



COMMITTED TO THE EARTH

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RPL/CS/BSE/NSE/2024-24/

2nd September 2024

To

The General Manager,
Department of Corporate Service,
BSE Limited,
P. J. Tower, Dalal Street, Fort,
Mumbai-400 023
Scrip Code: **532785**

National Stock Exchange of India Limited,
Exchange Plaza, Plot No. C/1
G. Block , Bandra Kurla Complex,
Bandra (E),
Mumbai 400051
Trading Symbol: **RUCHIRA EQ**

Dear Sir/Madam,

SUB: SUBMISSION OF COPY OF NOTICE OF 44th ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON TUESDAY, 24TH SEPTEMBER 2024 AT 12:00 P.M.

Notice of 44th Annual General Meeting of the Company to be held on Tuesday, 24th September 2024 at 12.00 PM (IST) at Hotel Black Mango, Nahan Road, Kala-Amb, District Sirmaur, Himachal Pradesh-173030 is attached.

This is for your information, records and action please.

**Thanking You,
For Ruchira Papers Limited**

**Iqbal Singh
Company Secretary and Compliance Officer
A36847**



Encl: As Above.

RUCHIRA PAPERS LIMITED

REGD. OFFICE & WORKS

ADMIN. OFFICE

DELHI OFFICE

CIN-L21012HP1980PLC004336

Trilokpur Road, Kala Amb
Sirmaur
Himachal Pradesh - 173030

21-22, New Professors Colony
Yamuna Nagar
Haryana - 135001

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NOTICE

NOTICE is hereby given that the 44th Annual General Meeting of Members of RUCHIRA PAPERS LIMITED will be held on Tuesday, 24th September 2024 at 12.00 PM at Hotel Black Mango, Nahan Road, Kala-Amb, District Sirmaur, Himachal Pradesh-173030 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended 31st March 2024 together with the reports of Board of Directors and Independent Auditor's thereon.
2. To declare a dividend of Rs.5/- per Equity share of Rs.10/- each, as recommended by the Board of Directors at its meeting held on May 27, 2024, for financial year ended March 31, 2024.
3. To appoint a Director in place of Mr. Subhash Chander Garg (DIN: 01593104), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Umesh Chander Garg (DIN: 01593400), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION** :

“**RESOLVED THAT** pursuant to the provisions of section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the members be and is hereby accorded for ratification of remuneration of Rs.80,000/- (Rupees Eighty Thousand Only) plus applicable taxes and out of pocket expenses payable to M/S Sanjay Kumar Garg & Associates, Cost Accountants, re-appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records maintained by the Company for the financial year ending 31st March 2025.”

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 provision of Section 149,150,152 read with Schedule IV to the Companies Act, 2013 , and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations,2015, (including any statutory modification(s),clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Mohanjit Singh Pooni (DIN 05165182), who has submitted a declaration that he meet the criteria for independence as provided in the Act and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from Replace with 25th September 2024 till 24th September 2029 on the Board of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company and/or Company Secretary of the Company be and are hereby authorized on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid 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 provision of Section 149,150,152 read with Schedule IV to the Companies Act, 2013 , and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligation and Disclosure Requirements)

Regulations,2015, (including any statutory modification(s),clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Shalini Yadav (DIN 05230941), who has submitted a declaration that she meet the criteria for independence as provided in the Act and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 25th September 2024 till 24th September 2029.

RESOLVED FURTHER THAT any one of the Directors of the Company and/or Company Secretary of the Company be and are hereby authorized on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid 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 provision of Section 149,150,152 read with Schedule IV to the Companies Act, 2013 , and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 , Regulation 17(1A) of SEBI (LODR) and other applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations,2015, (including any statutory modification(s),clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Dr. Kamal Sharma (DIN 07334416), who has submitted a declaration that he meet the criteria for independence as provided in the Act and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company, not

liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 25th September 2024 till 24th September 2029.

RESOLVED FURTHER THAT any one of the Directors of the Company and/or Company Secretary of the Company be and are hereby authorized on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid 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 provision of Section 149,150,152 read with Schedule IV to the Companies Act, 2013 , and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(1A) of SEBI (LODR) and other applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations,2015, (including any statutory modification(s),clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Tilak Raj Vanaik (DIN 10713100), who has submitted a declaration that he meet the criteria for independence as provided in the Act and who is eligible for appointment, be and is hereby appointed as a Non Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 25th September 2024 till 24th September 2029 on the Board of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company and/or Company Secretary of the Company be and are hereby authorized on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

RESOLVED THAT in part supersession to earlier resolution passed and pursuant to the provisions of Section 197 read with Part I and Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any amendment(s), modification(s) or reenactment(s) thereof for the time being in force; and pursuant to Regulation 17(6)(e) of SEBI (LODR) (Amendment) Regulations, 2018, applicable clauses of the Articles of Association of the Company and other applicable provisions, if any, upon recommendation of the Nomination and Remuneration Committee and Audit Committee the consent of the shareholders be and is hereby accorded for the revision in managerial remuneration of Mrs. Ruchica Garg Kumar, Director Marketing of the Company, w.e.f. April 01, 2024 upto September 30, 2026, in excess of threshold limits as prescribed under Schedule V of the Companies Act, 2013 and Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (SEBI LODR Regulations) and the Rules made thereunder, as stated below:

- ❖ Basic Salary: Rs. 5,00,000/- per month.
- ❖ **House Rent Allowance @ 15% of the Basic Salary or Rent-Free Accommodation with no capping, as per the employee's choice.**
- ❖ Telephone: Mobile/Telephone facility as per the Company's rules.
- ❖ Leave encashment as per Company's rules.
- ❖ Conveyance: Company's Car with Driver for Official Use.
- ❖ Reimbursement of expenses incurred for the business of the Company as per Company's rules.
- ❖ In addition to the above remuneration, she shall also be entitled to the following benefits which shall not be counted for the purpose of Ceiling as per Section II of Part II of Schedule V.
- ❖ Employees' Provident Fund: Company's Contribution towards Employees' Provident Fund as per the Employees' Provident Fund Act.

- ❖ Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per provisions of payment of Gratuity Act, 1972.

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

RESOLVED FURTHER THAT Company Secretary of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the forging resolution."

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 Section 197 and 203 read with Part I and Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any amendment(s), modification(s) or reenactment(s) thereof for the time being in force; and pursuant to Regulation 17(6)(e) of SEBI (LODR) (Amendment) Regulations, 2018, applicable clauses of the Articles of Association of the Company and other applicable provisions, if any, upon recommendation of the Nomination and Remuneration Committee and Audit Committee, the consent of the shareholders be and is hereby accorded for the revision in managerial remuneration of Mr. Vipin Gupta, Whole Time Director designated as CFO & Executive Director of the Company for the period of 1 (One) Year with effect from 01st June 2024 to 31st May 2025, in excess of threshold limits as prescribed under Schedule V of the Companies Act, 2013 and Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (SEBI LODR Regulations) and the Rules made thereunder, as stated below:

- ❖ Basic Pay: Rs. 6,40,000 /- P.M
- ❖ HRA @ 15% per month of the Basic Pay.
- ❖ Telephone: Mobile/Telephone facility as per Company's rules.

- ❖ Leave encashment: As per Company's rules.
- ❖ Conveyance: Company's Car with Driver for Official Use.
- ❖ Reimbursement of expenses incurred for the business of the Company as per Company's rules.
- ❖ In addition to the above remuneration, he shall also be entitled to the following benefits which shall not be counted for the purpose of ceiling as per Section II of Part II of Schedule V.
- ❖ Employees' Provident Fund: Company's Contribution towards Employees' Provident Fund as per the Employees' Provident Fund Act.

- ❖ Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per provisions of payment of Gratuity Act, 1972

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

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

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

Iqbal Singh
Company Secretary

Place: Kala-Amb (HP)
Date: 9th August 2024

Registered Office :

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

NOTES:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 44th ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions/ authority, as applicable. A person can act as proxy on behalf of the Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The proxy holder shall prove his Identity at the time of attending the Meeting.
2. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act"), RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE 44th ANNUAL GENERAL MEETING IS ANNEXED HERETO.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 18th September 2024 to Tuesday, 24th September 2024 (both days inclusive) for determining the names of members eligible for dividend on equity shares, if declared at the meeting.
4. The Dividend of Rs.5 per equity share of Rs.10 each i.e. (50%) as recommended by the board in its meeting held on 27.05.2024, if approved by the members at the 44th Annual General Meeting, will be paid subject to deduction of income tax at source ('TDS'), wherever applicable, on or after Monday, 7th October 2024 as under:
 - (a) To all the beneficial owners in respect of shares held in dematerialized form as per the data made available by the NSDL and CDSL as on the close of business hours on Tuesday, 17th September 2024; and
 - (b) To all members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours Tuesday, 17th September 2024.
5. Brief details of the directors, who are seeking appointment/re-appointment if any, are annexed hereto as per requirements of regulation 36(3) of the Listing Regulations and Secretarial Standards-2 on General Meetings Issued by the Institute of Company Secretaries of India.
6. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Linkintime.
7. The Notice of the 44th Annual General Meeting along with the Annual Report for the financial year 2023-24 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the provisions of the MCA and SEBI circulars. Members may note that the Notice of 44th Annual General Meeting and Annual Report for the financial year 2023-24 will also be available on the Company's website www.ruchirapapers.com; websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at www.nseindia.com and www.bseindia.com respectively.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents, Link Intime India Private Limited for shares held in physical form, with relevant documents that may be required.

9. 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 Saturday and holiday, between 11.00 A.M. to 1.00 P.M. up to the date of the 44th Annual General Meeting.
10. Members desirous of getting any information on Accounts or other items of Agenda are requested to forward his/her queries to the Company at least 7 working days prior to the date of 44th Annual General Meeting so as to enable the Management to keep information ready.
11. Members/ Proxies attending the Meeting are requested to bring the enclosed attendance slip duly filled and may kindly be delivered at the entrance of the meeting hall.
12. SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form. The Company has complied with the necessary requirements as applicable, including sending letters to shareholders holding shares in physical form and requesting them to demat their physical holdings.
13. To comply with the above mandate, members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
14. In the case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the 44th Annual General Meeting.
15. Pursuant to section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the website of the Company) with the Company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
16. In support of the "Green Initiative", announced by the Government of India, electronic copies of the Annual Report and this Notice inter alia indicating the process and manner of e-voting along with attendance slip and proxy form are being sent by e-mail to those members whose e-mail addresses have been made available to the Depository Participants/ Company/ RTA, unless the member has specifically requested for a hard copy of the same. Members holding shares in physical form are requested to submit their e-mail address to the RTA, duly quoting their Folio number and Members holding shares in electronic form who have not registered their e-mail address with their DP are requested to do so at the earliest so as to enable the Company to send the said documents in electronic form, thereby supporting the green initiative of the MCA. Please note that the said documents will be uploaded on the website of the Company <https://www.ruchirapapers.com> and made available for inspection at the registered office of the Company during business hours as per note 9.
17. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed forms as available on the official website the Company at <https://www.ruchirapapers.com>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
18. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs if the shares are held by them in demat form and to Company's RTA if the shares are held by them in physical form in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021.

19. Members who have not claimed/received their dividend paid by the Company in respect of earlier years, are requested to write to the Company and/or Company's Registrar and Transfer Agent, Link Intime India Private Limited (LIPL). Members are requested to note that in terms of Section 125 of the Companies Act, 2013 any dividend unpaid / unclaimed for a period of 7 years from the date these first became due for payment, is to be transferred to the Central Government to the credit of the Investor Education & Protection Fund (IEPF). The details of the unclaimed dividends and the underlying shares that are liable to be transferred to IEPF are also available at the Company's website – www.ruchirapapers.com. In view of this, members/claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in.
20. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ Link Intime India Private Limited (LIPL) (in case of shares held in physical mode) and Depositories (in case of shares held in demat mode).
21. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source, by email to cs@ruchirapapers.com by 06.00 PM (IST), 15th September 2024. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to cs@ruchirapapers.com. The aforesaid declarations and documents need to be submitted by the shareholders by 06.00 PM (IST), 15th September 2024.
22. For more details on shareholders' matters, please refer to the chapter on General Shareholder Information, included in the Annual Report.
23. The route map for reaching the venue of 44th Annual General Meeting is annexed to the notice.
24. **VOTING THROUGH ELECTRONIC MEANS:** In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 44th Annual General Meeting by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the 44th Annual General Meeting ("remote e-voting") will be provided by the Link Intime India Private Limited (LIPL).
- The remote e-voting period begins on **Friday, 20th September 2024 (9.00 A.M) and ends on Monday, 23rd September 2024 (5.00 P.M)**. The e-voting module shall be disabled for voting on Monday, 23rd September 2024, at 5.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the close of working hours on Tuesday, **17th September 2024** ('Cut-off date') may cast their vote electronically. The remote e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again. The Voting rights of shareholder shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- Those Members, who did not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote during the 44th Annual General Meeting.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> “
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/

OTP and a Verification Code as shown on the screen.

- d) Post successful authentication, you will be redirected to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID : Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN : Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI : Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number : Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

*Shareholders holding shares in **NSDL form**, shall provide 'D' above

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click "confirm" (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).

4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - b. 'Investor's Name - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name

for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.

- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD :

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select 'View' icon for 'Company's Name / Event number '. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.

- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode :

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode :

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password :

Individual shareholders holding securities in physical form has forgotten the password :

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- ❖ Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- ❖ Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password :

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- ❖ Click on 'Login' under 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?'
- ❖ Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least

one special character (@!#\$&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password :

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have

Other Instructions :

- I. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Cut-off Date.
- II. The members who opt to cast their votes by remote e-voting prior to the meeting, may attend the meeting, however, shall not be entitled to cast their vote again.
- III. Mr. Sanjay Kumar Garg of M/S Sanjay Kumar Garg & Co, Cost Accountants, who has consented to act as the scrutinizer and is available for the

purpose of ascertaining the requisite majority, has been appointed as the scrutinizer to scrutinize the remote e-voting process/ballot/ poll in a fair and transparent manner.

- IV. The Chairman shall, at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot or polling paper for all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
- V. Scrutinizer shall, immediately after the conclusion of the Meeting will first count the votes cast at the Meeting and thereafter unblock the votes in the presence of at least two witnesses not in the employment of the Company and within a period not exceeding 48 hours from the conclusion of the Meeting make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman of the Company or any other person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- VI. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ruchirapapers.com and on the website of LIPL at <https://instavote.linkintime.co.in>, immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited and National Stock Exchange of India Limited.

Annexure to the Notice

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013.

ITEM NO. 5 :

The Board of Directors on the recommendation of the Audit Committee has approved the re-appointment and remuneration of M/S Sanjay Kumar Garg & Associates as Cost Auditors to conduct the audit of the Cost records of the Company for the financial year ending 31st March 2025.

In accordance with the provisions of section 148 of the Act read with the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, ratification by the members is sought for the remuneration payable to the Cost Auditors for the financial year ending 31st March 2025 by passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the aforesaid Ordinary Resolution.

Your Directors recommend the resolution set out in Item No.5 of the notice to pass as an ordinary resolution.

ITEM NO. 6 & 7

We are to inform the members of the company, that tenure of four Independent Directors of the company, Mr. Dalbir Singh, Mr. Avtar Singh, Mr. Surinder Kumar Gupta, and Mrs. Suhasini Yadav, will conclude on 24th September 2024, marking the end of their second term. As per Section 149 of the Companies Act 2013, an Independent Director can be appointed for two consecutive terms only. According to the requirements of Regulation 17 of SEBI (LODR) Regulations, 2015, the Board must have an optimum combination of Executive and Non-Executive Directors, and not less than 50% of the board of directors being Non-Executive Directors.

To fill the positions of the above directors and to maintain the optimum combination of board, based on the recommendation of the Nomination and Remuneration Committee and in compliance with Sections 149, 150, 152, and Schedule IV of

the Companies Act, 2013, along with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company, at its meeting held on August 9th, 2024, recommended the appointment of Mr. Mohanjit Singh Pooni and Mrs. Shalini Yadav as Independent Directors for a term of five consecutive years, commencing from September 25, 2024, to September 24, 2029, subject to member approval.

Both Mr. Pooni and Mrs. Yadav have confirmed their eligibility and willingness to serve as Independent Directors, as required under the Companies Act, 2013. They have also declared that they meet the independence criteria outlined in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI regulations.

Details pertaining to Mr. Pooni and Mrs. Yadav, in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are provided in the Annexure to this notice.

The Board believes that both Mr. Pooni and Mrs. Yadav fulfill the qualifications for Independent Non-Executive Directors as specified in Section 149(6) of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 16(1)(b) of the SEBI regulations. They are considered independent of the Company's management.

A draft letter detailing the terms and conditions of appointment as an Independent Director is available for inspection by shareholders at the Company's registered office during regular business hours (9:00 AM to 5:00 PM) on any workday except Saturdays, until the date of the Annual General Meeting.

Accordingly, special resolution has been proposed for seeking approval of the Members pursuant to Section 149,150,152 read with Schedule IV to the Companies Act, 2013, all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 if any.

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

Your directors recommend the resolutions set out in Item No.6 & 7 of the notice to pass as a Special resolution.

ITEM NO. 8 & 9

We are to inform the members of the company, that tenure of four Independent Directors of the company, Mr. Dalbir Singh, Mr. Avtar Singh, Mr. Surinder Kumar Gupta, and Mrs. Suhasini Yadav, will conclude on 24th September 2024, marking the end of their second term. As per Section 149 of the Companies Act 2013, an Independent Director can be appointed for two consecutive terms only. According to the requirements of Regulation 17 of SEBI (LODR) Regulations, 2015, the Board must have an optimum combination of Executive and Non-Executive Directors, and not less than 50% of the board of directors being Non-Executive Directors.

To fill the positions of the above directors and to maintain the optimum combination of board, based on the recommendation of the Nomination and Remuneration Committee and in compliance with Sections 149, 150, 152, and Schedule IV of the Companies Act, 2013, along with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company, at its meeting held on August 9th, 2024, recommended the appointment of Dr. Kamal Sharma and Mr. Tilak Raj Vanaik as Independent Directors for a term of five consecutive years, commencing from September 25, 2024, to September 24, 2029, subject to member approval.

Both Dr. Sharma and Mr. Vanaik have confirmed their eligibility and willingness to serve as Independent Directors, as required under the Companies Act, 2013. They have also declared that they meet the independence criteria outlined in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI regulations.

Additionally, while Dr. Sharma and Mr. Vanaik are currently below the age of 75 years, their appointment tenure of five years will extend beyond this age limit. As such, their continued appointment as Non-Executive Independent Directors beyond

the age of 75 requires member approval under Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details pertaining to Dr. Sharma and Mr. Vanaik, in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are provided in the Annexure to this notice.

The Board believes that both Dr. Sharma and Mr. Vanaik fulfill the qualifications for Independent Non-Executive Directors as specified in Section 149(6) of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 16(1)(b) of the SEBI regulations. They are considered independent of the Company's management.

A draft letter detailing the terms and conditions of appointment as an Independent Director is available for inspection by shareholders at the Company's registered office during regular business hours (9:00 AM to 5:00 PM) on any workday except Saturdays, until the date of the Annual General Meeting.

Accordingly, special resolution has been proposed for seeking approval of the Members pursuant to Section 149,150,152 read with Schedule IV to the Companies Act, 2013, all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(1A) and other applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

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

Your directors recommend the resolutions set out in Item No.8 & 9 of the notice to pass as a Special resolution..

ITEM NO.10 :

The Board, in view of her contribution to the Company's growth, business and the qualification and experience she holds and on recommendation of Nomination and Remuneration Committee and Audit Committee, recommends the revision in the terms of remuneration payable to her as set out in their respective resolutions.

The Board of Directors of the Company at its meeting held on 12th February 2024, on the recommendation of Nomination and Remuneration Committee and Audit Committee approved and fixed the remuneration payable to Mrs. Ruchica Garg Kumar for the period 01st April 2024 to 30th September 2026, subject to approval of the shareholders. The detail of remuneration is mentioned in the resolution as mentioned in Item No. 10 in the notice.

As per the provision of Section-II of Part-II of Schedule V of the Companies Act, 2013, a Special Resolution is required to be passed for payment of managerial remuneration; therefore approval of the members by way of a Special Resolution is sought for revision in payment of remuneration w.e.f. 01st April 2024 to 30th September 2026.

Brief particulars pursuant to Regulation 36(3) of the Listing Regulations and additional information to be given to Members in terms of Secretarial Standards on General Meetings (SS-2), of them are given in Annexure to the 44th Annual General Meeting Notice.

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

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

- (i) the proposed remuneration has been approved by Nomination and Remuneration Committee, Audit Committee and the Board;
- (ii) the Company has not defaulted in repaying any of its debts or interest payable for a continuous period of thirty days in the preceding financial year before the date of revision/re-appointment.
- (iii) a Special Resolution is being passed at the forthcoming 44th Annual General Meeting for payment of the remuneration for a period not exceeding three years;

(iv) a statement containing further information is set out in the Annexure to the Notice.

Save and except Mr. Subhash Chander Garg and their relatives who are concerned/interested this resolutions, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution(s).

Your Directors recommend the resolution set out in Item No. 10 of the notice to pass as a Special Resolution.

ITEM NO. 11

Mr. Vipin Gupta was re-appointed as Whole Time Director of the Company at the 41st Annual General Meeting of the Company held on 28th September 2021, for the period of five years w.e.f. 01st November 2021 upto 31 October 2026. He was also appointed as Chief Financial Officer of the Company by the Board on dated 28.05.2014. He is presently designated as CFO & Executive Director of the Company. The Remuneration payable to Mr. Vipin Gupta is decided annually.

The Board of Directors of the Company at its meeting held on 27th May 2024, on the recommendation of Nomination and Remuneration Committee and Audit Committee approved and fixed the remuneration payable to Mr. Vipin Gupta for the period of One (1) Year effective from 01st June 2024, subject to approval of the shareholders. The detail of remuneration is mentioned in the resolution as mentioned in Item No. 11 in the notice.

Brief particulars pursuant to Regulation 36(3) of the Listing Regulations and additional information to be given to Members in terms of Secretarial Standards on General Meetings (SS-2), of Mr. Vipin Gupta is given in Annexure to the 44th Annual General Meeting Notice.

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

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

- (i) the proposed remuneration has been approved by Nomination and Remuneration Committee, Audit Committee and the Board;
- (ii) the Company has not defaulted in repaying any of its debts or interest payable for a continuous period of thirty days in the preceding financial year before the date of revision/re-appointment;
- (iii) a Special Resolution is being passed at the forthcoming Annual General Meeting for

payment of the remuneration for a period not exceeding one year;

- (iv) a statement containing further information is set out in the Annexure to the Notice.

Except Mr. Vipin Gupta and his relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is, in any way, concerned or interested financially or otherwise, in the aforesaid Special Resolution.

Your Directors recommend the resolution set out in Item No. 11 of the notice to pass as a Special Resolution.

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

Place: Kala-Amb (HP)
Date: 9th August 2024

Iqbal Singh
Company Secretary

Registered Office :
Tirlokpur Road, Kala Amb
Distt: Sirmaur, H.P-173030

INFORMATION PURSUANT TO SS-2 OF SECRETARIAL STANDARDS ON GENERAL MEETING AND REGULATION 36(3) OF THE LISTING REGULATIONS REGARDING APPOINTMENT OR RE-APPOINTMENT OF THE DIRECTOR AND/OR FIXATION OF REMUNERATION AT THE FORTHCOMING 44th ANNUAL GENERAL MEETING.

Name of Director	Mr. Mohanjit Singh Pooni	Mrs. Shalini Yadav
Director Identification Number	05165182	05230941
Category	Non-Executive Independent Director	Non-Executive Independent Director
Nationality	Indian	Indian
Date of Birth	26.08.1966	22.04.1969
Date of re-appointment/ first appointment	NA	NA
Brief Profile and Expertise in Specific functional area	Mr. Mohan Jit Singh Pooni, having 32 years of experience in managing and growing medium to large companies. He has done his bachelor's in mechanical engineering from Thapar Institute of Engineering and Technology and an MBA in Marketing and Finance from Punjabi University, he has a strong background in business strategy, planning, and financial management. He is a Director in Vee Ess Beverages Pvt. Ltd. And former CEO of Rana Polycot Limited, he has demonstrated expertise in operations, administrative, and financial oversight, driving profitability and efficiency improvements. His experience also includes significant project management and liaison with government authorities.	Mrs. Shalini Yadav, holds a Master Degree in Social Work from Tata Institute of Social Work (TISS) and a Bachelor of Arts in Economics from Lady Shri Ram College, Delhi University. With a diverse professional background, she has experience in both non-profit and for-profit sectors in India and overseas. Shalini has successfully managed a start-up, worked in social and community development with agencies like UNICEF, WFP, and ICEF, and held corporate roles at Standard Chartered Bank and Mercer Human Resource Consulting. Her strengths include managing objectives in multi-cultural environments and blending corporate acumen with social impact expertise.
Chairman/ Member of committees of the Board of Companies of which he is a director	NIL	NIL
Shareholding as on date of Notice	NIL	NIL
Last Remuneration Drawn (Including sitting fees, if any) paid	NA	NA
Terms and Conditions of Appointment/Re-appointment	As set out in the resolution at Item No. 6	As set out in the resolution at Item No. 7

Name of Director	Mr. Mohanjit Singh Pooni	Mrs. Shalini Yadav
Relationship with Continuing Directors/ KMP inter-se	No relationship	No relationship
Number of Meeting of Board attended during the year and other directorship etc.	NA	NA
Skills and Capabilities required for the role of Independent Directors and manner in which the proposed directors meet such requirements	<p>Mr. Mohanjit Singh Pooni can significantly contribute to the board through his extensive experience in strategic planning, operational management, and financial oversight. His background in managing large-scale projects and driving business growth equips him with a strategic vision essential for guiding the company. His expertise in regulatory compliance and liaison with government authorities will be invaluable for ensuring that the company adheres to legal standards and navigates complex regulatory environments effectively. His leadership skills and technical knowledge will provide the board with a well-rounded perspective on decision-making, risk management, and strategic initiatives, thereby contributing to the company's overall governance and success.</p>	<p>Mrs. Shalini Yadav can offer valuable contributions to the board through her extensive and diverse professional experience across both the non-profit and for-profit sectors. Her entrepreneurial background demonstrates her ability to drive innovation and manage startups effectively, which can be instrumental in steering the company through growth and change. Her work with organizations such as UNICEF, WFP, and ICFE reflects her commitment to social impact and community development, providing a strong perspective on CSR and sustainable practices. Additionally, her experience in corporate roles at Standard Chartered Bank and Mercer Human Resource Consulting equips her with financial acumen, strategic insight, and expertise in human resource management. Mrs. Shalini's unique blend of entrepreneurial success, social impact focus, and corporate experience positions her to offer strategic guidance, enhance governance practices, and drive both social and financial value for the company.</p>

Name of Director	Dr. Kamal Sharma	Mr. Tilak Raj Vanaik
Director Identification Number	07334416	10713100
Category	Non-Executive Independent Director	Non-Executive Independent Director
Nationality	Indian	Indian
Date of Birth	01.04.1952	20.10.1953
Date of re-appointment/ first appointment	NA	NA
Brief Profile and Expertise in Specific functional area	<p>Dr. Kamal Sharma is a medical professional with a MS (Master of Surgery) degree from Christian Medical College, Ludhiana, earned in 1979. His extensive clinical experience includes a notable tenure at Mission Hospital, Jagadhri, from 1980 to 1986, followed by an independent practice at Sharma Hospital, where he has been serving since 1986. In addition, Dr. Sharma holds a directorship at VKR Diagnostics and Healthcare Private Limited. His deep expertise in surgery, coupled with his leadership experience in healthcare management, equips him with the knowledge and insight necessary for an impactful board position.</p>	<p>Mr. Tilak Raj Vanaik, is an accomplished professional with extensive experience in the manufacturing industry. He completed his education with a B. Com from Guru Nanak Khalsa College, Yamuna Nagar in 1972 and an LLB from JV Jain College, Saharanpur in 1975. From 1976 to 2007, he was a partner at Kasturi Lal and Sons, specializing in the production of wooden ammunition boxes and plywood. Since 2007, he has been the proprietor of TR Industries, a firm engaged in the manufacturing of brass and copper industrial sheets. His leadership extends to the educational sector, where he has served as President of Bloomburg School(s) since 2013. Mr. Vanaik's career reflects his expertise in manufacturing, business leadership, and community engagement.</p>
Chairman/ Member of committees of the Board of Companies of which he is a director	Nil	Nil
Shareholding as on date of Notice	Nil	Nil
Last Remuneration Drawn (Including sitting fees, if any)	NA	NA
Terms and Conditions of Appointment/Re-appointment	As set out in the resolution at Item No.	As set out in the resolution at Item No.
Relationship with Continuing Directors/ KMP inter-se	No relationship	No relationship
Number of Meeting of Board attended during the year and other directorship etc.	NA	NA

Name of Director	Dr. Kamal Sharma	Mr. Tilak Raj Vanaik
Skills and Capabilities required for the role of Independent Directors and manner in which the proposed directors meet such requirements	<p>Dr. Kamal Sharma can significantly contribute to the board by leveraging his extensive medical and managerial expertise. His long tenure in clinical practice and healthcare management equips him with a deep understanding of medical operations, patient care, and healthcare administration. His experience in running Sharma Hospital and his directorship at VKR Diagnostics and Healthcare Private Limited provide him with strategic insight into business practices and regulatory compliance. Dr. Sharma's expertise in medical and health services can guide the board in making informed decisions related to healthcare investments, compliance, and operational efficiency, enhancing the overall governance and strategic direction of the organization.</p>	<p>Mr. Tilak Raj Vanaik can contribute significantly on a board due to his extensive experience and diverse skill set. With over four decades in the manufacturing industry, he brings deep knowledge of production processes, supply chain management, and quality control. His tenure as a partner and later as a proprietor has sharpened his strategic planning and operational oversight abilities, making him adept at navigating complex business environments and driving growth.</p> <p>Additionally, his leadership role as President of BloomBurg School(s), Yamunanagar demonstrates his commitment to community engagement and education, and support corporate social responsibility initiatives. His legal background, with an LLB, equips him with a strong understanding of regulatory and compliance matters, ensuring sound governance practices.</p>

Name of Director	Mrs. Ruchica Garg Kumar	Mr. Vipin Gupta
Director Identification Number	09705909	05107366
Category	Executive, Promoter Group	Executive, Professional
Nationality	Indian	Indian
Date of Birth	14.06.1971	25.05.1969
Date of re-appointment/ first appointment	01.10.2022	01.11.2021
Brief Profile and Expertise in Specific functional area	<p>Mrs. Ruchica Garg Kumar, aged 53 years, is Post Graduated and has expertise in the field of marketing. She belongs to Promoter Group of Ruchira Papers Limited. She has been looking after the Marketing and Sales functions of Ruchira Papers Limited and has acquired rich marketing experience.</p>	<p>Mr. Vipin Gupta aged 55 years, is Post Graduate in Commerce and has expertise in field of taxation, finance and accounting. He has been associated with the company since 1990 and looking after the affairs of the company as a Whole Time Director since November 2011.</p> <p>He has been looking after the Taxation, Finance, Accounting and day to day operations of Ruchira Papers Limited and has acquired rich experience.</p>

Name of Director	Mrs. Ruchica Garg Kumar	Mr. Vipin Gupta
Chairman/ Member of committees of the Board of Companies of which he is a director	Nil	Ruchira Papers Limited: Member: Corporate Social Responsibility Committee, Allotment Committee.
Shareholding as on date of Notice	(3.49%) 1041750 Equity Shares.	(0.00%) 25016 Equity Shares.
Last Remuneration Drawn (Including sitting fees, if any)	Rs. 5.00 Lakh P.M. plus 15% HRA plus other benefits as approved by Shareholders vide Special Resolution dated 29.09.2023. (For remuneration details, please refer Corporate Governance Report).	Rs. 5.75 Lakh p.m. Plus 15% (HRA) plus other benefits as approved by Shareholders vide Special Resolution dated 29.09.2023. (For remuneration details, please refer Corporate Governance Report).
Terms and Conditions of Appointment/Re-appointment	Not applicable as only Change in terms of remuneration proposed.	Not applicable as only increase in remuneration proposed.
Relationship with Continuing Directors/KMP inter-se	Related to Mr. Subhash Chander Garg, Whole Time Director of the Company	No relationship
Number of Meeting of Board attended during the year and other directorship etc.	Please refer "Report on Corporate Governance" forming part of this Annual Report.	Please refer "Report on Corporate Governance" forming part of this Annual Report
Skills and Capabilities required for the role of Independent Directors and manner in which the proposed directors meet such requirements	NA	NA

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

1.	Nature of Industry	Paper Industry: The Company is engaged in the manufacturing of Kraft Paper and Writing & Printing Paper. The company's white writing & printing paper is used in the fabrication of notebooks and writing material; the coloured paper is used in the fabrication of spiral notebooks, Mogra (used in wedding card paper) and leher (used in disposable cups and bowls), shade cards, children's colouring books, and bill books etc. Kraft Paper finds its application in the packaging Industry especially for making Corrugated Boxes/Cartons, Carry Bags, Burger Boxes and for other packaging requirements.
2.	Date of commencement of commercial production	The Company is engaged in production of Kraft Paper since 1983 and of Writing and Printing Paper since 2008.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable

4.	Financial performance based on given indicators.	The Financial Results for the last three years are as follows:			
		Particulars	2023-24 (Rs. In Lakhs)	2022-23 (Rs. In Lakhs)	2021-22 (Rs. In Lakhs)
		Sales	65759.80	80270.11	61286.25
		PBT	6606.27	9064.59	4453.62
		PAT	4919.49	6762.70	3309.37
	Dividend proposed/ Paid	50.00%	50.00%	20.00%	
5.	Export Performance and Net Foreign Exchange Collection	The exports were Nil in \$ and Rs. 951.13 Lac in INR on FOB Basis in FY 2023-24.			
6.	Foreign investments or collaborators, if any.	Nil			

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

		Mrs. Ruchica Garg Kumar	Mr. Vipin Gupta, CFO & Executive Director.
1.	Background Details	Mrs. Ruchica Garg Kumar, aged 53 years, is Post Graduated and she has expertise in the field of marketing. She belongs to Promoter Group of Ruchira Papers Limited. She has been looking after the Marketing and Sales functions of Ruchira Papers Limited since 01 st July 2016 and has acquired rich marketing experience.	Mr. Vipin Gupta, aged 55 Years is working as professional Whole Time Director With the Company. He is heading the Finance and Accounts of the Company. He is associated with the Company for the past 34 Years.
2.	Past Remuneration	Rs. 5.00 Lakh P.M. plus 15% HRA plus other benefits as approved by Shareholders vide Special Resolution dated 29.09.2023. (For remuneration details, please refer Corporate Governance Report).	Rs. 5.75 Lakh p.m. Plus 15% (HRA) plus other benefits as approved by Shareholders vide Special Resolution dated 29.09.2023. (For remuneration details, please refer Corporate Governance Report).
3.	Recognition or awards.		
4.	Job Profile and his suitability.	As per (1) above	As per (1) above
5.	Remuneration proposed.	As set out in the resolution at Item No. 10 of the notice.	As set out in the resolution at Item No. 11 of the Notice.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin).	The remuneration proposed to be paid to the Director is comparable with the remuneration being paid for similar assignments in the Industry.	The remuneration proposed to be paid to the Director is comparable with the remuneration being paid for similar assignments in the Industry.

		Mrs. Ruchica Garg Kumar	Mr. Vipin Gupta, CFO & Executive Director.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any.	Beside the remuneration proposed and their Shareholding, no pecuniary relationship with the Company except that Mr. Subhash Chander Garg, father.	Beside the remuneration proposed and their Shareholding, no pecuniary relationship with the Company.

III. OTHER INFORMATION:

1.	Reasons of inadequate profits	While the year has witnessed notable growth in profitability and production, it's important to note that the proposed remuneration does not fall within the limits specified for managerial remuneration as per Section 197 and Schedule V of the Companies Act, 2013.
2.	Steps taken or proposed to be taken for improvement	The Company continued its growth journey through expansions and setting up of Writing & Printing Paper unit in 2008. The Company achieved turnover of Rs.657.59 Crore during FY 2023-24. During FY 2023-24, the company has witnessed volume growth 149198 MT compared to 146758 MT in FY 2022-23 and qty sold 148373 MT in FY 2023-24 compared to 146965 MT in FY 2022-23. During FY 2023-24, the Company did not undertake any major expansions but focused on continuous debottlenecking in our production process, resulting in increased production. Additionally, the Company has taken several initiatives to improve efficiency parameters and build a formidable brand position. We are also in the process of increasing production capacity of Writing and Printing segment through modifications in the paper machine of Writing and Printing unit. This modification is expected to be completed by July 2025.
3.	Expected increase in productivity and profits in measurable terms	During the FY 2023-24 the Company achieved total production growth 149198 MT compared to 146758 MT 2022-23. However, the EBITDA margins reduced because of fall in Net Average Sales Realization (NSR), the NSR of Writing and Printing Paper decreased to Rs. 71414 PMT in FY 2023-24 from Rs. 83619 PMT in FY 2022-23 and the NSR of Kraft Paper to Rs. 28315 PMT in FY 2023-24 from 35579 PMT in FY 2022-23. We are expected to increase in productions of both units, along with increase in revenue and profits in current FY i.e. 2024-25.

IV. DISCLOSURE

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

RUCHIRA PAPERS LIMITED

CIN: L21012HP1980PLC004336

Regd. Office: Tirlokpur Road, Kala Amb, Himachal Pradesh-173030

Phone: 91-8053800897, Email- investor@ruchirapapers.com, cs@ruchirapapers.com

ATTENDANCE SLIP

(To be presented at the entrance)

44th Annual General Meeting on Tuesday, 24th September 2024 at 12.00 PM.

DP ID	
Client ID	

Folio No.	
No. of Shares	

Name of the Shareholder/Proxy
(IN BLOCK LETTERS)

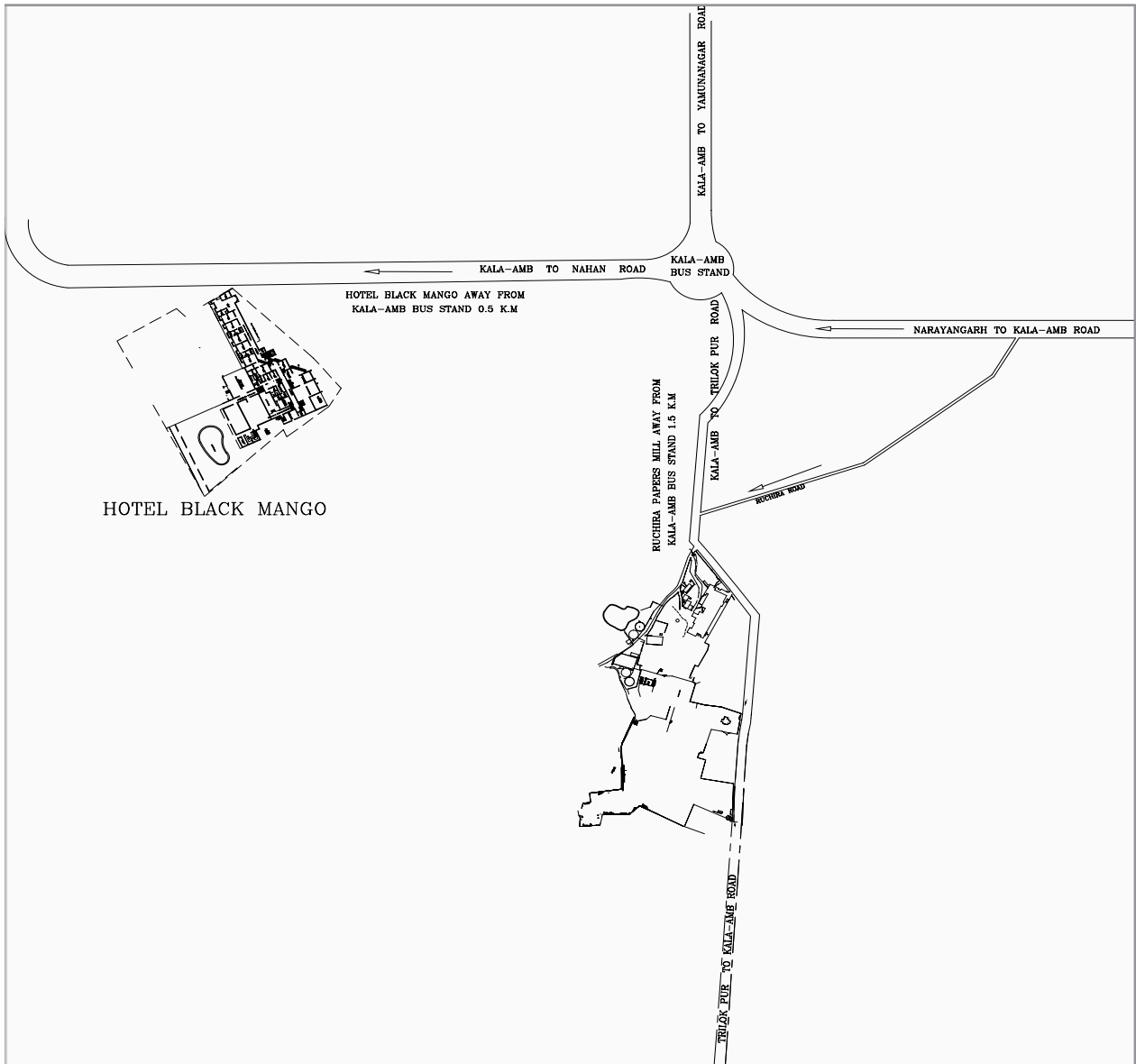
I hereby record my presence at the 44th Annual General Meeting of the Company being held at Hotel Black Mango, Nahan Road, Kala-Amb, Distt. Sirmour (H.P.) 173030 on **Tuesday, 24th September 2024 at 12.00 PM**. I certify that i am a registered shareholder/ proxy for the registered shareholder of the Company.
I hereby record my presence at 44th Annual General Meeting of the Company.

Signature of Shareholder/Proxy

Notes :

Please refer the instructions printed under the notes to the notice convening the 44th Annual General Meeting of the Company.

AGM VENUE ROUTE MAP



RUCHIRA PAPERS LIMITED

CIN: L21012HP1980PLC004336

Regd. Office: Tirlokpur Road, Kala Amb, Himachal Pradesh-173030

Phone: 91-8053800897, Email- investor@ruchirapapers.com, cs@ruchirapapers.com

PROXY FORM

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

Name and Registered Address of the member(s):	
---	--

Folio No./ Client Id No.:	
DP ID No.:	
Email Id:	

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

- 1)of.....having email id.....or failing him
- 2)of.....having email idor failing him
- 3)of.....having email id

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 44th Annual General Meeting of the Company to be held on Tuesday, 24th September 2024 at 12.00 PM at Hotel Black Mango, Nahan Road, Kala-Amb and at any adjournment thereof in respect of such resolutions as are indicated below :

SR. NO.	RESOLUTIONS
ORDINARY BUSINESS	
1.	To receive, consider and adopt the audited financial statement of the Company for the financial year ended 31 st March 2024 together with the reports of Board of Directors and Independent Auditor's thereon.
2.	To declare a dividend of Rs.5/- per Equity share of Rs.10/- each, as recommended by the Board of Directors at its meeting held on May 27, 2024, for financial year ended March 31, 2024.
3.	To appoint a Director in place of Mr. Subhash Chander Garg (DIN: 01593104), who retires by rotation and, being eligible, offers himself for re-appointment.
4.	To appoint a Director in place of Mr. Umesh Chander Garg (DIN: 01593400), who retires by rotation and, being eligible, offers himself for re-appointment.
SPECIAL BUSINESS	
5.	Ratification of remuneration of Cost Auditor for the financial year ending 31 st March 2025.
6.	To approve the appointment of Mr. Mohanjit Singh Pooni as a Non-Executive Independent Director of the company.
7.	To approve the appointment of Mrs. Shalini Yadav as a Non-Executive Independent Director of the company.

SR. NO.	RESOLUTIONS
8.	To approve the appointment of Mr. Kamal Sharma as a Non-Executive Independent Director of the company.
9.	To approve the appointment of Mr. Tilak Raj Vanaik as a Non-Executive Independent Director of the company.
10.	Approval for revision in terms of Managerial Remuneration payable to Mrs. Ruchica Garg Kumar, Director Marketing of the Company.
11.	Approval for revision in Managerial Remuneration payable to Mr. Vipin Gupta, CFO & Executive Director of the Company.

Affix Revenue Stamp of Rs.1/-

Signed this.....day of.....2024

Signature of Shareholder.....Signature of Proxy holder.....

Note :

This proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.