

RUCHIRA PAPERS LIMITED



REGD. OFFICE & WORKS:
TRILOKPUR ROAD, KALA-AMB - 173 030
DISTT. SIRMAUR (H.P.) INDIA
CIN-L21012HP1980PLC004336

PHONE : 08053800897, 08053101892
FAX : (01734) 261141
E-Mail : info@ruchirapapers.com
Website : www.ruchirapapers.com

RPL/CS/BSE/NSE/2015-16/

07.10.2015

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 35th ANNUAL GENERAL MEETING OF THE COMPANY.

Sir/Madam,

Please find enclosed the copy of Minutes of 35th Annual General Meeting of the Company held on Friday, 25th September 2015 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
(Company Secretary)

Encl: As Above.

MINUTES OF THE 35th ANNUAL GENERAL MEETING OF THE MEMBERS OF RUCHIRA PAPERS LIMITED HELD ON FRIDAY, THE 25TH DAY OF SEPTEMBER 2015, AT HOTEL BLACK MANGO, NAHAN ROAD, KALA-AMB DISTT SIRMOUR , HIMACHAL PARDESH AT 11.30 AM AND WAS CONCLUDED AT 12.25 PM.

PRESENT:

S.No	Name	Designation
01.	Mr. Jatinder Singh	Co-Chairman Cum Whole Time Director
02.	Mr. Umesh Chander Garg	Managing Director
03.	Mr. Vipin Gupta	CFO & Whole Time Director
04.	Mr. Dalbir Singh	Independent Director
05.	Mr. S.K.Dewan	Independent Director
06.	Mr. Surinder Gupta	Independent Director

IN ATTENDANCE

Mr. Vishav Sethi- Company Secretary

STATUTORY AUDITORS

CA Subhash Mittal, for M/S Subhash Sajal & Associates. Chartered Accountant.

SECRETARIAL AUDITORS

Mr. Rajinder Bhalla, Practicing Company Secretary

MEMBERS/PROXIES

Members Present in Person: 43

Proxies Present: 7 representing 4269732 Shares.

PROCEEDINGS

CHAIRMAN

Since Mr. Subhash Chander Garg, Chairman of the Company could not attend the meeting, Mr. Harminder Singh, a member proposed that Mr. Jatinder Singh, Co-Chairman & Whole Time Director of the Company may chair the meeting. Mrs. Saroj Sardana, a member seconded the proposal. The proposal was supported unanimously/passed without dissent by the members present. Thereafter Mr. Jatinder Singh took the Chair.

QUORUM

At 11.30 A.M, the Chairman informed the members that the requisite quorum is present and declared the meeting duly constituted and commenced the proceedings. The Chairman welcomed the members to the 35th Annual General Meeting of the Company. He then informed the members that the Annual Report containing Notice, convening the 35th Annual General Meeting were circulated, within statutory time limit, to the Members, by couriering physical copies and also by e-mail to those shareholders whose e-mail address were registered with the Depository Participant and the Annual Report has already been uploaded on the Company's Website.



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The Chairman acknowledged the presence of Mr. Dalbir Singh-Chairman of Audit Committee and Nomination & Remuneration Committee, Mr. S.K.Dewan-Chairman of Stakeholders Relationship Committee, Mr. Surinder Gupta-Chairman of CSR Committee.

The Chairman further acknowledged the presence of Mr. Subhash Mittal, partner of M/S Subhash Sajal & Associates, Chartered Accountants, Statutory Auditors of the Company and Mr. Rajinder Bhalla, Secretarial Auditors of the Company.

NOTICE & AUDITORS REPORT:

Notice convening the 35th Annual General Meeting of the members of the Company and the explanatory statement annexed thereto was taken as read with the consent of the members present. The Chairman 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 and Secretarial Audit Report.

BOOKS AND STATUTORY REGISTERS:

Certain Registers, Documents, Auditors Report, Secretarial Auditors Report as prescribed under the Companies Act, 2013 have been kept at the meeting and were open for inspection of the members.

PASSING OF RESOLUTION THROUGH E-VOTING/BALLOT:

The Chairman then before taking up any item of the agenda informed the Members about the changes in the way the Annual General Meeting and voting there at to be conducted, in accordance with the Companies Act, 2013 and rules thereunder. He mentioned that the E-Voting on all the items of the business to be transacted at the 35th AGM was kept open for 3 days i.e from 22nd September 2015 to 24th September 2015 and in view of this, voting by show of hands has been dispensed with. The Company had fixed the cut off date as on 18th September 2015 for determining eligible members for voting and dividend and book closure from 19th September 2015 to 25th September 2015.

Since the Company has provided E-Voting facility to the members, it was obligatory on the part of the Company to provide similar voting rights to those members who were present in the meeting hall in person or thorough proxies to vote in the proportion of shares held by them.

Therefore poll has been arranged through the issue of Ballot Form for voting on all the resolution contained in the ordinary and special businesses of the notice of annual general meeting.

Thereafter the Ballot Forms were distributed to the shareholders present. Then the shareholders after getting the Ballot Form exercised their voting as per the instructions printed overleaf on the ballot form.

Sh. Sanjay Kumar Garg of M/S Sanjay Kumar Garg & Co, Cost Accountants, New Delhi was appointed by the Board of Directors of the Company as a Scrutinizer for scrutinizing the e-voting as well as Ballot process in a fair and transparent.



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The members then raised certain queries, questions and suggestion in addition to offering their comments. They praised the team work of the Company. The questions etc. were mainly related to the financial statements, products of the Company, future sales etc. The Chairman replied to all the queries and questions to the satisfaction of the members and appraised them about the operations and business performance of the Company for the F.Y 2014-15. The chairman thanked the shareholders for the concern and interest shown in the working of the Company and suggestions put forward by them.

After ensuring that all the shareholders, who were present in the meeting hall and participated in the poll, had cast their votes, the scrutinizer closed the poll at around 12.00PM. Then the scrutinizer took the custody of the polling box for counting the votes and submitting the results to the Chairman.

The scrutinizer then informed at the meeting that prima facie all resolutions have been carried out and detail report shall be submitted in due course.

The Chairman then proceeded ahead and took the item of business, as mentioned in the Notice convening the Annual General Meeting, by summarizing the resolutions proposed, their meeting and impact and provided clarity thereof.

BUSINESS AS PER NOTICE:

ORDINARY BUSINESS

Proposed & Passed as Ordinary Resolution:

1. Adoption of Financial Statements of the Company for the Financial Year ended 31st March 2015:

The Chairman proposed the following resolution, which was seconded by Mrs. Shelly Garg, a member:

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss for the year ended on that date together with reports of Board of Directors and Independent Auditors and schedules and annexure thereto submitted to this meeting be and are hereby approved and adopted."

Proposed & Passed as Ordinary Resolution:

2. Declaration of Final Dividend:

Mr. Daljeet Singh proposed and Mr. Jagdeep Singh seconded the following resolution.

"RESOLVED THAT the Dividend of Rs. 1.30/- per equity shares of Rs. 10 each as recommended by the Board of Directors be and is hereby declared and to be paid for the Financial Year 2014-15.

RESOLVED FURTHER THAT the dividend be paid on or after 09th October 2015 to all those beneficial owner(s) holding shares in electronic form as per the BO data as made available to the Company by NSDL and CDSL as of end of the day on 18th September 2015 and to all those shareholders holding shares in physical form after giving effect to all the valid shares transfers lodged with the Company before the closing hours on 18th September 2015."


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Proposed & Passed as Ordinary Resolution:

3. Re-appointment of Director retiring by rotation:

Mr. Deepan Garg proposed and Mr. Daljeet Singh seconded the following resolution.

"RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013 and rules made thereunder, Mr. Vipin Gupta, Whose period of office is liable to determine by rotation, being eligible, offers himself for re-appointment be and is hereby re-appointed as Director of the company liable to retire by rotation."

Proposed & Passed as Ordinary Resolution:

4. Ratification of appointment of Statutory Auditors of the Company:

Mrs. Charanjeet Kaur proposed and Mr. Atul Garg seconded the following resolution.

"RESOLVED THAT in accordance with the provisions of Sections 139,142 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (Including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to recommendations of the Audit Committee and pursuant to the resolution passed by the members at the AGM held on 25th September 2014, the consent of the Members be and is hereby accorded to the ratification of the appointment of M/S Subhash Sajal & Associates, Chartered Accountants (ICAI Reg. No. 018178N) as the Statutory Auditors of the Company to hold the office until the conclusion of the 38th Annual General Meeting at a remuneration of Rs. 1,80,000/- (Rs. One Lac and Eighty Thousand only) (Previous Year-Rs. 1,80,000/-) Plus Service Tax and other out of pocket expenses as admissible. (Subject to ratification of the appointment and revision in remuneration by the members at every Annual General Meeting)".

SPECIAL BUSINESS:

Proposed & Passed as Special Resolution:

5. Re-appointment of Mr. Subhash Chander Garg as Whole Time Director and to fix the remuneration payable:

Mr. Harminder Singh proposed and Mr. Ravinder Singh seconded the following resolution.

"RESOLVED THAT in accordance with the provisions of Sections 196,197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 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 consent of the members be and is hereby accorded to the re-appointment of Sh. Subhash Chander Garg as Whole Time Director of the Company, for the period of 5 (five) years with effect from 01st September 2015 to 31st August 2020, with his period of office liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded for the payment of remuneration to Sh. Subhash Chander Garg for the period of 2(Two) years from 01st September 2015 to 31st August 2017 as set out below:

a. Basic Pay:

Rs. 7,00,000 /- P.M (Rs. Seven Lacs Only) w.e.f 01st September 2015.

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Rs. 8,00,000 /- P.M (Rs. Eight Lacs Only) w.e.f 01st September 2016.

(Proposed Increase from Rs. 6,00,000/- P.M)

- b. HRA @ 20% per month of the Basic Pay.
- 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. Telephone: Mobile/Telephone facility as per Company's rules.
- f. Leave encashment: As per rules of the Company.
- g. Conveyance: Company's Car with Driver for Official Use.
- h. Reimbursement of actual expenses incurred for the business of the Company as per rules of the Company.

In addition to the above, he shall be entitled to the following benefits, which shall not be included in the limit as referred in Schedule V of the Act.

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

The above proposed remuneration will continue to be paid as minimum remuneration within the provisions prescribed under Schedule V of 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, without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, Sh. Vishav Sethi, Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable in the said regard including filing of returns with any authority."

Proposed & Passed as Special Resolution:

6. Re-appointment of Mr. Jatinder Singh as Whole Time Director and to fix the remuneration payable:

The chairman being interested in this resolution, Mr. Vipin Gupta took this item of the agenda.

Mrs. Kiran Bala proposed and Mrs. Sushma Gulati seconded the following resolution.

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 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 consent of the members be and is hereby accorded to the re-appointment of Sh. Jatinder Singh as Whole Time Director of the Company, for the period of 5 (five) years with effect from 01st September 2015 to 31st August 2020, with his period of office liable to determination by retirement of Directors by rotation.

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RESOLVED FURTHER THAT consent of the members be and is hereby accorded for the payment of remuneration to Sh. Jatinder Singh for the period of 2(Two) years from 01st September 2015 to 31st August 2017 as set out below:

a. Basic Pay:

Rs. 7,00,000 /- P.M (Rs. Seven Lacs Only) w.e.f 01st September 2015.

Rs. 8,00,000 /- P.M (Rs. Eight Lacs Only) w.e.f 01st September 2016.

(Proposed Increase from Rs. 6,00,000/- P.M)

b. HRA @ 20% per month of the Basic Pay.

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. Telephone: Mobile/Telephone facility as per Company's rules.

f. Leave encashment: As per rules of the Company.

g. Conveyance: Company's Car with Driver for Official Use.

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

In addition to the above, he shall be entitled to the following benefits, which shall not be included in the limit as referred in Schedule V of the Act.

i. Provident Fund: Company's Contribution towards Provident Fund shall be as per provisions of the Employee Provident Fund Act.

j. Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company.

The above proposed remuneration will continue to be paid as minimum remuneration within the provisions prescribed under Schedule V of 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, without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, Sh. Vishav Sethi, Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable in the said regard including filing of returns with any authority."

Post this resolution Mr. Jatinder Singh, Chairman resumed the next items.

Proposed & Passed as Special Resolution:

7. Re-appointment of Mr. Umesh Chander Garg as Managing Director and to fix the remuneration payable:

Mrs. Indra Katariya proposed and Mrs. Saroj Sardana seconded the following resolution.

"RESOLVED THAT in accordance with the provisions of Sections 196,197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 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 consent of the members be and is hereby accorded to the re-appointment of Sh. Umesh Chander Garg as Managing Director of the Company, for the period of 5 (five) years with

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effect from 01st September 2015 to 31st August 2020, with his period of office liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded for the payment of remuneration to Sh. Umesh Chander Garg for the period of 2(Two) years from 01st September 2015 to 31st August 2017 as set out below:

a. Basic Pay:

Rs. 7,00,000 /- P.M (Rs. Seven Lacs Only) w.e.f 01st September 2015.

Rs. 8,00,000 /- P.M (Rs. Eight Lacs Only) w.e.f 01st September 2016.

(Proposed Increase from Rs. 6,00,000/- P.M)

b. HRA @ 20% per month of the Basic Pay.

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. Telephone: Mobile/Telephone facility as per Company's rules.

f. Leave encashment: As per rules of the Company.

g. Conveyance: Company's Car with Driver for Official Use.

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

In addition to the above, he shall be entitled to the following benefits, which shall not be included in the limit as referred in Schedule V of the Act.

i. Provident Fund: Company's Contribution towards Provident Fund shall be as per provisions of the Employee Provident Fund Act.

j. Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company.

The above proposed remuneration will continue to be paid as minimum remuneration within the provisions prescribed under Schedule V of 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, without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, Sh. Vishav Sethi, Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable in the said regard including filing of returns with any authority."

Proposed & Passed as Special Resolution:

8. Increase in the Remuneration of Mr. Vipin Gupta, CFO & Whole Time Director:

Mr. Ashwani Datta proposed and Mr. Madan Lal Jhamba seconded the following resolution.

"RESOLVED THAT pursuant to the provisions of Sections 197, 198, 203 read with Schedule V of the Companies Act, 2013 and/or 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/or subject to the compliance of listing agreement, the consent of the members be and is hereby accorded to increase the

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Managerial Remuneration of Mr. VIPIN GUPTA for the period of One Year i.e from 1st June 2015 to 31st May 2016 on the terms and conditions, as set out below:-

- a. Basic Pay: Rs. 2,20,000 /- P.M (Rs. Two lacs Twenty Thousand Only)
(Proposed Increase from Rs. 1,80,000/- P.M to Rs. 2,20,000/- PM)
- b. HRA @ 15% per month of the Basic Pay.
- c. Telephone: Mobile/Telephone facility 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 the business of the Company as per rules of the Company.
- g. Provident Fund: Company's Contribution towards Provident Fund shall be as per provisions of the Employee Provident Fund Act.
- 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 continue to be paid within the provisions prescribed under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Vipin Gupta shall be designated as CFO & Executive Director of the Company and shall be liable to retire by rotation.

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 subject to the applicable provisions of the Companies Act, 2013."

Proposed & Passed as Ordinary Resolution:

9. Approval of remuneration of Cost Auditors for the F.Y 2015-16:

Mr. Ashok Kumar proposed and Mrs. Indra Katariya seconded the following 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 & Co., the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March 2016, to be paid the remuneration of Rs. 65,000/- (Rs. Sixty Five Thousand Only) plus Service Tax and out of pocket expenses as recommended by the Audit Committee and approved by the Board be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Proposed & Passed as Ordinary Resolution:

10. Increase of Remuneration payable to related parties holding office or place of profit:

The chairman being interested in this resolution, Mr. Vipin Gupta took this item of the agenda.


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Mrs. Ranjana Garg proposed and Mr. Sumat Kumar seconded the following resolution.

"RESOLVED THAT pursuant to the provisions of sections 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time, the approval of the Company be and is hereby accorded to the revision in the remuneration of related parties holding office or place of profit w.e.f 01st July 2015 as detailed below.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee/Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013 to effect change in designation and responsibilities of the persons holding office or place of profit within the maximum limit approved by the shareholders.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, Sh. Vishav Sethi, Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable in the said regard including filing of returns with any authority."

Related Party Transaction-(Remuneration to related parties holding office or place of profit)					
			Transaction defined U/S 188(1)(f) of the Companies Act, 2013 i.e Related Party holding office or place of profit.		
Name of Related Parties:	Name of the director or KMP who is related.	Nature of Relationship.	Designation	Monthly Remuneration payable individually w.e.f 01 st July 2015.	
Mrs. Parveen Garg	Mr. Subhash Chander Garg	Wife of Mr. Subhash Chander Garg	Senior VP-CSR	<ul style="list-style-type: none"> Basic Salary: Rs 2,75,000/- (Rs. Two Lacs and Seventy Five Thousand Only) P.M. (Proposed Increase from Rs. 2,25,000/- P.M to 2,75,000/- P.M) HRA @ 15% per month of the Basic Salary. Telephone: Mobile/Telephone facility as per the Company's rules. Leave encashment as per rules of the Company. Provident Fund: Company's contribution towards Provident Fund as per Provisions of Employees Provident Fund Act. Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company. Reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by him/her from time to time, in connection with the Company's business. 	
Mr. Deepan Garg	Mr. Umesh Chander Garg	Son of Mr. Umesh Chander Garg	VP-Technical		
Mr. Lucky Garg	Mr. Umesh Chander Garg	Son of Mr. Umesh Chander Garg	VP-Marketing	<ul style="list-style-type: none"> Basic Salary: Rs 2,75,000/- (Rs. Two Lacs and Seventy Five Thousand Only) P.M. (Proposed Increase from Rs. 2,25,000/- P.M to 2,75,000/- P.M) HRA @ 15% per month of the Basic Salary. Telephone: Mobile/Telephone facility as per the Company's rules. Leave encashment as per rules of the Company. Provident Fund: Company's contribution towards Provident Fund as per Provisions of Employees Provident Fund Act. Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company. Reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by him/her from time to time, in connection with the Company's business. 	
Mr. Atul Garg	Mr. Umesh Chander Garg	Son of Mr. Umesh Chander Garg	VP-Administration		
Mr. Jagdeep Singh	Mr. Jatinder Singh	Son of Mr. Jatinder Singh	VP-Operations		
Mr. Daljeet Singh	Mr. Jatinder Singh	Son of Mr. Jatinder Singh	VP-Commercial		
Mrs. Vaishali Jhaveri	Mr. Subhash Chander Garg	Daughter of Mr. Subhash Chander Garg	VP-Marketing		
Ms. Radhika Garg	Mr. Subhash Chander Garg	Daughter of Mr. Subhash Chander Garg	VP-Marketing(NR)		

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Declaration of Results:

The result of the E-voting and of the poll at the Annual General Meeting were declared by the Chairman after obtaining report of the Scrutinizer on dated 25th September 2015.

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Results of Voting (through E-voting and Physical Ballot at AGM)

Resolution Particulars	Promoter/Publisher	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on Outstanding shares. (3)=[(2)/(1)]*100	No. of votes-in favour (4)	No. of Votes-against (5)	% of votes in favours on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
1. Adoption of Financial Statements for the Year ended 31st March 2015	Promoter and Promoter Group	13343461	13343461	100.00	13343461	0	100.00	0
	Public-Institutional holder	703755	0	0.00	0	0	0	0
	Public-Others	8374588	762761	9.11	762761	0	100.00	0.00
	Total	22421804	14106222	62.91	14106222	0	100.00	0.00
2. Declaration of Dividend on the Equity Shares.	Promoter and Promoter Group	13343461	13343461	100.00	13343461	0	100.00	0
	Public-Institutional holder	703755	0	0.00	0	0	0	0
	Public-Others	8374588	762761	9.11	762761	0	100.00	0.00
	Total	22421804	14106222	62.91	14106222	0	100.00	0.00
3. Re-appointment of Director in place of Mr. Vipin Gupta (DIN:05107366), who retires by rotation and being eligible, offers himself for re-appointment	Promoter and Promoter Group	13343461	13343461	100.00	13343461	0	100.00	0
	Public-Institutional holder	703755	0	0.00	0	0	0	0
	Public-Others	8374588	748019	8.93	742151	5868	99.22	0.78
	Total	22421804	14091480	62.85	14085612	5868	99.96	0.04
Invalid Votes: 1600 Shares								
4. Ratification of appointment of statutory auditors of the Company and to fix their remuneration.	Promoter and Promoter Group	13343461	13343461	100.00	13343461	0	100.00	0
	Public-Institutional holder	703755	0	0.00	0	0	0	0
	Public-Others	8374588	762761	9.11	756893	5868	99.23	0.77
	Total	22421804	14106222	62.91	14100354	5868	99.96	0.04
5. Re-appointment of Sh. Subhash Chander Garg as Whole Time Director and to fix the remuneration.	Promoter and Promoter Group	13343461	6840970	51.27	6840970	0	100.00	0
	Public-Institutional holder	703755	0	0.00	0	0	0	0
	Public-Others	8374588	762761	9.11	756893	5868	99.23	0.77
	Total	22421804	7603731	33.91	7597863	5868	99.92	0.08
6. Re-appointment of Sh. Jatinder Singh as Whole Time Director and to fix the remuneration.	Promoter and Promoter Group	13343461	8896293	66.67	8896293	0	100.00	0
	Public-Institutional holder	703755	0	0.00	0	0	0	0
	Public-Others	8374588	762761	9.11	756893	5868	99.23	0.77
	Total	22421804	9659054	43.08	9653186	5868	99.94	0.06

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7. Re-appointment of Sh. Umesh Chander Garg as Managing Director and to fix the remuneration.	Promoter and Promoter Group	13343461	7454284	55.86	7454284	0	100.00	0
	Public-Institutional holder	703755	0	0.00	0	0	0	0
	Public-Others	8374588	762761	9.11	756893	5868	99.23	0.77
	Total	22421804	8217045	36.65	8211177	5868	99.93	0.07
8. Increase of Remuneration payable to Sh. Vipin Gupta, CFO & Whole Time Director.	Promoter and Promoter Group	13343461	13343461	100.00	13343461	0	100.00	0
	Public-Institutional holder	703755	0	0.00	0	0	0	0
	Public-Others	8374588	748019	8.93	742151	5868	99.22	0.78
	Total	22421804	14091480	62.85	14085612	5868	99.96	0.04
9. approval of the remuneration of Cost Auditors for the financial year ending 31st March 2016.	Promoter and Promoter Group	13343461	13343461	100.00	13343461	0	100.00	0
	Public-Institutional holder	703755	0	0.00	0	0	0	0
	Public-Others	8374588	762761	9.11	756893	5868	99.23	0.77
	Total	22421804	14106222	62.91	14100354	5868	99.96	0.04
10. Increase of Remuneration payable to related parties holding office or place of profit.	Promoter and Promoter Group	13343461	0	0.00	0	0	0.00	0
	Public-Institutional holder	703755	0	0.00	0	0	0	0
	Public-Others	8374588	762761	9.11	756643	6118	99.20	0.80
	Total	22421804	762761	3.40	756643	6118	99.20	0.80

Summary of Scrutinizer's Report:

The Scrutinizer's Report dated 25th September 2015, containing following details, in brief:

A box for dropping ballot paper was kept at the AGM duly locked and marked. The box was opened after the poll, in presence of two aids of the scrutinizer who were not in employment of the Company. Poll papers were duly reconciled with the RTA's records, incomplete or defective poll papers were treated invalid. The result of the e-voting and poll were then prepared and handed over to the Chairman along with the said report, which clearly mentioned about recommending that all the resolutions were passed with requisite majority in their favour and shall be considered to have been passed.

A copy of the Scrutinizer's Report and the result were forwarded to Stock Exchange and were also uploaded on the website of the Company and CDSL.

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 at 12.25 PM.

Date: 07/10/2015
Place: Kala-Amb


Chairman

CHAIRMAN'S
INITIALS

End of Minutes

Entry of Minutes: 06/10/2015