RUCHIRA PAPERS LIMITED

REGD. OFFICE & WORKS:
TRILOKPUR ROAD, KALA-AMB - 173 030
DISTT. SIRMAUR (H.P.) INDIA

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RPL/CS/BSE/NSE/2013-14/ 01.10.2013

To
The Bombay Stock Exchange Limited,
P. J. Tower, Dalal Street, Fort,
Mumbai-400 023

National Stock Exchange of India Limited,
Exchange Plaza, Plot No. C/1
G. Block , Bandra Kurla Complex,
Bandra (E),
MUMBAI 400051

SUB: SUBMISSION OF COPY OF MINUTES OF 33rd ANNUAL GENERAL MEETING OF THE COMPANY.

Sir/Madam,

Please find enclosed the copy of Minutes of 33rd Annual General Meeting of the Company held on Wednesday 11th September 2013 at 11.30 AM at Hotel Black Mango, Nahan Road, Kala-Amb, H.P-173030.

This is for your information, record & action please.

Thanking You,

For Ruchira Papers Limited

For Ruchira Papers Limited

Vishav Sethi
Company Secretary

Encl: As Above.

Certified true Copy

For Ruchira Papers Limited
Company Secretary

MINUTES OF THE 33rd ANNUAL GENERAL MEETING OF THE MEMBERS OF RUCHIRA PAPERS LTD. HELD ON WEDNESDAY, THE 11TH SEPTEMBER 2013, AT HOTEL BLACK MANGO, NAHAN ROAD, KALA-AMB DISTT SIRMOUR , HIMACHAL PARDESH AT 11.30 AM.

PRESENT:

Mr. Jatinder Singh	Chairman cum Whole Time Director
Mr. Subhash Chander Garg	Co-Chairman cum Whole Time Director
Mr. Umesh Chander Garg	Managing Director
Mr. Vipin Gupta	Whole Time Director
Mr. Dalbir Singh	Director & Audit Committee Chairman.

IN ATTENDANCE

Mr. Vishav Sethi- Company Secretary

STATUTORY AUDITORS

CA Subhash Mittal, For J L Garg & Co. Chartered Accountant.

MEMBERS/PROXIES

Members Present in Person: 19
Proxies Present: 12

PROCEEDINGS

CHAIRMAN

Mr. Jatinder Singh, Chairman, took the Chair.

QUORUM

After ascertaining the requisite quorum the Chairman called the meeting in order.

The Chairman welcomed the members to the Annual General Meeting. The Chairman informed the members about the progress of the Company.

NOTICE & AUDITORS REPORT:

The Chairman requested the members to take notice convening the Annual General Meeting as read. He thereafter requested Mr. Vishav Sethi, Company Secretary to read out the Auditors' Report and also requested that the Annexure to the Auditors' Report be taken as read. The Members agreed to the same. Mr. Vishav Sethi, Company Secretary then read the Auditors' Report.

BOOKS AND STATUTORY REGISTERS:

CHAIRMAN'S INITIALS

The Chairman informed that the Register of Director's Shareholding, Register of members, Register of transfer of shares, Register of Contracts along with other

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statutory books as required under the provisions of the Companies Act, 1956 have been kept at the meeting and are open for inspection of the members.

AGENDA:

The Chairman then proceeded with the business to be transacted at the meeting. The Chairman also placed before shareholders the copies of contract with the Related Parties as approved by the Regional Director for the year 01.04.2013 to 31.03.2015 and same post facto approved by the shareholders.

ORDINARY BUSINESS

1. The Chairman proposed the following resolution as an Ordinary Resolution, which was seconded by Mr. Hemant Gautam, a member:

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2013, the Profit and Loss Statement for the year ended on that date together with reports of Board of Directors and Independent Auditors submitted to this meeting be and are hereby approved and adopted."

The Chairman thereafter put the resolution for voting by show of hands and the resolution was passed unanimously.

2. Mr. Deepan Garg proposed and Mr. Ashok Sharma seconded the following resolution as an Ordinary Resolution.

"RESOLVED THAT an Interim Dividend of Rs. 1(One) per equity shares as declared and already paid by Board of Directors of the Company for the Year ended 31st March 2013 to the members be and is hereby confirmed."

The Chairman thereafter put the resolution for voting by show of hands and the resolution was passed unanimously.

3. Mr. Jagdeep Singh proposed and Mr. Rajinder Aggarwal seconded the following resolution as an Ordinary Resolution.

"RESOLVED THAT Mr. Swantantar Kumar Dewan, who retires from the office by rotation and, being eligible, offers himself for reappointment be and is hereby re-appointed as the Director of the company liable to retire by rotation."

The Chairman thereafter put the resolution for voting by show of hands and the resolution was passed unanimously.

4. Mr. Daljeet Singh proposed and Mr. Lucky Garg seconded the following resolution as an Ordinary Resolution.

CHAIRMAN'S INITIALS

"RESOLVED THAT Col(Retd.) Avtar Singh Bajwa, who retires from the office by rotation and, being eligible, offers himself for reappointment be and is hereby re appointed as the Director of the company liable to retire by rotation."

The Chairman thereafter put the resolution for voting by show of hands and the resolution was passed unanimously.

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5. Mr. Ravinder Singh proposed and Mr. Anil Viz seconded the following resolution as an Ordinary Resolution.

"**RESOLVED THAT** pursuant to provisions of Section 224 and other applicable provisions of the Companies Act, 1956, M/S Subhash Sajal & Associates, Chartered Accountants (ICAI Reg. No. 018178N), be and are hereby appointed as Statutory Auditors of the Company to hold office from conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting in place of M/S J.L.Garg & Co. (Retiring Auditors) who has expressed their un-willingness to continue as Statutory Auditors, at a remuneration of Rs. 1,70,000/-(Rs. One Lac Seventy Thousand only) Plus Service Tax and other out of pocket expenses as admissible as recommended by Audit Committee & approved by Board."

The Chairman thereafter put the resolution for voting by show of hands and the resolution was passed unanimously.

SPECIAL BUSINESS:

6. Mr. Ashok Sharma proposed and Mr. Hemant Gautam seconded the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 198, 269, 309, 310, 311, 314, read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 including statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time and subject to Central Government approvals, permissions and sanctions, and subject to compliance of Listing Agreement as may be necessary, consent of shareholders be and is hereby accorded to increase the managerial remuneration of Mr. Subhash Chander Garg, Whole Time Director of the Company, with effect from October 1, 2013 for a period of Two years on terms and conditions as recommended by Remuneration & Nomination Committee and approved by Board as detailed below:

a. Basic Pay: Rs. 6,00,000/- (Rupees Six lacs Only) per month.
(Proposed Increase from 4,75,000/- to 6,00,000/-)
b. House Rent Allowance @ 20 % of Basic Pay per month.
c. Medical Reimbursement: Expenses incurred for self and family subject to a ceiling of Rs.1,00,000/- in a year.
d. Club Fees: Fees for One Club not exceeding Rs. 20,000/- per year.
e. Conveyance: Company's Car with Driver for Official Use.
f. Telephone: Mobile and Telephone Facility at the residence for office purpose.

In addition to above remuneration, he shall also be entitled to the following benefits:
Provident Fund: Company's Contribution towards Provident Fund as per provisions of the Act.
Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service.

Where in any financial year, the Company has no profits or its profits are inadequate during term of his office, the aforesaid remuneration shall continued to be paid within the provisions prescribed under Schedule XIII of the Companies Act, 1956.

CHAIRMAN INITIALS

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RESOLVED FURTHER THAT Board of Directors and/ or Remuneration & Nomination Committee be and is hereby further authorized to revise, alter and vary terms and conditions and remuneration of Mr. Subhash Chander Garg, Whole Time Director of the Company with in overall limit as above from time to time, subject to applicable provisions of the Companies Act, 1956.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution."

The Chairman thereafter put the resolution for voting by show of hands and the resolution was passed unanimously.

7. Mr. Amit Gupta proposed and Mr. Gaurav Aggarwal seconded the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 198, 269, 309, 310, 311,314, read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 including statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time and subject to Central Government approvals, permissions and sanctions, and subject to the compliance of Listing Agreement as may be necessary, consent of shareholders be and is hereby accorded to increase the managerial remuneration of Mr. Umesh Chander Garg, Managing Director of the Company, with effect from October 1, 2013 for a period of Two years on terms and conditions, as recommended by Remuneration & Nomination Committee and approved by Board as detailed below:

a. Basic Pay: Rs. 6,00,000/- (Rupees Six lacs Only) per month.
(Proposed Increase from 4,75,000/- to 6,00,000/-)
b. House Rent Allowance @ 20 % of Basic Pay per month.
c. Medical Reimbursement: Expenses incurred for self and family subject to a ceiling of Rs. 1,00,000/- in a year.
d. Club Fees: Fees for One Club not exceeding Rs. 20,000/- per year.
e. Conveyance: Company's Car with driver for official use.
f. Telephone: Mobile and Telephone Facility at the residence for office purpose

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

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

Where in any financial year, the Company has no profits or its profits are inadequate during the term of his office, the aforesaid remuneration shall continued to be paid within the provisions prescribed under Schedule XIII of the Companies Act, 1956.

CHAIRMAN'S INITIALS

RESOLVED FURTHER THAT Board of Directors and/ or Remuneration & Nomination Committee be and is hereby further authorized to revise, alter and vary terms and conditions and remuneration of Mr. Umesh Chander Garg,

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Managing Director of the Company with in overall limit as above from time to time, subject to the applicable provisions of the Companies Act, 1956.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution."

The Chairman thereafter put the resolution for voting by show of hands and the resolution was passed unanimously.

8. Mr. Ashok Sharma proposed and Mr. Rajinder Aggarwal seconded the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 198, 269, 309, 310, 311, 314, read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 including statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time and subject to Central Government approvals, permissions and sanctions, and subject to the compliance of Listing Agreement as may be necessary, consent of shareholders be and is hereby accorded to increase the managerial remuneration of Mr. Jatinder Singh, Whole Time Director, with effect from October 01, 2013 for a period of Two years on terms and conditions, as recommended by Remuneration & Nomination Committee and approved by Board as detailed below:

a. Basic Pay: Rs. 6,00,000/- (Rupees Six lacs Only) per month.
(Proposed Increase from 4,75,000/- to 6,00,000/-)
b. House Rent Allowance @ 20 % of Basic Pay per month.
c. Medical Reimbursement: Expenses incurred for self and family subject to a ceiling of Rs.1,00,000/- in a year.
d. Club Fees: Fees for One Club not exceeding Rs. 20,000/- per year.
e. Conveyance: Company's Car with Driver for Official Use.
f. Telephone: Mobile and Telephone Facility at the residence for office purpose

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

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

Where in any financial year, the Company has no profits or its profits are inadequate during term of his office, the aforesaid remuneration shall continued to be paid within the provisions prescribed under Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT Board of Directors and/ or Remuneration & Nomination Committee be and is hereby further authorized to revise, alter and vary terms and conditions and remuneration of Mr. Jatinder Singh, Whole Time Director of the Company with in overall limit as above from time to time, subject to applicable provisions of the Companies Act, 1956.

CHAIRMAN'S INITIALS

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RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution."

The Chairman thereafter put the resolution for voting by show of hands and the resolution was passed unanimously.

9. Mr. Ravinder Singh proposed and Mr. Amit Gupta seconded the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 311, read with Schedule XIII and/or other applicable provisions, if any, of the Companies Act, 1956, including statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time, consent of shareholders be and is hereby accorded to increase the managerial remuneration of Mr. Vipin Gupta, Whole Time Director for the period of One Year i.e from 1st June 2013 to 31st May 2014 on terms and conditions, as recommended by Remuneration & Nomination Committee and approved by Board as detailed below:

a. Basic Pay: Rs. 1,70,000/- P.M (Rs. One Lac Seventy Thousand Only)
(Proposed Increase from 1,30,000/- to 1,70,000/-)
b. HRA @ 15% per month of the Basic Pay.
c. Telephone: Mobile/Telephone facility for official use as per Company's rules.
d. Leave encashment as per rules of the Company.
e. Conveyance: Company's Car with Driver for Official Use.

f. Reimbursement of expenses incurred for business of the Company as per rules.

g. Provident Fund: Company's Contribution towards Provident Fund shall be as per rules of the Company.
h. Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company

Where in any financial year, the Company has no profits or its profits are inadequate during the term of office, the aforesaid remuneration shall be continued to be paid within the provisions prescribed under Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT Board of Directors and/ or Remuneration & Nomination Committee is hereby further authorized to alter and vary terms and conditions and remuneration of Mr. Vipin Gupta, Whole Time Director, from time to time subject to the applicable provisions of the Companies Act, 1956.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution."

The Chairman thereafter put the resolution for voting by show of hands and the resolution was passed unanimously.

CHAIRMAN'S INITIALS

10. Mr. Hemant Gautam proposed and Mr. Ashok Sharma seconded the following resolution as a Special Resolution:

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"RESOLVED THAT pursuant to the provisions of Sections 314 (1B) of the Companies Act, 1956 read with Directors Relatives (Office or Place of Profit) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time, consent of shareholders be and is hereby accorded for appointment of Mrs. Parveen Garg, as Senior Vice-President (Corporate Social Responsibility) being wife of Mr. Subhash Chander Garg , Whole Time Director, w.e.f 01st April 2013 and remuneration, perquisites and other allowances as recommended by Remuneration & Nomination Committee and approved by Board are as follow.

a. Basic Salary: Rs 1,75,000/- (Rs. One Lac Seventy Five Thousand Only) P.M.
b. HRA @ 15% per month of the Basic Salary.
c. Telephone: Mobile/Telephone facility for official use as per Company's rules.
d. Leave encashment as per rules of the company.
e. Provident Fund: Company's Contribution towards Provident Fund as per provisions of the Act.
f. Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company.

RESOLVED FURTHER THAT the Remuneration & Nomination Committee/Board of Directors has the liberty to alter and vary such remuneration within the limits specified under Section 314(1B) of the Companies Act, 1956, to effect change in designation and responsibilities of Mrs. Parveen Garg.

RESOLVED FURTHER THAT Mrs. Parveen Garg shall be entitled for reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by her from time to time, in connection with Company's business and any other allowance, benefits and perquisites as are provided to the senior executives of the Company and/or which may become applicable in future and/or any other allowance, perquisites as Board may decided from time to time."

The Chairman thereafter put the resolution for voting by show of hands and the resolution was passed unanimously.

11. Mr. Amit Gupta proposed and Mr. Gaurav Aggarwal seconded the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 314 (1B) of the Companies Act, 1956 read with Directors Relatives (Office or Place of Profit) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time, consent of shareholders be and is hereby accorded for the appointment of Ms. Radhika Garg, as Vice-President (Marketing-Northern Region) being daughter of Mr. Subhash Chander Garg , Whole Time Director, w.e.f 01st April 2013 and remuneration, perquisites and other allowances as recommended by Remuneration & Nomination Committee and approved by Board are as follow.

CHAIRMAN INITIALS

a. Basic Salary: Rs 1,75,000/- (Rs. One Lac Seventy Five Thousand Only) P.M.
b. HRA @ 15% per month of the Basic Salary.

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c. Telephone: Mobile/Telephone facility for official use as per Company's rules.
d. Leave encashment as per rules of the company.
e. Provident Fund: Company's Contribution towards Provident Fund as per provisions of the Act.
f. Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company.

RESOLVED FURTHER THAT the Remuneration & Nomination Committee/Board of Directors has the liberty to alter and vary such remuneration within the limits specified under Section 314(1B) of the Companies Act, 1956, to effect change in designation and responsibilities of Ms. Radhika Garg.

RESOLVED FURTHER THAT Ms. Radhika Garg shall be entitled for reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by her from time to time, in connection with Company's business and any other allowance, benefits and perquisites as are provided to senior executives of the Company and/or which may become applicable in future and/or any other allowance, perquisites as Board may decided from time to time."

The Chairman thereafter put the resolution for voting by show of hands and the resolution was passed unanimously.

12. Mr. Anil Viz proposed and Mr. Ravinder Singh seconded the following Resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 314 (1B) of the Companies Act, 1956 read with Directors Relatives (Office or Place of Profit) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 including statutory modification(s) or re- enactment thereof for the time being in force, consent of shareholders be and is hereby accorded for revision in the remuneration, perquisites and other allowances payable to Mr. Deepan Garg, Vice-President (Technical) of the Company being Son of Mr. Umesh Chander Garg, Managing Director, w.e.f 01st April 2013 as recommended by Remuneration & Nomination Committee and approved by Board are detailed below:

a. Basic Salary: Rs 1,75,000/- (Rs. One Lac Seventy Five Thousand Only) P.M
b. HRA @ 15% per month of the Basic Salary.
c. Telephone: Mobile/Telephone facility for official use as per Company's rules.
d. Leave encashment as per rules of the Company.
e. Provident Fund: Company's Contribution towards Provident Fund as per provisions of the Act.
f. Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company.

CHAIRMAN'S INITIALS

RESOLVED FURTHER THAT the Remuneration & Nomination Committee/Board of Directors has liberty to alter and vary such remuneration within the limits specified under Section 314(1B) of the Companies Act, 1956, to effect change in designation and responsibilities of Mr. Deepan Garg.

RESOLVED FURTHER THAT Mr. Deepan Garg shall be entitled for reimbursement of actual travelling, boarding and lodging expenses and other

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amenities as may be incurred by him from time to time, in connection with Company's business and any other allowance, benefits and perquisites as are provided to senior executives of the Company and/or which may become applicable in future and/or any other allowance, perquisites as Board may decide from time to time."

The Chairman thereafter put the resolution for voting by show of hands and the resolution was passed unanimously.

13. Mr. Hemant Gautam proposed and Mr. Amit Gupta seconded the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 314 (1B) of the Companies Act, 1956 read with Directors Relatives (Office or Place of Profit) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 including statutory modification(s) or re- enactment thereof for the time being in force, consent of shareholders be and is hereby accorded for revision in the remuneration, perquisites and other allowances payable to Mr. Jagdeep Singh, Vice-President (Operations) of the Company being Son of Mr. Jatinder Singh, Whole Time Director, w.e.f 01st April 2013 as recommended by Remuneration & Nomination Committee and approved by Board are detailed below:

a. Basic Salary: Rs 1,75,000/- (Rs. One Lac Seventy Five Thousand Only) P.M
b. HRA @ 15% per month of the Basic Salary.
c. Telephone: Mobile/Telephone facility for official use as per Company's rules.
d. Leave encashment as per rules of the Company.
e. Provident Fund: Company's Contribution towards Provident Fund as per provisions of the Act.
f. Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company.

RESOLVED FURTHER THAT the Remuneration & Nomination Committee/Board of Directors has liberty to alter and vary such remuneration within the limits specified under Section 314(1B) of the Companies Act, 1956, to effect change in designation and responsibilities of Mr. Jagdeep Singh.

RESOLVED FURTHER THAT Mr. Jagdeep Singh shall be entitled for the reimbursement of actual travelling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with Company's business and any other allowance, benefits and perquisites as are provided to senior executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as the Board may decided from time to time."

The Chairman thereafter put the resolution for voting by show of hands and the resolution was passed unanimously.

14. Mr. Hemant Gautam proposed and Mr. Ashok Sharma seconded the following resolution as a Special Resolution:

CHAIRMAN INITIALS

"**RESOLVED THAT** pursuant to the provisions of Sections 314 (1B) of the Companies Act, 1956 read with Directors Relatives (Office or Place of Profit) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 including statutory modification(s) or re- enactment thereof for the time being

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in force, consent of shareholders be and is hereby accorded for revision in the remuneration, perquisites and other allowances payable to Mr. Daljeet Singh, Vice-President (Commercial) of the Company being Son of Mr. Jatinder Singh, Whole Time Director, w.e.f 01st April 2013 as recommended by Remuneration & Nomination Committee and approved by Board are detailed below:

a. Basic Salary: Rs 1,75,000/- (Rs. One Lac Seventy Five Thousand Only) P.M
b. HRA @ 15% per month of the Basic Salary.
c. Telephone: Mobile/Telephone facility for official use as per Company's rules.
d. Leave encashment as per rules of the Company.
e. Provident Fund: Company's Contribution towards Provident Fund as per provisions of the Act.
f. Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company.

RESOLVED FURTHER THAT the Remuneration & Nomination Committee/Board of Directors has liberty to alter and vary such remuneration within the limits specified under Section 314(1B) of the Companies Act, 1956, to effect change in designation and responsibilities of Mr. Daljeet Singh.

RESOLVED FURTHER THAT Mr. Daljeet Singh shall be entitled for reimbursement of actual travelling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with Company's business and any other allowance, benefits and perquisites as are provided to senior executives of the Company and/or which may become applicable in future and/or any other allowance, perquisites as Board may decided from time to time."

The Chairman thereafter put the resolution for voting by show of hands and the resolution was passed unanimously.

15. Mr. Ravinder Singh proposed and Mr. Amit Gupta seconded the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 314 (1B) of the Companies Act, 1956 read with Directors Relatives (Office or Place of Profit) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 including statutory modification(s) or re- enactment thereof for the time being in force, consent of shareholders be and is hereby accorded for revision in the remuneration, perquisites and other allowances payable to Mr. Lucky Garg, Vice-President (Marketing) of the Company being Son of Mr. Umesh Chander Garg, Managing Director, w.e.f 01st April 2013 as recommended by Remuneration & Nomination Committee and approved by Board are detailed below:

a. Basic Salary: Rs 1,75,000/- (Rs. One Lac Seventy Five Thousand Only) P.M
b. HRA @ 15% per month of Basic Salary.
c. Telephone: Mobile/Telephone facility for official use as per Company's rules.
d. Leave encashment as per rules of the Company.
e. Provident Fund: Company's Contribution towards Provident Fund as per provisions of the Act.
f. Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company.

CHAIRMAN'S INITIALS

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RESOLVED FURTHER THAT the Remuneration & Nomination Committee/Board of Directors has liberty to alter and vary such remuneration within the limits specified under Section 314(1B) of the Companies Act, 1956, to effect change in designation and responsibilities of Mr. Lucky Garg.

RESOLVED FURTHER THAT Mr. Lucky Garg shall be entitled for reimbursement of actual travelling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with Company's business and any other allowance, benefits and perquisites as are provided to senior executives of the Company and/or which may become applicable in future and/or any other allowance, perquisites as Board may decided from time to time."

The Chairman thereafter put the resolution for voting by show of hands and the resolution was passed unanimously.

16. Mr. Ashok Sharma proposed and Mr. Hemant Gautam seconded the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 314 (1B) of the Companies Act, 1956 read with Directors Relatives (Office or Place of Profit) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 including statutory modification(s) or re- enactment thereof for the time being in force, consent of shareholders be and is hereby accorded for revision in remuneration, perquisites and other allowances payable to Mrs. Vaishali Jhaveri, Vice-President (Marketing) of the Company being daughter of Mr. Subhash Chander Garg, Whole Time Director, w.e.f 01st April 2013 as recommended by Remuneration & Nomination Committee and approved by Board are detailed below:

a. Basic Salary: Rs 1,75,000/- (Rs. One Lac Seventy Five Thousand Only) P.M
b. HRA @ 15% per month of the Basic Salary.
c. Telephone: Mobile/Telephone facility for official use as per Company's rules.
d. Leave encashment as per rules of the Company.
e. Provident Fund: Company's Contribution towards Provident Fund as per provisions of the Act..
f. Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company.

RESOLVED FURTHER THAT the Remuneration & Nomination Committee/Board of Directors has liberty to alter and vary such remuneration within the limits specified under Section 314(1B) of the Companies Act, 1956, to effect change in designation and responsibilities of Mrs. Vaishali Jhaveri.

RESOLVED FURTHER THAT Mrs. Vaishali Jhaveri shall be entitled for reimbursement of actual travelling, boarding and lodging expenses and other amenities as may be incurred by her from time to time, in connection with Company's business and any other allowance, benefits and perquisites as are provided to senior executives of Company and/or which may become applicable in future and/or any other allowance, perquisites as Board may decided from time to time."

CHAIRMAN INITIALS

The Chairman thereafter put the resolution for voting by show of hands and the resolution was passed unanimously.

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17. Mr. Anil Viz proposed and Mr. Rajinder Aggarwal seconded the following resolution as an Special Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 314 (1B) of the Companies Act, 1956 read with Directors Relatives (Office or Place of Profit) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 including statutory modification(s) or re- enactment thereof for the time being in force, consent of shareholders be and is hereby accorded for revision in remuneration, perquisites and other allowances payable to Mr. Atul Garg, Vice-President (Administration) of the Company being Son of Mr. Umesh Chander Garg, Managing Director, w.e.f 01st April 2013 as recommended by Remuneration & Nomination Committee and approved by Board are detailed below:

a. Basic Salary: Rs 1,75,000/- (Rs. One Lac Seventy Five Thousand Only) P.M
b. HRA @ 15% per month of Basic Salary.
c. Telephone: Mobile/Telephone facility for official use as per Company's rules.
d. Leave encashment as per rules of the Company.
e. Provident Fund: Company's Contribution towards Provident Fund as per provisions of the Act.
f. Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company.

RESOLVED FURTHER THAT the Remuneration & Nomination Committee/Board of Directors has liberty to alter and vary such remuneration within limits specified under Section 314(1B) of the Companies Act, 1956, to effect change in designation and responsibilities of Mr. Atul Garg.

RESOLVED FURTHER THAT Mr. Atul Garg shall be entitled for reimbursement of actual travelling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with Company's business and any other allowance, benefits and perquisites as are provided to senior executives of the Company and/or which may become applicable in future and/or any other allowance, perquisites as Board may decided from time to time."

The Chairman thereafter put the resolution for voting by show of hands and the resolution was passed unanimously.

18. Mr. Daljeet Singh proposed and Mr. Lucky Garg seconded the following resolution as a Special Resolution:

"RESOLVED THAT the following clauses to be added in the Articles of Association of the Company.

RESOLVED FURTHER THAT the following Clause be added as Clause No. 62A after the existing clause No. 62:

CHAIRMAN'S INITIALS

For the purpose of quorum, the participation by members in a general meeting through video conferencing or teleconferencing or through any other electronic or other media shall also be considered as valid as permitted by applicable laws from time to time.

RESOLVED FURTHER THAT the following Clause be added as Clause No. 69A after the existing clause No. 69:

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Such voting in a general meeting or by postal ballot shall also include electronic voting in a general meeting or postal ballot as permitted by applicable laws from time to time.

RESOLVED FURTHER THAT the following Clause be added as Clause No. 94A after the existing clause No. 94:

For the purpose of quorum, participation of Directors through video conferencing or teleconferencing or through any other electronic or other media shall also be considered as valid as permitted by applicable laws from time to time."

The Chairman thereafter put the resolution for voting by show of hands and the resolution was passed unanimously.

VOTE OF THANKS:

On conclusion of the business of the meeting, Chairman declared the meeting closed. The Meeting then ended with a vote of thanks to the Chair.

Date: September 28, 2013
Place: Kala-Amb

Chairman

certified true c/p y
For Ruchira Papers Limited
Company Secretary

CHAIRMAN INITIALS

Can Be Had From : Krishna Traders, 19-D, CHD.