



COMMITTED TO THE EARTH

www.ruchirapapers.com

**RPL/CS/BSE/NSE/2022-23/**

**5<sup>th</sup> September 2022**

**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 42<sup>nd</sup> ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON THURSDAY, 29<sup>TH</sup> SEPTEMBER 2022 AT 12:00 P.M.-**

Notice of 42<sup>nd</sup> Annual General Meeting of the Company to be held on Thursday, 29<sup>th</sup> September 2022 through Video Conferencing (VC)/ Other Audio Visual means (OAVM) 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

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# NOTICE

NOTICE is hereby given that the 42nd ANNUAL GENERAL MEETING of Members of RUCHIRA PAPERS LIMITED will be held on Thursday, 29th September 2022 at 12.00 PM through Video Conferencing (VC)/ Other Audio Visual means (OAVM) 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 2022 together with the reports of Board of Directors and Independent Auditor's thereon.
2. To declare a dividend on equity shares for the financial year ended 31st March 2022.
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.

## SPECIAL BUSINESS:

4. **Issue of Bonus Shares by way of capitalization of Reserves and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") [including any statutory modification(s) or reenactment(s) thereof, for the time being in force] and other applicable regulations, rules and guidelines issued by SEBI, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company ("the Board"), which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of a sum not exceeding 2,71,31,810/- (Rupees Two Crore Seventy One Lakh Thirty One thousand Eight Hundred Ten

Only) from and Out of free reserves and/or securities premium account for the purpose of issue of bonus equity shares of Rs. 10/- (Rupees Ten only) each, credited as fully paid-up equity shares to the holders of existing equity share(s) of the company whose names appear in the Register of Members on a 'Record Date' to be determined by the Board for this purpose, in the proportion of 1:10 i.e. 1 (One) new fully paid-up equity share of Rs. 10/- (Rupees Ten only) each for every 10 (Ten) existing fully paid-up equity shares of Rs.10/- (Rupees Ten only) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

**RESOLVED FURTHER THAT** the bonus equity shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

**RESOLVED FURTHER THAT** in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board of Directors who would hold them in trust for such Members and shall, as soon as possible, sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expense in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.

**RESOLVED FURTHER THAT** the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** in the case of Members who hold equity shares or opt to receive equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the share certificate(s) in respect of the bonus equity shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

**RESOLVED FURTHER THAT** the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) and other Foreign Investors, shall be subject to the compliance of Foreign Exchange Management Act / RBI / other regulatory approvals as may be necessary in this regard.

**RESOLVED FURTHER THAT** Mr. Vipin Gupta, CFO and Executive Director and/or Company Secretary be and are hereby severally authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the shares of the Company are presently listed as per the provisions of the SEBI LODR Regulations and other applicable regulations, rules and guidelines.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Vipin Gupta, CFO and Executive Director and/or Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt whatsoever that may arise with regard to issue, allotment, distribution and listing of shares as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

5. **Ratification of remuneration of Cost Auditor for the financial year ending 31st March 2023 and in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the members be and is hereby accorded for ratification of remuneration of Rs.75,000/- (Rupees Seventy Five 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 2023."

6. **Approval for Material Related Party Transaction(s) and in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of

the Company Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date, and other applicable Rules, if any, Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") read with SEBI Circulars SEBI/HO/CFD/CMD1/ CIR/P/2022/40 dated March 30, 2022 and SEBI/HO/CFD/ CMD1/CIR/P/2022/47 dated April 8, 2022 and other relevant circulars ("SEBI Circulars") and the Company's policy on Related Party Transactions and based on recommendation of the Audit Committee and the Board of Directors, consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into material Contract(s)/Arrangement(s)/ Transaction(s), including any modifications, alternations or amendments thereto, as mentioned in detail in the Explanatory Statement annexed herewith, with Jasmer Pack Limited, a related party within the meaning of section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase of raw material and sale of Finished goods/scrap/ other by-product(s), on such term(s) and condition(s) as Audit committee and/or Board of Directors may deem fit, up to maximum aggregate value of Rs. 100 Crore (Rupees Hundred Crore Only) during the F.Y. 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by above resolutions to any Director or to any Committee of Directors or any other executive(s)/ officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the forgoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

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

"**RESOLVED THAT** pursuant to the provisions of Section 197 read with Part I and Section II of Part II of Schedule V and other applicable provisions, if any,

of the Companies Act, 2013, applicable clauses of the Articles of Association of the Company, pursuant to recommendation of the Audit Committee and Nomination & Remuneration Committee, and subject to other requisite approvals, if any, the consent of the members be and is hereby accorded to fix the managerial remuneration of Mr. Vipin Gupta, CFO & Executive Director of the Company, w.e.f. 1st June 2022 for the period of One Year i.e. up to 31st May 2023 on such terms and conditions including remuneration, in case of absence of profits or if the Company has inadequate profits, as stated below:

- Basic Pay: Rs. 5,10,000/- P.M (Rs. Five Lakh and Ten Thousand Only)
- HRA @ 15% per month of the Basic Pay.
- Telephone: Mobile/Telephone facility as per Company's rules.
- Leave encashment as per Company's rules.
- Conveyance: Company's Car with Driver for Official Use.
- Reimbursement of expenses incurred for the business of the Company as per Company's rules.

In addition to the above remuneration, he shall also be entitled to the following benefits which shall not be counted for the purpose of Ceiling as per Section II of Part II of Schedule V.

- Employees' Provident Fund: Company's Contribution towards Employees' Provident Fund as per the Employees' Provident Fund Act.
- Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per provisions of payment of Gratuity Act, 1972.

Notwithstanding anything contrary contained herein, the Company will pay above remuneration as "minimum remuneration" as per the limits specified in paragraph (A) as laid down under Section II of Part II of Schedule V to the Companies Act, 2013.

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

**RESOLVED FURTHER THAT** any one of the Directors of the Company and/or Company Secretary be and

is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to this resolution."

8. **To approve the appointment and remuneration of Mrs. Ruchica Garg Kumar as Whole Time Director and in this regard, to consider and, if thought fit, to pass the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of Articles of Association of the Company, Regulation 17(6)(e) and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to the recommendation of the Nomination and Remuneration Committee and Audit Committee, consent of the members be and is hereby accorded for the appointment of Mrs. Ruchica Garg Kumar (DIN:09705909), Whole Time Director designated as Director Marketing of the company, for a period of 5 (five) years commencing from 01st October 2022 till 30th September 2027, with his period of office shall be liable to determination by retirement of rotation.

**RESOLVED FURTHER THAT** consent of the members be and is hereby accorded for the payment of remuneration to Mrs. Ruchica Garg Kumar for the period of 3 (Three) years with effect 01st October 2022 till 30th September 2025, on such terms and conditions including remuneration, in case of absence of profits or if the Company has inadequate profits, as stated below:

- Basic Salary: Rs. 4,00,000/- (Rs. Four Lakh Only) per month.
- House Rent Allowance @ 15% of the Basic Salary.
- Telephone: Mobile/Telephone facility as per Company's rules.
- Leave encashment as per Company's rules.
- Conveyance: Company's Car with Driver for Official Use.
- Reimbursement of expenses incurred for the business of the Company as per Company's rules.

In addition to the above remuneration, he shall also be entitled to the following benefits which shall not be

counted for the purpose of Ceiling as per Section II of Part II of Schedule V.

- Employees' Provident Fund: Company's Contribution towards Employees' Provident Fund as per the Employees' Provident Fund Act.
- Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per provisions of payment of Gratuity Act, 1972.

Notwithstanding anything contrary contained herein, the Company will pay above remuneration as "minimum remuneration" as per the limits specified in paragraph (A) as laid down under Section II of Part II of Schedule V to the Companies Act, 2013.

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

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

9. **To approve the appointment and remuneration of Mr. Deepan Garg as Whole Time Director and in this regard, to consider and, if thought fit, to pass the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of Articles of Association of the Company, Regulation 17(6)(e) and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to the recommendation of the Nomination and Remuneration Committee and Audit Committee, consent of the members be and is hereby accorded for the appointment of Mr. Deepan Garg (DIN: 01593003), Whole Time Director designated as Director Technical of the company, for a period of 5 (five) years commencing from 01st October 2022 till 30th September 2027, with his period

of office shall be liable to determination by retirement of rotation.

**RESOLVED FURTHER THAT** consent of the members be and is hereby accorded for the payment of remuneration to Mr. Deepan Garg for the period of 3 (Three) years with effect 01st October 2022 till 30th September 2025, on such terms and conditions including remuneration, in case of absence of profits or if the Company has inadequate profits, as stated below:

- Basic Salary: Rs. 4,00,000/- (Rs. Four Lakh Only) per month.
- House Rent Allowance @ 15% of the Basic Salary.
- Telephone: Mobile/Telephone facility as per Company's rules.
- Leave encashment as per Company's rules.
- Conveyance: Company's Car with Driver for Official Use.
- Reimbursement of expenses incurred for the business of the Company as per Company's rules.

In addition to the above remuneration, he shall also be entitled to the following benefits which shall not be counted for the purpose of Ceiling as per Section II of Part II of Schedule V.

- Employees' Provident Fund: Company's Contribution towards Employees' Provident Fund as per the Employees' Provident Fund Act.
- Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per provisions of payment of Gratuity Act, 1972.

Notwithstanding anything contrary contained herein, the Company will pay above remuneration as "minimum remuneration" as per the limits specified in paragraph (A) as laid down under Section II of Part II of Schedule V to the Companies Act, 2013.

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

**RESOLVED FURTHER THAT** any one of the Directors of the Company and/ or Company Secretary be and is hereby authorized to take such steps and to do



all such acts, deeds, matters and things as may be required to give effect to this resolution.”

**10. To approve the appointment and remuneration of Mr. Daljeet Singh Mandhan as Whole Time Director and in this regard, to consider and, if thought fit, to pass the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to provisions of Sections 196,197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of Articles of Association of the Company, Regulation 17(6)(e) and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to the recommendation of the Nomination and Remuneration Committee and Audit Committee, consent of the members be and is hereby accorded for the appointment of Mr. Daljeet Singh Mandhan (DIN: 02633421), Whole Time Director designated as Director Commercial of the company, for a period of 5 (five) years commencing from 01st October 2022 till 30th September 2027, with his period of office shall be liable to determination by retirement of rotation.

**RESOLVED FURTHER THAT** consent of the members be and is hereby accorded for the payment of remuneration to Mr. Daljeet Singh Mandhan for the period of 3 (Three) years with effect 01st October 2022 till 30th September 2025, on such terms and conditions including remuneration, in case of absence of profits or if the Company has inadequate profits, as stated below:

- Basic Salary: Rs. 4,00,000/- (Rs. Four Lakh Only) per month.
- House Rent Allowance @ 15% of the Basic Salary.
- Telephone: Mobile/Telephone facility as per Company's rules.
- Leave encashment as per Company's rules.
- Conveyance: Company's Car with Driver for Official Use.
- Reimbursement of expenses incurred for the business of the Company as per Company's rules.

In addition to the above remuneration, he shall also be entitled to the following benefits which shall not be counted for the purpose of Ceiling as per Section II of Part II of Schedule V.

- Employees' Provident Fund: Company's Contribution towards Employees' Provident Fund as per the Employees' Provident Fund Act.
- Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per provisions of payment of Gratuity Act, 1972.

Notwithstanding anything contrary contained herein, the Company will pay above remuneration as “minimum remuneration” as per the limits specified in paragraph (A) as laid down under Section II of Part II of Schedule V to the Companies Act, 2013.

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

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

**11. To appoint Mr. Ashwani Kumar Agarwal as Non-Executive Independent Director and in this regard, to consider and, if thought fit, to pass the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Ashwani Kumar Agarwal (DIN 09704732), be and is hereby appointed as an 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 01st October 2022 till 30th September 2027 on the Board of the Company.

**RESOLVED FURTHER THAT** any one of the Directors of the Company and/or Company Secretary be and

is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to this resolution.”

12. **To appoint Mr. Kapil Gupta as Non-Executive Independent Director and in this regard, to consider and, if thought fit, to pass the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including

any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Kapil Gupta (DIN 00650724), be and is hereby appointed as an 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 01st October 2022 till 30th September 2027 on the Board of the Company.

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

Place: Kala-Amb (HP)  
Date: 30th August 2022

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

By order of the Board For Ruchira Papers Limited

Iqbal Singh  
Company Secretary  
CIN: L21012HP1980PLC004336  
Website: www.ruchirapapers.com

**NOTES:-**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2022, 13 January 2021 and 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 15 January 2021 and 12 May 2020 permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM.
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 ANNUAL GENERAL MEETING IS ANNEXED HERETO.
3. The Cut off Date for E-voting will be 22.09.2022 for the purpose of AGM for the year ended 31st March 2022.
4. The Dividend of Rs.2 per equity share of Rs.10 each i.e. (20%), If declared by the members at the AGM, will be paid subject to deduction of income tax at source ('TDS'), wherever applicable, on or after Wednesday, 12th October 2022 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 Saturday 10th September 2022; 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 Saturday 10th September 2022;
5. The deemed venue for 42nd AGM shall be the registered office of the Company.
6. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to sanjay\_garg2001@yahoo.com with a copy marked to company at cs@ruchirapapers.com.
8. Brief details of the directors, who are seeking appointment/re-appointment, 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.
9. The facility of joining the AGM through VC/OAVM will be opened 30 minutes before and will remain open upto 15 minutes after the scheduled start time of the AGM, and will be available for 1,000 members on a first-come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors etc.
10. Institutional Investors, who are members of the Company are encouraged to attend and vote at the 42nd AGM of the Company.
11. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. 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.
13. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2021-22 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the



aforesaid MCA Circulars and circular issued by SEBI dated May 5, 2022 January 15, 2021 and May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2021-22 will also be available on the Company's website [www.ruchirapapers.com](http://www.ruchirapapers.com); websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

14. 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.
15. 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 of letters to shareholders holding shares in physical form and requesting them to demat their physical holdings.
16. 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.
17. In 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 AGM.
18. The statutory documents of the Company and/ or the documents referred to in this Notice shall be available for inspection by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect can send an email at [cs@ruchirapapers.com](mailto:cs@ruchirapapers.com).
19. For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance at [cs@ruchirapapers.com](mailto:cs@ruchirapapers.com) up to 26th September 2022 mentioning their name, demat account no./Folio no., e-mail Id, mobile number etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.
20. 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.
21. SEBI has, vide the Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021, mandated the furnishing of PAN, Address with PIN, email address, mobile number, bank account details and nomination by holders of physical securities. Folios, wherein any one of the cited document / details are not available on or after April 1, 2023, shall be frozen by the Registrars and Transfer Agent of the Company (RTA). The Shareholders are hereby requested to kindly furnish their PAN, Address with PIN, email address, mobile number, bank account details and nomination by holders of physical securities. The forms are duly available on the official website of the Company at <https://www.ruchirapapers.com>.
22. 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.
23. 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.

24. 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](http://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](http://www.iepf.gov.in). The unpaid interim dividend amount for the year ended 31st March 2014, has already been transferred to Investor Education and Protection Fund on dated 13.11.2021.
25. 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).
26. 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](mailto:cs@ruchirapapers.com) by 06.00 PM (IST), 15th

September 2022. 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](mailto:cs@ruchirapapers.com). The aforesaid declarations and documents need to be submitted by the shareholders by 06.00 PM (IST), 15th September 2022.

27. For more details on shareholders' matters, please refer to the chapter on General Shareholder Information, included in the Annual Report.
28. Since the meeting will be conducted through VC/OAVM facility, the Route Map is not annexed in this Notice.
29. 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 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 AGM ("remote e-voting") will be provided by the Link Intime India Private Limited (LIPL).

The facility for e-voting shall also be made available during the AGM and the members attending the AGM through VC/OVAM, who have not already cast their vote by remote e-voting, may exercise their right to vote during the AGM through the LIPL portal.

The remote e-voting period begins on Monday, 26th September 2022 (9.00 a.m) and ends on Wednesday, 28th September 2022 (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 Thursday, 22nd September 2022 ('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. Instructions for e-voting and joining the Annual General Meeting are as follows:

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:**

1. Individual Shareholders holding securities in demat mode with NSDL
  1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website

for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL
  1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
  2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
  3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
  4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your 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. Open the internet browser and launch the 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:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto: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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 22- 23058542-43.

### Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical 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>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o 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 minimum 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

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 voted on the resolution(s) for a particular "Event".

### Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
- Select the "Company" and 'Event Date' and register with your following details: -
  - A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/

Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

- Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

### Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 5 working days in advance with the company on email id at [cs@ruchirapapers.com](mailto:cs@ruchirapapers.com)
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.



Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you

will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

#### Other Instructions:

- a) 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 voting at the AGM and remote e-voting process in a fair and transparent manner.
- b) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast prior to the AGM) and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same.
- c) The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.ruchirapapers.com](http://www.ruchirapapers.com) and on the website of Link Intime <https://instavote.linkintime.co.in> immediately. The Company shall simultaneously communicate the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

## ANNEXURE TO THE NOTICE

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

#### ITEM NO. 04:

In appreciation of continuing support from shareholders of the Company, as recommended by the Audit, the Board of Directors at its meeting held on 30th August 2022, subject to consent of the Members of the Company, approved and recommended issue of bonus equity share of Rs. 10/- (Rupees Ten only) each as fully paid-up to eligible members of the Company in the proportion of 1:10 i.e. 1 (One) new fully paid-up equity share of Rs. 10/- (Rupees Ten only) each for every 10 (Ten) existing fully paid-up equity shares of Rs.10/- (Rupees Ten only) each held by them, by capitalizing a sum not exceeding Rs. 2,71,31,810/- (Rupees Two Crore Seventy One Lakh Thirty One Thousand Eight Hundred Ten only) out of Free reserves and securities premium account of the Company.

Articles of Association of the Company permits capitalization out of securities premium account for the purpose of issue of bonus equity shares. In case of fractional entitlements arising out of the issue of bonus equity shares, the Board will make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to allotment of total number of new equity shares representing such fractions to a person(s) to be appointed by the Board who would hold them in trust for such Members and shall, as soon as possible, sell such equity shares at the prevailing market rate and the net sale proceeds of such shares, after adjusting the cost and the expense in respect thereof, shall be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus shares of the Company requires approval of the Members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the passing of Ordinary Resolution set forth at Item Nos. 4 of the notice for approval by the members.

#### 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 2023.

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 2023 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.

The Board recommends the passing of Ordinary Resolution set forth at Item Nos. 5 of the notice for approval by the members.

#### ITEM NO. 6:

Approval of Material Related Party Transactions under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ('LODR Regulations') was amended vide notification dated November 9,2021, related party transactions (RPTs) and the materiality threshold for seeking shareholder approval with effect from April 1, 2022, i.e. if transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. The Material Related Party Transactions requires approval of the Shareholders by passing an Ordinary Resolution and in respect of voting on such resolution(s), all the related parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not, pursuant to Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Jasmer Pack Limited is Related Party as defined under Section 2 (76) of the Companies Act, 2013 and/ or under applicable accounting standards.

Your Company is engaged in the manufacturing of kraft paper which is used in packaging industry and Jasmer Pack Ltd is engaged in Manufacturing, supplying and trading a wide range of high quality cardboard and corrugated boxes, Considering the nature of business of your Company and the transactions with Jasmer Pack Ltd are of continuous in nature and are being made in the Ordinary Course of Business at an arm's length basis.

Hence approval of the Shareholders is being sought as the value of transaction(s) may exceeds the materiality threshold limit, as provided under the SEBI (LODR) Regulations, 2015, your approval is being sought for the Related Party Transactions as set out in the resolution for the financial year 2022-23. The other related information as envisaged under the Act and SEBI Regulations, 2015 are furnished hereunder:

Sl. No.	Description	Details of proposed RPTs between the company and Jasmer Pack Ltd
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Jasmer Pack Limited, Relationship- Directors and Shareholders of Jasmer Pack Ltd are relatives of Mr. Jatinder Singh Promoter and Director of Ruchira Papers Limited.
2	Type, material terms and particulars of the proposed transactions	Sale of Finished Goods/scrap/other by-product(s) and Purchase of Raw Material/packing material
3	Tenure of the proposed transaction (particular tenure shall be specified);	The Contact/agreement/arrangement shall be for a period of one year and shall be extended for further periods as mutually agreed by the parties.
4	Value of the proposed transaction;	100 crore
5	The percentage of the company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	16.32%
6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: nature of indebtedness, cost of funds and tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable
7	Name of the Director or KMP who is related, if any	None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested financially or otherwise in the Item No. 6 of the Notice, except Mr. Jatinder Singh, Whole Time director and Mr. Daljeet Singh, Proposed Whole Time Director is concerned or interested in the transaction entered between this Company.

The Board recommends the passing of Ordinary Resolution set forth at Item Nos. 06 of the notice for approval by the members.

## ITEM NO. 07

Mr. Vipin Gupta was re-appointed as Whole Time Director of the Company at the Annual General Meeting of the Company held on 28th September 2021, for the period of five years w.e.f. 01st November 2021. 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 2022, on the recommendation of Nomination and Remuneration Committee and Audit Committee fixed the remuneration payable to Mr. Vipin Gupta for the period of One (1) Year effective from 01st June 2022, subject to approval of the shareholders. The detail of remuneration is mentioned in the resolution as mentioned in Item No. 7 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 AGM Notice.

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

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

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

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.

The Board recommends the passing of Special Resolution set forth at Item Nos. 7 of the notice for approval by the members.

## ITEM NO. 8,9 & 10:

Mrs. Ruchica Garg Kumar was appointed as Vice President-Marketing on 01.07.2016 whereas Mr. Deepan Garg and Mr. Daljeet Singh Mandhan was appointed as Vice President-Technical and Vice President-Commercial respectively on 01.04.2013. Considering their vast experience and deep knowledge of the business in which the Company operates and also contribution made by them towards growth of the Company, the Board of Directors at its meeting held on 13th August 2022, on the recommendations of the Audit Committee and Nomination & Remuneration Committee approved the appointment of Mrs. Ruchica Garg Kumar (promoted and designated as Director Marketing), Mr. Deepan Garg (promoted and designated as Director Technical) and Mr. Daljeet Singh Mandhan (promoted and designated as Director Commercial), as Whole Time Directors of the company for the period of five years w.e.f. 01st October 2022 till 30th September 2027, with his period of office shall be liable to determination by retirement of rotation, subject to approval of the shareholders.

Further the Board of Directors at its meeting held 13th August 2022 on the recommendation of Nomination and Remuneration Committee and Audit Committee has approved the remuneration payable to them for the period of three years i.e. w.e.f. 01st October 2022 till 30th September 2027. The detail of remuneration payable is mentioned in their respective resolutions itself.

Brief particulars pursuant to Regulation 36(3) of the Listing Regulations and additional information to be given to Members in terms of Secretarial Standards on General Meetings (SS-2), of Mrs. Ruchica Garg Kumar, Mr. Deepan Garg and Mr. Daljeet Singh Mandhan is given in Annexure to the AGM Notice.

Except Mrs. Ruchica Garg Kumar, Mr. Deepan Garg and Mr. Daljeet Singh Mandhan and their 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.

The Board recommends the passing of Special Resolutions set forth at Item Nos. 8 to 10 of the notice for approval by the members.

## ITEM NO. 11 & 12:

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company at its meeting held on 13th August 2022 recommended for approval of

the members, the appointment of Mr. Ashwani Kumar Agarwal and Mr. Kapil Gupta as an Independent Directors for the term of five consecutive years commencing from 01st October 2022 to 30th September 2027. The above Independent Directors are eligible for appointment as an Independent Director and have offered themselves for appointment.

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

In the opinion of the Board, all independent Directors fulfills the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification

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

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

The Board recommends the passing of Special Resolutions set forth at Item Nos. 11 & 12 of the notice for approval by the members.

Place: Kala-Amb (HP)  
Date: 30th August 2022

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

By order of the Board For Ruchira Papers Limited

Iqbal Singh  
Company Secretary  
CIN: L21012HP1980PLC004336  
Website: [www.ruchirapapers.com](http://www.ruchirapapers.com)



**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 ANNUAL GENERAL MEETING.**

<b>Name of Director</b>	<b>Mr. Subhash Chander Garg</b>	<b>Mr. Vipin Gupta</b>
Director Identification Number	01593104	05107366
Category	Executive, Promoter	Executive, Professional
Nationality	Indian	Indian
Date of Birth	02.06.1942	25.05.1969
Date of re-appointment/first appointment	01.09.2020	01.11.2021
Brief Profile and Expertise in Specific functional area	<p>Mr. Subhash Chander Garg, aged 80 years, is Law graduate and has expertise in the field of taxation and marketing. He is one of the Promoters of Ruchira Papers Limited and has been looking after the affairs of the company as a Whole Time Director.</p> <p>He has been looking after the Taxation, Marketing and Sales functions of Ruchira Papers Limited since its inception and has acquired rich marketing experience.</p>	<p>Mr. Vipin Gupta aged 53 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>
Chairman/ Member of committees of the Board of Companies of which he is a director	Ruchira Papers Limited: Member: Stakeholders Relationship Committee & Corporate Social Responsibility Committee.	Ruchira Papers Limited: Member: Corporate Social Responsibility Committee, Allotment Committee.
Shareholding as on 31.03.2022	936170 Equity Shares.	22742 Equity Shares.
Last Remuneration Drawn (Including sitting fees, if any) paid as on 31.03.2022.	Rs. 16.00 Lakh p.m. Plus 20% (HRA) plus other benefits as approved by Shareholders vide Special Resolution dated 25.09.2020. (For remuneration details, please refer Corporate Governance Report).	Rs. 4.60 Lakh p.m. Plus 15% (HRA) plus other benefits as approved by Shareholders vide Special Resolution dated 28.09.2021. (For remuneration details, please refer Corporate Governance Report).
Terms and Conditions of Appointment/Re-appointment	As set out in the resolution at Item No. 03 of the Notice of the AGM.	As set out in the resolution at Item No. 07 of the Notice of the AGM.
Relationship with other Directors/KMP inter-se	Related to Mr. Umesh Chander Garg, Managing Director of the Company and Mrs. Ruchica Garg Kumar (Proposed Whole Time Director)	Nil
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

<b>Name of Director</b>	<b>Mrs. Ruchica Garg Kumar</b>	<b>Mr. Deepan Garg</b>
Director Identification Number	09705909	01593003
Category	Executive, Promoter Group	Executive, Promoter Group
Nationality	Indian	Indian
Date of Birth	14.06.1971	09.02.1975
Date of re-appointment/first appointment	NA	NA
Brief Profile and Expertise in Specific functional area	<p>Mrs. Ruchica Garg Kumar, aged 51 years, is Post Graduated and has expertise in the field of marketing. She belongs to Promoter Group of Ruchira Papers Limited and has been looking after the affairs of the company as a Vice President-Marketing.</p> <p>He has been looking after the Marketing and Sales functions of Ruchira Papers Limited since 01st July 2016 and has acquired rich marketing experience.</p>	<p>Mr. Deepan aged 47 years, is Graduate in Engineering and has expertise in field of Mechanical. He belongs to Promoter Group of Ruchira Papers Limited and has been associated with the company since 01st April 2013 and looking after the affairs of the company as a Vice President-Technical.</p> <p>He has been looking after the Production, Maintenance and Technical aspects of the Ruchira Papers Limited since 01st April 2013 and has acquired rich experience in technical and mechanical field.</p>
Chairman/ Member of committees of the Board of Companies of which he is a director	Nil	Nil
Shareholding as on 31.03.2022	756004 Equity Shares.	766959 Equity Shares.
Last Remuneration Drawn (Including sitting fees, if any) paid as on 31.03.2022.	Rs. 4.00 Lakh P.M. plus 15% HRA plus other benefits as approved by the shareholders vide special resolution dated 21.09.2017 in the capacity of Vice President, Marketing.	Rs. 4.00 Lakh P.M. plus 15% HRA plus other benefits as approved by the shareholders vide special resolution dated 21.09.2017 in the capacity of Vice President, Technical.
Terms and Conditions of Appointment/Re-appointment	As set out in the resolution at Item No. 08 of the Notice of the AGM.	As set out in the resolution at Item No. 09 of the Notice of the AGM.
Relationship with other Directors/KMP inter-se	Related to Mr. Subhash Chander Garg, Whole Time Director of the Company	Related to Mr. Umesh Chander Garg, Managing Director of the Company
Number of Meeting of Board attended during the year and other directorship etc.	NA	NA

Name of Director	Mr. Daljeet Singh Mandhan
Director Identification Number	02633421
Category	Executive, Promoter Group
Nationality	Indian
Date of Birth	19.03.1987
Date of re-appointment/first appointment	NA
Brief Profile and Expertise in Specific functional area	<p>Mr. Daljeet Singh Mandhan, aged 35 years, is Graduate and has expertise in the field of Commercial Procurement. He belongs to Promoter Group of Ruchira Papers Limited and has been looking after the affairs of the company as a Vice President-Commercial.</p> <p>He has been looking after the Procurement department of Ruchira Papers Limited since 01st April 2013 and has acquired rich experience.</p>
Chairman/ Member of committees of the Board of Companies of which he is a director	Nil
Shareholding as on 31.03.2022	413093 Equity Shares.
Last Remuneration Drawn (Including sitting fees, if any) paid as on 31.03.2022.	Rs. 4.00 Lakh P.M. plus 15% HRA plus other benefits as approved by the shareholders vide special resolution dated 21.09.2017 in the capacity of Vice President, Commercial.
Terms and Conditions of Appointment/Re-appointment	As set out in the resolution at Item No. 10 of the Notice of the AGM.
Relationship with other Directors/KMP inter-se	Related to Mr. Jatinder Singh, Whole Time Director of the Company
Number of Meeting of Board attended during the year and other directorship etc.	NA

Name of Director	Mr. Ashwani Kumar Agarwal	Mr. Kapil Gupta
Director Identification Number	09704732	00650724
Category	Non-Executive, Independent Director	Non-Executive, Independent Director
Nationality	Indian	Indian
Date of Birth	26.07.1964	19.01.1965
Date of re-appointment/ first appointment	NA	NA
Brief Profile and Expertise in Specific functional area	<p>Mr. Ashwani Kumar Aggarwal 58 years, is Chartered Accountant, Diploma Holder in Information System Audit (DISA-ICAI) along with certification course on Concurrent Audit of Banks and Graduate in commerce.</p> <p>He is founder and active partner in M/s Agarwal Ashwani &amp; Co., Chartered Accountants, Yamuna Nagar and has acquired rich experience of more than 33 years in the field of Bank audits, Statutory Audits and Internal Audits and also having good Expertise in handing Direct Taxes assignments.</p>	<p>Mr. Kapil Gupta, aged 57 years, He started his education from Delhi Public School, New Delhi. He did his Diploma in Instruments Technology in 1985 followed by Post Diploma in Industrial Electronics from Central Scientific Instruments organization, Chandigarh. He added to his qualification by doing Post Graduate Diploma Plastics Molds Design from Central Institute of Plastics Engineering and Technology, Chennai in 1990. Specialized one year on job Training in Tool Designing and Manufacturing under Association of Technical Scholarship, Japan in 1992-93.</p> <p>Presently he is holding directorship in 10 companies and Joint Managing Director of Polyplastics Group of Companies. The group is engaged in manufacturing of Decorative Plastics Precision Engineering Components supplying directly to almost all the OEM's like Maruti, Tata, GM, Honda, Ford, Toyota, Renault, Mahindra, Hyundai etc.</p> <p>He joined Rotary Club in Year 1998 and serving the nation by giving helping hand to the people of nation selflessly. In Rotary Club he is serving as Chairman - Member Retention, Chairman - Endowment Fund Sub Committee and Member of Advisory Board - Rotary Club of Yamuna Nagar.</p> <p>He is also acting as a presidents and active members in various board committees in various education institutes.</p> <p>Some Honours/Achievements.</p> <ol style="list-style-type: none"> <li>1. Board of Governors of Maharaja Agrasen Institute of Management &amp; Technology</li> <li>2. President D N Public School Yamunanagar.</li> <li>3. Founder Member of Sri Satya Sai Jagriti Seva Sadan Darwa, Yamunanagar.</li> <li>4. Member Automotive components manufacturers Association.</li> <li>5. Past President Yamunanagar-Jagadhri Chamber of Commerce.</li> <li>6. Past President of Rotary Club of Yamunanagar.</li> <li>7. Was instrumental in fixing about 50000 triangular reflectors on heavy Vehicles for road safety in Haryana, Punjab, Himachal and UP.</li> </ol>

Name of Director	Mr. Ashwani Kumar Agarwal	Mr. Kapil Gupta
Chairman/ Member of committees of the Board of Companies of which he is a director	Nil	Nil
Shareholding as on 31.03.2022	Nil	Nil
Last Remuneration Drawn (Including sitting fees, if any) paid as on 31.03.2022.	NA	NA
Terms and Conditions of Appointment/Re-appointment	As set out in the resolution at Item No. 11 of the Notice of the AGM.	As set out in the resolution at Item No. 12 of the Notice of the AGM.
Relationship with other Directors/KMP inter-se	NA	NA
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 meets such requirements	Mr. Ashwani Kumar Aggarwal having vast experience in experience of practice in the field of Audit, Taxation and Management Consultancy. This experience will help the Board to satisfy the integrity of financial information and that financial controls and the systems of risk management are robust and defensible	Mr. Kapil Gupta has acquired the vast experience in field of manufacturing Industry and in Social Service which will help the Company in discharging duties in the area of Good Corporate Governance, Corporate Social Responsibility and Corporate Sustainability. Hence on the basis of aforesaid skills and capabilities he meets the requirement of begin an Independent Director.



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

### I. GENERAL INFORMATION

1.	Nature of Industry	Paper Industry: The Company is engaged in the manufacturing of 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), Neer (used in cupstock), 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 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:			
		<b>Particulars</b>	<b>2021-22 (Rs. In Lakhs)</b>	<b>2020-21 (Rs. In Lakhs)</b>	<b>2019-20 (Rs. In Lakhs)</b>
		Sales	61286.25	41542.07	48101.40
		PBT	4453.62	618.12	2513.61
		PAT	3309.37	499.48	2737.42
		Dividend proposed/ Paid	20.00%	10.00%	Nil
5.	Export Performance and Net Foreign Exchange Collection	During the year 2021-22, Foreign Exchange earnings were Rs. 15.89 Lakh			
6.	Foreign investments or collaborators, if any.	Nil			

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

	<b>Mr. Vipin Gupta</b>	<b>Mrs. Ruchica Garg Kumar</b>	<b>Mr. Deepan Garg</b>	<b>Mr. Daljeet Singh Mandhan</b>
1 Background Details	Mr. Vipin Gupta aged 53 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. He has been looking after the Taxation, Finance, Accounting and day to day operations of Ruchira Papers Limited and has acquired rich experience.	Mrs. Ruchica Garg Kumar, aged 51 years, is Post Graduated and has expertise in the field of marketing. She belongs to Promoter Group of Ruchira Papers Limited and has been looking after the affairs of the company as a Vice President-Marketing.  He has been looking after the Marketing and Sales functions of Ruchira Papers Limited since 01st July 2016 and has acquired rich marketing experience.	Mr. Deepan aged 47 years, is Graduate in Engineering and has expertise in field of Mechanical. He belongs to Promoter Group. He has been associated with the company since 01st April 2013 and looking after the affairs of the company as a Vice President-Technical. He has been looking after the Production, Maintenance and Technical aspects of the Ruchira Papers Limited since 01st April 2013 and has acquired rich experience in technical and mechanical field.	Mr. Daljeet Singh Mandhan, aged 35 years, is Graduate and has expertise in the field of Commercial Procurement. He belongs to Promoter Group of Ruchira Papers Limited and has been looking after the affairs of the company as a Vice President-Commercial. He has been looking after the Procurement department of Ruchira Papers Limited since 01st April 2013 and has acquired rich experience.
2 Past Remuneration	Rs. 4.60 Lakh P.M Plus 15% (HRA) plus other benefits as approved by the members' vide special resolution dated 28.09.2021	Rs. 4.00 Lakh P.M. plus 15% HRA plus other benefits as approved by the shareholders vide special resolution dated 21.09.2017 in the capacity of Vice President, Marketing.	Rs. 4.00 Lakh P.M. plus 15% HRA plus other benefits as approved by the shareholders vide special resolution dated 21.09.2017 in the capacity of Vice President, Technical.	Rs. 4.00 Lakh P.M. plus 15% HRA plus other benefits as approved by the shareholders vide special resolution dated 21.09.2017 in the capacity of Vice President, Commercial.
3 Recognition or awards.				
4 Job Profile and his suitability.	As per (1) above	As per (1) above	As per (1) above	As per (1) above
5 Remuneration proposed.	As set out in the resolution at Item No. 07 of the Notice of the AGM.	As set out in the resolution at Item No. 08 of the Notice of the AGM.	As set out in the resolution at Item No. 09 of the Notice of the AGM.	As set out in the resolution at Item No. 10 of the Notice of the AGM.
6 Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of his origin).	The remuneration proposed to be paid to the Director is comparable with the remuneration being paid for similar assignments in the Industry.	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.	The remuneration proposed to be paid to the Director is comparable with the remuneration being paid for similar assignments in the Industry.
7 Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any.	BesidetheRemuneration Proposed no pecuniary relationship with the Company.	BesidetheRemuneration Proposed no pecuniary relationship with the Company except that Mr. Subhash Chander Garg, Whole Time Director is father of Mrs. Ruchica Garg Kumar.	Beside the Remuneration Proposed no pecuniary relationship with the Company except that Mr. Umesh Chander Garg, Whole Time Director is father of Mr. Deepan Garg.	BesidetheRemuneration Proposed no pecuniary relationship with the Company except that Mr. Umesh Chander Garg, Whole Time Director is father of Mr. Deepan Garg.

### III. OTHER INFORMATION:

1	Reasons of inadequate profits	During the Financial Year ended 31st March 2022, the Company did not have adequate profits for payment of managerial remuneration under section 197 and Schedule V of the Companies Act, 2013. The profitability and production has increased during the year but the remuneration proposed does not fall under the limits as specified under section 197 resulted inadequacies of profits during the F.Y. 2021-22.
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. 612.86 Crore during FY 2021-22 as against turnover of Rs. 415.42 Crore during the previous of FY 2020-21. During FY 22, the revenue was increased by 197.44 Crore. During the F.Y. 2021-22 company has added two new products in its basket i.e. Neer the cupstock paper Suitable for hot & cold beverages and Mogra colour paper used for wedding card and invitation. Further the Company has taken several initiatives for improvement of efficiency parameters and building a formidable branding position.
3	Expected increase in productivity and profits in measurable terms	During the FY-22 the Company achieved total production of 140688 MT as against production of 123974 MT in FY 21. The Production of the Kraft Paper Unit was 87835 MT against production of 81709 MT in FY 21. The production of Writing and Printing Paper was 52853 MT against production of 42265 MT in FY 21. The productions of both units are likely to increase in 2022-23. The revenue and profits are also likely to increase alongside with the production.

### IV. DISCLOSURE

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