

**RPL/CS/BSE/NSE/2018-19**

**28.08.2018**

**To**

The General Manager,  
Department of Corporate Service,  
Bombay Stock Exchange 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**

**SUB: SUBMISSION OF COPY OF NOTICE OF 38<sup>th</sup> ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON FRIDAY, 28<sup>TH</sup> SEPTEMBER 2018 AT 11.15 AM.**

Dear Sir/Madam,

Notice of 38<sup>th</sup> Annual General Meeting of the Company to be held on Friday, 28<sup>th</sup> September 2018 at 11.15 AM at Hotel Black Mango, Nahan Road, Kala Amb-H.P-173030 is attached.

This is for your information, records and action please.

**Thanking You,  
For Ruchira Papers Limited**



**Vishav Sethi  
Company Secretary  
FCS-9300**



**Encl: As Above.**

**RUCHIRA PAPERS LIMITED**

CIN-L21012HP1980PLC004336

**REGD. OFFICE & WORKS**

Trilokpur Road, Kala Amb  
Sirmaur  
Himachal Pradesh - 173030

**T: +91-80-53800897 / 53101892**

**E: info@ruchirapapers.com**

**ADMIN. OFFICE**

21-22, New Professors Colony  
Yamuna Nagar  
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**T: +91-1732-233799/233140**

**E: rplynr@ruchirapapers.com**

**DELHI OFFICE**

M-146, 2nd Floor  
Greater Kailash Part 2  
New Delhi - 110048

**T: +91-11-29226638/29226639**

**rpldelhi@ruchirapapers.com**

**Notice, Attendance Slip and Proxy Form  
of  
38<sup>th</sup> Annual General Meeting  
of the Company to be held on  
Friday, 28<sup>th</sup> September 2018 at 11.15 AM  
at  
Hotel Black Mango, Kala-Amb,  
Distt-Sirmaur, Himachal Pradesh-173030**

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# Notice

NOTICE is hereby given that the 38th ANNUAL GENERAL MEETING of the Members of RUCHIRA PAPERS LIMITED will be held on Friday, 28th September, 2018 at 11.15 AM at Hotel Black Mango, Nahan Road, Kala-Amb, District Sirmaur, Himachal Pradesh-173030 to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended 31st March 2018 together with the Reports of Board of Directors and Independent Auditors thereon;
2. To declare final dividend on equity shares for the financial year 2017-18;
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 re-appoint the Statutory Auditors of the Company and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 139,141,142 and all other applicable provisions of the Companies Act, 2013(if any) and the rules made there under (Including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to recommendations of the Audit Committee, M/S Subhash Sajal & Associates, Chartered Accountants (ICAI Reg. No. 018178N) be and are hereby re-appointed as the Statutory Auditors of the Company (for the second term of five consecutive years) to hold office from the conclusion of this Annual General Meeting until the conclusion of 43rd Annual General Meeting at such remuneration as shall be fixed by Board of Directors of the Company."

## SPECIAL BUSINESS:

5. 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), M/S Sanjay Kumar Garg & Associates, the Cost Auditors re-appointed by the Board of Directors of the Company, to conduct the

audit of the cost records of the Company for the financial year 2018-19, to be paid remuneration of ₹70,000/- (₹ Seventy Thousand Only) plus applicable taxes and out of pocket expenses as recommended by the Audit Committee and approved by the Board, be and is hereby ratified."

6. 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, recommendation of the Nomination and Remuneration Committee, and subject to other requisite approvals, if any, the approval of the members be and is hereby accorded to fix the managerial remuneration of Mr. Vipin Gupta, CFO & Executive Director of the Company, w.e.f 1st June, 2018 for the period of One Year i.e up to 31st May 2019 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: ₹3,60,000 /- P.M (₹ Three Lakh and Sixty Thousand Only)  
(Proposed increase from ₹3,10,000/- to ₹3,60,000/-)
- HRA @ 15% per month of the Basic Pay.
- Telephone: Mobile/Telephone facility as per Company's rules.
- Leave encashment as per Company's rules.
- Conveyance: Company's Car with Driver for Official Use.
- Reimbursement of expenses incurred for the business of the Company as per Company's rules.

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

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

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

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

**RESOLVED FURTHER THAT** Mr. Vishav Sethi, 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."

7. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, if any, whereby, a document may be served on any member by the Company by sending it to him/ her by post, by registered post, by speed post or any other modes as may be prescribed, consent of

the members be and is hereby accorded to charge from the member such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least 15 days in advance of dispatch of documents by the Company to the shareholder.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution."

Place: Kala-Amb (HP) By order of the Board  
Date: 31st July 2018 For Ruchira Papers Limited

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

**Notes:-**

1. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS IS ANNEXED HERETO.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of the Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the

Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 22nd September 2018 to Friday, 28th September 2018 (both days inclusive).
4. Documents referred to in the Notice and Explanatory Statement is open for inspection at the Registered Office of the Company on all working days, except holidays, between 11.00 A.M. to 1.00 P.M. up to date of the Annual General Meeting.
5. Members may also note that the Notice of the 38th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website www.ruchirapapers.com. The Notice of AGM shall also be available on the website of Link Intime India Private Limited <https://instavote.linkintime.co.in>.

6. If the dividend, as recommended by the Board of Directors is approved at the AGM, payment of such dividend will be made on or after Tuesday, 09th October 2018 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 Friday, 21st September 2018;
  - b) To all members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Friday, 21st September 2018.
7. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company/RTA.
8. Members desirous of getting any information on Accounts or other items of Agenda are requested to forward his/her queries to the Company at least three working days prior to the date of Annual General Meeting so as to enable the Management to keep information ready.
9. Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at Annual General Meeting.
10. Pursuant to Section 72 of the Companies Act, 2013 read with rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form-SH-13, which is also available on the website of the Company.
11. In the case of Joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
12. Members/ Proxies attending the Meeting are requested to bring their copy of the Annual Report with them at the meeting as the same will not be distributed at the meeting. The enclosed attendance slip duly filled may kindly be delivered at the entrance of the meeting hall.
13. Details under Regulation 36(3) of the Listing Regulations and SS-2 in respect of the directors seeking appointment/re-appointment at the Annual General Meeting (AGM), forms integral part of the Notice. The directors have furnished their requisite declarations for their appointment/re-appointment.
14. The Notice of the AGM along with the Annual Report for F.Y 2017-18 is being sent by electronic mode to those members whose e-mail addresses are with the Depositories, unless any Member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
15. To Support the 'Green initiative', the Members who have not registered their e-mail addresses are requested to register the same with the RTA/ Depositories.
16. In case the dividend has remained un-claimed for any of the financial year's, the shareholders may approach the Company with their dividend warrants for revalidation/with the letter of undertaking for issue of revalidated/duplicate dividend warrants respectively. A letter to this effect has already been sent to the concerned Shareholders.
17. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
18. Pursuant to provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded details of unpaid and unclaimed amounts lying as on 21.09.2017 (date of last Annual General Meeting) on website of the Company, as also with Ministry of Corporate Affairs.
19. E-voting: In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of

the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through e-voting services provided by the Link Intime India Private Limited (LIPL).

The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.

The voting period begins on Tuesday, 25th September 2018 (9.00 a.m) and ends on Thursday, 27th September 2018 (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 Friday, 21st September 2018 ('Cut-off date') may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.

#### Instructions for shareholders to vote electronically:

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

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

5. Your Password details are given below:

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

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

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.</li> </ul>
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> <li>• Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).</li> </ul>

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

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

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

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

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

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

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

- **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
 

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/ Against'.
8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on

"YES", else to change your vote, click on "NO" and accordingly modify your vote.

10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

- **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/ power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000.

#### Other Instructions:

- (i) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Cut-off Date.
- (ii) Mr. Sanjay Kumar Garg of M/S Sanjay Kumar Garg & Co, Cost Accountants, who has consented to act as the scrutinizer and is available for the purpose of ascertaining the requisite majority, has been appointed as the scrutinizer to scrutinize the remote e-voting process/ballot/ poll in a fair and transparent manner.
- (iii) The Chairman shall, at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot or polling paper for all

those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.

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

## ANNEXURE TO THE NOTICE

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

### ITEM NO. 4:

Though not mandatory, this statement is provided for reference.

M/s Subhash Sajal & Associates, Chartered Accountant were firstly appointed as Statutory Auditors of the company by members at their 33rd annual general meeting held on 11th September 2013 to hold office till the conclusion of 34th Annual General Meeting in accordance with erstwhile provisions of Companies Act, 1956.

With the notification of Companies Act, 2013, as per section 139(1), the auditor shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting. Accordingly the members of the company at their 34th annual general meeting held on 25th September 2014 re-appointed M/S Subhash Sajal & Associates, Chartered Accountant as Statutory Auditors of the company to hold office till 38th annual general meeting for their first term.(includes one year under the erstwhile provisions of Companies Act,1956).

As per section 139(2) an audit firms can act as Statutory Auditors for two terms of five consecutive years. Since M/S Subhash Sajal & Associates are completing their first term in the ensuing AGM, the Board of Director on the recommendation of Audit Committee has recommended their re-appointment as Statutory Auditors of the Company for the second term of five consecutive years, to hold office from the conclusion of 38th annual general meeting till the conclusion of 43rd annual general meeting.

- (v) The results 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 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 Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

Transfer to Investor Education & Protection Fund:

During the year, the Company was not required to transfer any amount to the Investor Education and Protection Fund.

M/s. Subhash Sajal & Associates, Chartered Accountants, have consented to the said re-appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be re-appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

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

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

### ITEM NO.5:

The Board on the recommendation of the Audit Committee has approved the re-appointment and remuneration of M/S Sanjay Kumar Garg & Associates as Cost Auditors to conduct the audit of the Cost records of the Company for the financial year 2018-19.

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 shareholders of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at Item No. 5 of the notice.

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

### ITEM NO. 6:

Mr. Vipin Gupta was re-appointed as Whole Time Director of the Company at the Annual General Meeting of the Company held on 30th September 2016, for the period of five years w.e.f 01st November 2016. He was also appointed as Chief Financial Officer of the Company by the Board on dated 28.05.2014. He is presently designated as CFO & Executive Director of the Company. However the Remuneration payable to Mr. Vipin Gupta is decided annually.

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee at their meeting held on 18th May 2018, subject to approval of members, fixed the remuneration payable to Mr. Vipin Gupta for the period of One Year effective from 01st June 2018. The detail of remuneration is mentioned in the resolution itself.

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

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

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

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

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

Mr. Vipin Gupta is concerned and interested in the resolution no. 6. Other than Mr. Vipin Gupta, none of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

The Board recommends Special Resolution set forth at Item No. 6 of the notice for approval of the members.

### ITEM NO. 07:

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further a member may request the delivery of document through any other mode by paying such fees as maybe determined by the members in the Annual General Meeting.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the resolution set out at Item No. 7 of the notice.

The Board recommends Special Resolution set forth at Item No. 7 of the notice for approval of the members.

By order of the Board  
For Ruchira Papers Limited

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

Place: Kala-Amb  
Date : 31st July 2018

Vishav Sethi  
Company Secretary

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

Name of Director	Mr. Subhash Chander Garg	Mr. Vipin Gupta
Category	Executive, Promoter	Executive, Professional
Date of Birth	02.06.1942	25.05.1969
Date of first appointment	08.12.1980	01.11.2011
Qualifications	Graduate in Law.	Post Graduate in Commerce
Brief Profile and Expertise in Specific functional area	Mr. Subhash Chander Garg aged 76 years is Whole Time Director of the Company. He is looking after the Marketing, Sales, Taxation and Company Law Matters. He has been associated with the Company since its inception as Promoter Director.	Mr. Vipin Gupta aged 49 years, presently designated as CFO & Executive Director and is looking after Finance, Accounts and Taxation of the Company.
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 31.03.2018	848170 Equity Shares.	20742 Equity Shares
Last Remuneration Drawn	₹16.00 Lakh p.m. Plus 20% (HRA) plus other benefits as approved by Shareholders vide Special Resolution dated 21.09.2017.	₹3.10 Lakh P.M Plus 15% (HRA) plus other benefits as approved by the Shareholders vide Special Resolution dated 21.09.2017.
Relationship with other Directors/ KMP inter-se	Brother of Mr. Umesh Chander Garg, Managing Director of the Company.	N.A
Number of Meeting of Board attended during the year and other directorship etc.	Please refer "Report on Corporate Governance" forming part of this Annual Report.	Please refer "Report on Corporate Governance" forming part of this Annual Report.

**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 manufacturing of Writing & Printing Paper which is used for manufacturing of Note Books, Publications etc and Kraft Paper which is used as a Raw Material in Packaging Industry.			
2. Date of commencement of commercial production	The Company is engaged in production of Kraft Paper since 1983 and of Writing and Printing Paper since 2008.			
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable			
4. Financial performance based on given indicators.	The Financial Results for the last three years are as follows:			
	Particulars	2017-18 (₹ In Lakhs)	2016-17 (₹ In Lakhs)	2015-16 (₹ In Lakhs)
	Sales	44760.15	41737.58	36258.12
	PBT	5830.97	4575.26	3176.96
	PAT	3823.76	3204.89	1947.06
	Dividend proposed/ Paid	22.5%	22.5%	15%

5. Export Performance and Net Foreign Exchange Collection	During the year 2017-18, Foreign Exchange earnings were ₹5.13 Crore.
6. Foreign investments or collaborators, if any.	Nil

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

	Mr. Vipin Gupta, CFO & Executive Director
1. Background Details	Mr. Vipin Gupta, aged 49 Years is working as professional Whole Time Director With the Company. He is looking the Finance, Accounts and Taxation of the Company. He is associated with the Company for the past 28 Years.
2. Past Remuneration	₹ 3.10 Lakh P.M Plus 15% (HRA) plus other benefits as approved by the members' vide special resolution dated 21.09.2017
3. Recognition or awards.	-
4. Job Profile and his suitability.	As per (1) above
5. Remuneration proposed.	As set out in the resolution at Item No. 06 of the Notice of the AGM.
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin).	The remuneration proposed to be paid to the Director is comparable with the remuneration being paid for similar assignments in the Industry.
7. Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any.	Beside the Remuneration Proposed no pecuniary relationship with the Company.

**III. OTHER INFORMATION:**

1. Reasons of inadequate profits	During the Financial Year ended 31st March 2018, 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 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. 2017-18.
2. Steps taken or proposed to be taken for improvement	The Company has been consistently operating at higher levels. The Company continued its growth journey through expansions and setting up of Writing & Printing Paper unit in 2008. During the Year 2017-18, the Company had implemented the Modernisation and Up gradation programme, This has facilitated the company to manufacture the value added products and further increase in production. During the year 2017-18, the Company achieved turnover of ₹ 447.60 Crore, which is showing upward trend and positive sign of growth of the Company. Further the Company has taken several initiatives like improvement of efficiency parameters, and building a formidable branding position, which is likely to hold the Company in good stead for coming years.
3. Expected increase in productivity and profits in measurable terms	During the year 2017-18, the Kraft Paper Production was 67999.145 MT and Writing and Printing Paper production was 47425.050 MT. The same is likely to increase in 2018-19. The profits are also likely to increase alongside with the production.



## Ruchira Papers Limited

CIN: L21012HP1980PLC004336

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

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

### ATTENDANCE SLIP

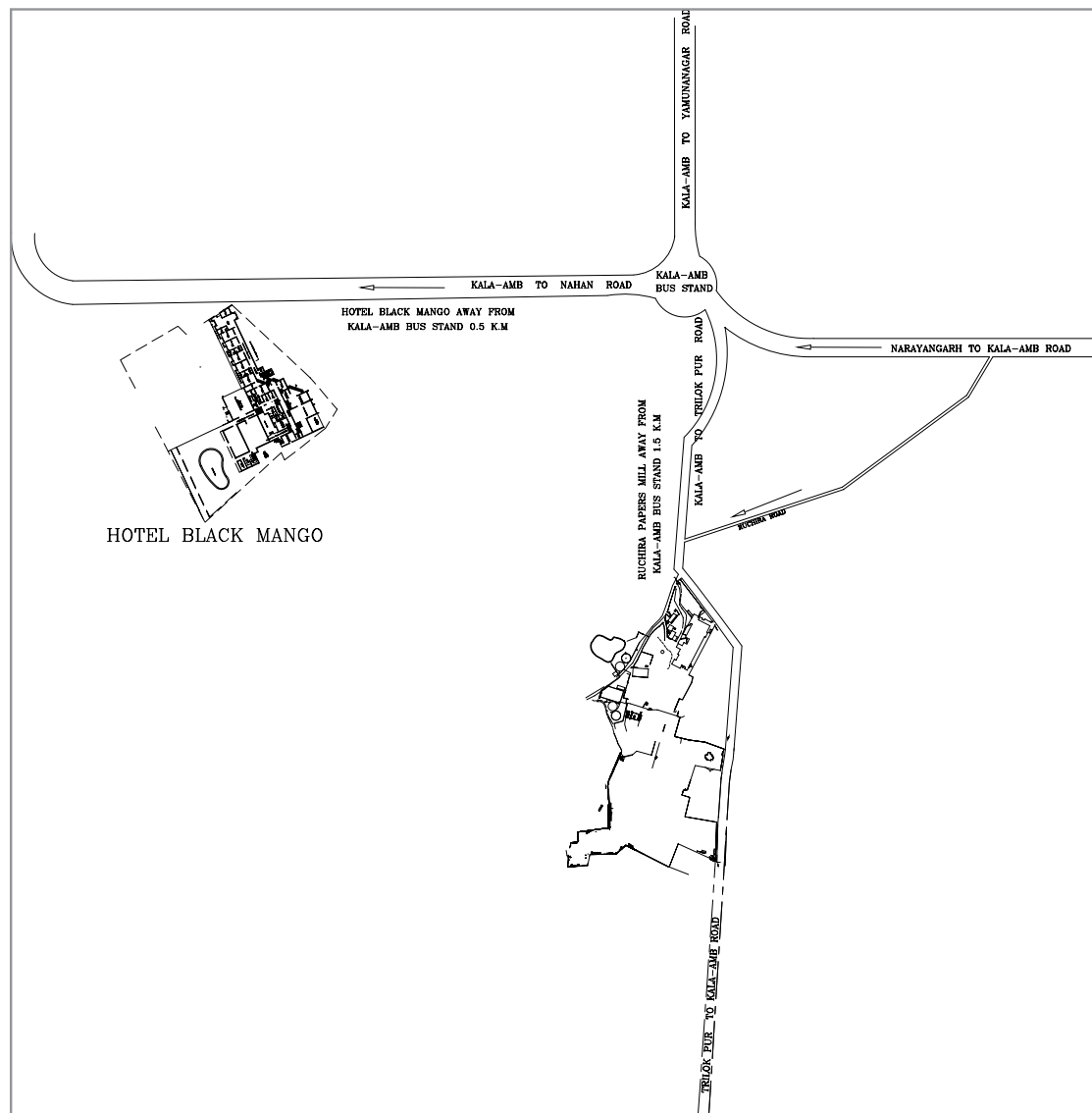
(To be presented at the entrance)

38th Annual General Meeting on Friday, 28th September 2018 at 11.15 AM.

## IV. DISCLOSURE

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

## AGM VENUE ROUTE MAP



I hereby record my presence at the 38th Annual General Meeting of the Company being held at Hotel Black Mango, Nahar Road, Kala-Amb, Distt. Sirmour (H.P.) 173030 on Friday, 28th September 2018 at 11.15 AM. I certify that I am a registered shareholder/ proxy for the registered shareholder of the Company. I hereby record my presence at 38th Annual General Meeting of the Company.

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

Notes:

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

Please refer the instructions printed under the notes to the notice convening the 38th Annual General Meeting of the Company.

..... Tear Here .....





# Ruchira Papers Limited

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

## PROXY FORM

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

Name and Registered Address of the member(s):

Email Id:

Folio No./ Client Id No.:

DP ID No.:

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

1. Name: ..... Email Id: .....

Address: ..... Signature: .....

or failing him/her

2. Name: ..... Email Id: .....

Address: ..... Signature: .....

or failing him/her

3. Name: ..... Email Id: .....

Address: ..... Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the Company to be held on Friday, 28th September 2018 at 11.15 AM at Hotel Black Mango, Nahan Road, Kala-Amb and at any adjournment thereof in respect of such resolutions as are indicated below:

### Ordinary Business:

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2018.
2. To declare a dividend on equity shares for the financial year 2017-18.
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 re-appoint statutory auditors of the Company and to fix their remuneration.

### Special Business:

5. To ratify the remuneration of Cost Auditors for the financial year ending 31st March 2019.
6. To fix the Managerial Remuneration of Mr. Vipin Gupta, CFO & Executive Director of the Company.
7. To determine the fees for delivery documents through a particular mode of delivery to member.

Affix  
Revenue  
Stamp of ₹1/-

Signed this .....day of.....2018

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.





