF SALE OF PRODUCTS

(Amount in INR)

	2011-12	2010-11
Kraft Paper	1252094292	1212323321
Writing & Printing Paper	1593358436	1331105839
Ash/Sludge or Others	1008836	16389
TOTAL	2846461564	2543445549

19 OTHER INCOME

	2011-12	2010-11
Interest Income	12733643	11404375
Difference in foreign Currency	300354	(3578)
Duty Draw Back Incentive	457252	-
DEPB Incentive	1180982	1290187
Short & excess recoveries	19100	12257
TOTAL	14691331	12703241

20 COST OF MATERIALS CONSUMED

	2011-12		2010-11	
	Amount	% of Consumption	Amount	% of Consumption
Imported	76389309	3.98	77059759	4.39
Indigenous	1842842524	96.02	1678415959	95.61
TOTAL	1919231833	100.00	1755475718	100.00

20.1 PARTICULARS OF MATERIAL CONSUMED

	2011-12		2010-11	
Raw Materials	982667344		962453572	
Fuel	576830963		470960910	
Chemicals	359733526	1919231833	322061236	1755475718
TOTAL		1919231833		1755475718

21 CHANGES IN INVENTORIES OF FINISHED GOODS & STOCK IN PROCESS

	2011-12		2010-11	
<u>Inventories (At close)</u>				
- Finished Goods	40149201		46825501	
- Semi Finished Goods and Goods in process	31617780		36819670	
		71766981		83645171
<u>Inventories (At commencement)</u>				
- Finished Goods	46825501		35305826	
- Semi Finished Goods and Goods in process	36819670		31676000	
		83645171		66981826
TOTAL		(11878190)		16663345

22 EMPLOYEE BENEFITS EXPENSE

(Amount in INR)

	2011-12	2010-11
Bonus to Staff	471572	486651
Bonus to Workers	1818761	1947137
Contribution towards Gratuity Fund	4831519	5505012
Conveyance Allowance	74451	84887
Directors' Remuneration	19669087	17280000
E.D.L.I. Charges	454980	178620
E.S.I.	2817990	2824574
Furniture Allowance	239000	272931
Labour & Staff Welfare	1265587	1240481
Leave Encashment	1849296	1575282
PF & Administrative Charges	9122514	8969360
Production Staff Salaries	78070986	77887856
Salaries Adm. Staff	21774297	21370071
Wages	6086846	6517106
TOTAL	148546886	146139968

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)	
	2011-12	2010-11	2011-12	2010-11
Defined Benefit Obligation at the beginning of Year	19307699	14760592	5382142	4321881
Current service cost	2828274	2664558	1352086	1504205
Interest Cost	1641154	1180847	457482	345750
Past Service Cost	-	1087670	-	-
Actuarial (Gain)/Loss	1227823	1156310	39728	(274673)
Benefits paid	(3389583)	(1542278)	(1234843)	(515021)
Defined Benefit Obligation at the Year end	21615367	19307699	5996595	5382142

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

	Gratuity (Funded)	
	2011-12	2010-11
Fair Value of Plan Assets at the beginning of year	10626275	9326511
Expected return on plan Assets	850102	746121
Actuarial gain /(loss)	15630	(161748)
Employer Contribution	3579116	1976921
Benefits paid	(3344151)	(1261530)
Fair Value of Plan Assets at year end	11726972	10626275

III) Reconciliation of Fair Value and Obligations

	Gratuity (Funded)		Leave Encashment (Un-Funded)	
	2011-12	2010-11	2011-12	2010-11
Fair Value of Plan Assets	21615367	19307699	5996595	5381210
Funded status/difference	(9888395)	(8681424)	(5996595)	(5381210)
Fair Value of Plan Assets at the end of the year	11726972	10626275		
Excess of actual over estimated	15630	(161748)		
Amount recognized in Balance Sheet	(9888395)	(8681424)	(5996595)	(5381210)

IV) Expense recognized during the year

(Amount in INR)

	Gratuity (Funded)		Leave Encashment (Un-Funded)	
	2011-12	2010-11	2011-12	2010-11
Current Service Cost	2828274	2664558	1352086	1504205
Past service cost	-	1087670	-	-
Interest Cost	1641154	1180847	457482	345750
Expected return on plan Assets	(850102)	(746121)	-	-
Net Actuarial (Gain)/Loss	1212193	1318058	39728	(274673)
Net Cost	4831519	5505012	1849296	1575282

V) Investments Details

	% Invested	
	As at 31st March, 2012	As at 31st March, 2011
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)	
	2011-12	2010-11	2011-12	2010-11
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%	8.00%
Writing & Printing Paper Unit	0.00%	0.00%	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

	2011-12	2010-11
On Working Capital	51835848	34993877
On Term Loans	139861830	137303070
Bank Charges	4751782	4755670
Others	1470848	1785810
TOTAL	197920308	178838427

24 OTHER EXPENSES

(Amount in INR)

	2011-12	2010-11
<u>Manufacturing Expenses</u>		
Ash Clearing Expenses	6907390	7747749
Broke Shifting Charges	975767	1074494
Consumable Stores & Electric Repairs	59843837	49771103
E.T.P. Expenses	270382	85944
Lease Rent Expenses	201040	144507
Packing Material Consumed	39495796	38608999
Power	129252412	111775347
Repairs to Building	6148635	548878
Repairs to Machinery	53985041	47842303
Sheet Cutting Charges	9915125	11873090
Testing Charges	89622	97321
Tractor Running & maintenance	2028956	1509687
	309114003	271079422
<u>Selling & Distribution Expenses</u>		
Advertisement & Publicity	327305	576797
Business/ Sales Promotion	514426	213089
Commission Paid	4033361	3846417
Freight & Forwarding	5802560	10691749
Rebate & Discount	17136434	16638171
	27814086	31966223
<u>Establishment Expenses</u>		
Directors' Meeting Fees	150000	120000
Travelling & Conveyance	2236367	3081974
Rent	1209575	1015885
Water & Electricity Expenses	118201	127622
Postage & Courier	389783	418106
Printing & Stationery	744097	843144
Telephone Expenses	1714450	2178149
Legal & Consultancy Expenses	946184	822112
Vehicle Running & Maintenance	2517965	2508232
Bus Running & Maintenance	1607345	1542650
Repairs & Maintenance others	2831571	1381002
Insurance	3454090	3063638
News Papers & Periodicals	61420	28232
Auditors Remuneration		
- Statutory Audit	176480	165450
- Audit Expenses	152515	128690
Cost Audit	49635	49635
Internal Audit	352960	308840
Fees and Taxes	3492311	3212470
Filling Fee	13424	10500
Subscription	60000	127149
Member Ship Fees	-	47500
Training and Seminar Expenses	20355	-
Export Exps.	159592	28263
	22458320	21209243
TOTAL	359386409	324254888

24.1 VALUE OF STORES, CONSUMABLES AND PACKING MATERIAL CONSUMED

	2011-12		2010-11	
	Amount	% of Consumption	Amount	% of Consumption
Imported	5511897	3.59	3193135	2.34
Indigenous	147812777	96.41	133029270	97.66
TOTAL	153324674	100.00	136222405	100.00

24.2 VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF

(Amount in INR)

	2011-12	2010-11
Raw Materials and Chemicals	79349664	60497623
Stores, Consumables and Packing materials	8425268	2288796

24.3 PAYMENTS TO AUDITORS AS

	2011-12	2010-11
Audit Fees	176480	165450
Expenses	22435	18290
TOTAL	198915	183740

24.4 EXPENDITURE IN FOREIGN CURRENCY:

	2011-12	2010-11
Royalty ,know-how, professional and consultation fee	-	-
Interest and other matters	-	-
Foreign Travelling	-	-
Machinery Spares including Advances	8753446	2597593
Machinery Purchase	-	-

25 EARNINGS PER SHARE (EPS)

	2011-12	2010-11
i) Net Profit after tax as per Statement of profit and Loss attributable to Equity shareholders	75835234	38771129
ii) Weighted Average number of equity share used as denominator for calculating EPS	22421804	22421804
iii) Basic and Diluted Earning per share	3.38	1.73
iv) Face Value per equity share	10.00	10.00

26 EARNINGS IN FOREIGN EXCHANGE

	2011-12	2010-11
FOB value of exports	24640501	19323073

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# Shri J.N.Singh*	Key Managerial Personnel
Sirmour Hotels (P) Ltd. Jasmer Foods (P) Ltd.	Associates
Ruchira Packaging Products (P) Ltd. Ruchira Printing & Packaging. Jasmer Pack Ltd. Jasmer Packer Thakur Ji Papers Well Pack York Cellulose (P) Ltd.	Enterprises of Relatives of Key Managerial Personnel

* Resigned on 09.06.2011 from the Directorship of the Company.

#Appointed as Whole Time Director of the Company on 31.10.2011.

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.	5.84	0.002	0.21	1.76
	<i>4.13</i>	<i>0.03</i>	<i>0.10</i>	<i>1.81</i>
Ruchira Printing & Packaging.	2.75	0.07	0.001	0.06
	<i>2.97</i>	<i>0.74</i>	<i>0.23</i>	<i>0.28</i>
Jasmer Pack Ltd.	18.29	0.22	0.37	1.24
	<i>19.39</i>	<i>0.01</i>	<i>0.39</i>	<i>2.07</i>
Jasmer Packer	18.92	0.16	0.11	1.09
	<i>15.50</i>	<i>0.03</i>	<i>0.00</i>	<i>0.62</i>
Well Pack	4.66	0.84	0.13	0.91
	<i>3.47</i>	<i>0.69</i>	<i>0.01</i>	<i>0.33</i>
Thakur Ji Papers	0.00	0.00	0.00	0.00
	<i>0.43</i>	<i>0.01</i>	<i>0.00</i>	<i>0.04</i>

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	
	2011-12	2010-11
Shri Umesh Chander Garg	0.63	0.54
Shri Subhash Chander Garg	0.63	0.54
Shri Jatinder Singh	0.63	0.54
Shri Vipin Gupta#	0.05	0.00
Shri J.N.Singh*	0.04	0.11

* Resigned on 09.06.2011 from the Directorship of the Company.

#Appointed as Whole Time Director of the Company on 31.10.2011

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)

	2011-12	2010-11
Segment Revenue		
India	2819175546	2524541182
Overseas	27286018	18904367
TOTAL	2846461564	2543445549

29 CONTINGENT LIABILITIES AND COMMITMENTS

Rs.in Lacs

	As at 31st March, 2012	As at 31st March, 2011
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	259.62	217.44
Commitments		
(A) Estimated amount of contracts remains to be executed on capital account (Net of advances)	----	----

Significant Accounting Policies

A. Basis for preparation of accounts

- i) The financial statements have been prepared to comply in all material respects with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention using accrual method of accounting in accordance with the generally accepted accounting principals.
- ii) Accounting policies not specifically referred to otherwise are consistent with generally accepted accounting principles followed by the Company.

B. Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and 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 and includes amounts added on revaluation, less accumulated depreciation and impairment loss, if any. All costs including financing cost till commencement of commercial production attributable to fixed assets are capitalized.
- 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 profit and loss account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed in 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 profit and loss account 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. 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.
 - iii) Scrap stock is valued at estimated realizable value.
-

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. Employee Benefits

- i) Short term benefits employee benefits are recognized as an expense in the profit and loss account 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 profit and loss account 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 profit and loss account.

J. 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.

K. 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.

L. 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.

M. 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.

Ruchira Papers Limited
Registered Office: Trilokpur Road Kala-Amb, Distt-Sirmaur(H.P), 173030

ATTENDANCE SLIP
(To be presented at the entrance)

32nd Annual General Meeting on 25th September, 2012.

Folio No..... DP ID No..... Client ID.....
No. of Shares.....
Name of Shareholder/Proxy holder/Representative.....
Address.....

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 Tuesday, 25th day of September, 2012.

(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

Regd. Office:- Trilokpur Road, KALA-AMB – 173 030, Distt. Sirmaur (H.P)

PROXY FORM

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

I/We _____ of _____
being a member/members of Ruchira Papers Limited, hereby appoint _____ of
_____ in the district of _____ or failing him _____
of _____ in the district of _____ as my/our proxy to attend and vote for
me/us on my/ our behalf at the Annual General Meeting of the Company to be held on Tuesday, 25th day of
September, 2012 at 3:00 PM or/and at any adjournment thereof.

One
Rupees
Revenue
Stamp

Signed this ____ day of _____ 2012.

Signature _____

Note: The proxy form duly completed and stamped must be lodged with the company not less than 48 hours before the time for holding the aforesaid meeting. The proxy holder need not be a Member of the Company.

BOOK-POST



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