RUCHIRA PAPERS

COMMITTED TO THE EARTH www.ruchirapapers.com

RPL/CS/BSE/NSE/2017-18 **25/08/2017**

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 37TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON THURSDAY, 21ST SEPTEMBER 2017 AT 11.15 AM.

Dear Sir/Madam,

Notice of 37th Annual General Meeting of the Company to be held on Thursday, 21st September 2017 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

RUCHIRA PAPERS LTD. KALA AMB

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
Haryana - 135001
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

37th Annual General Meeting

of the Company to be held on

Thursday, 21st September 2017 at 11.15 AM

at

Hotel Black Mango, Kala-Amb,

Distt-Sirmaur, Himachal Pradesh-173030.

RUCHIRA PAPERS LIMITED
CIN-L21012HP1980PLC004336

REGD. OFFICE & WORKS
Trilokpur Road, Kala Amb
Sirmaur
Himachal Pradesh – 173030
T: +91-80-53800897 / 53101892

ADMIN. OFFICE
21-22, New Professors Colony
Yamuna Nagar
Haryana - 135001
T: +91-1732-233799/233140

DELHI OFFICE
M-146, 2nd Floor
Greater Kailash Part 2
New Delhi - 110048
T: +91-11-
29226638/29226639

E: info@ruchirapapers.com
E: rplynr@ruchirapapers.com
rpldelhi@ruchirapapers.com

Notice

NOTICE is hereby given that the 37th ANNUAL GENERAL MEETING of the Members of RUCHIRA PAPERS LIMITED will be held on Thursday, 21st September, 2017 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 statements of the Company for the financial year ended 31st March 2017 together with the Reports of Board of Directors and Independent Auditors thereon;

2. To declare dividend on equity shares for the financial year 2016-17;

3. To appoint a Director in place of Mr. Umesh Chander Garg (DIN 01593400), who retires by rotation and being eligible, offers himself for re-appointment;

4. To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** in accordance with 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 and Board of Director and pursuant to the resolution passed by the members at the AGM held on 25th September 2014, the approval 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 office from the conclusion of this Annual General Meeting untill the conclusion of next Annual General Meeting at a remuneration of ₹2,20,000/-(₹Two Lakh and Twenty Thousand only) (Previous Year-₹1,90,000/-) Plus applicable taxes and other out of pocket expenses as admissible in the course of their audit."

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 appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2017-18, to be paid remuneration of ₹65,000/- (₹Sixty Five 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 and recommendation of the Nomination and Remuneration Committee and Audit Committee, and other requisite approvals, if any, the approval of the members be and is hereby accorded for revision in the managerial remuneration of Mr. Subhash Chander Garg, Whole Time Director of the Company, w.e.f 01st June 2017 for the period of Three Years i.e up to 31st May 2020 on such terms and conditions including remuneration, in case of absence of profits or if the Company has inadequate profits, as stated below:

   - Basic Salary: ₹16,00,000/- (Rupees Sixteen Lakh Only) per month.
   - House Rent Allowance @ 20% of the Basic Salary.
   - Reimbursement of Medical expenses incurred in India or abroad for himself and family subject to ceiling of ₹1,00,000/- in a Year.
   - Club Fees not exceeding ₹20,000/- in a year.
   - Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company for official purpose only.
   - Reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with the Company's business.

   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. Subhash Chander Garg, 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

Notice

Section II of Part II of Schedule V to the Companies Act, 2013.

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

RESOLVED FURTHER THAT 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 forgoing 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 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 and recommendation of the Nomination and Remuneration Committee and Audit Committee, and other requisite approvals, if any, the approval of the members be and is hereby accorded for revision in the managerial remuneration of Mr. Jatinder Singh, Whole Time Director of the Company, w.e.f 01st June 2017 for the period of Three Years i.e up to 31st May 2020 on such terms and conditions including remuneration, in case of absence of profits or if the Company has inadequate profits, as stated below:

- Basic Salary: ₹16,00,000/- (Rupees Sixteen Lakh Only) per month.
- House Rent Allowance @ 20% of the Basic Salary.
- Reimbursement of Medical expenses incurred in India or abroad for himself and family subject to ceiling of ₹1,00,000/- in a Year.
- Club Fees not exceeding ₹20,000/- in a year.
- Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company for official purpose only.
- Reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with the Company's business.

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. Jatinder Singh, 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 and Remuneration Committee is hereby further authorized to alter and vary the terms and conditions from time to time including designation subject to the applicable provisions of the Companies Act, 2013 and with in 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."

8. 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 and recommendation of the Nomination and Remuneration Committee and Audit Committee, and other requisite approvals, if any, the approval of the members be and is hereby accorded for revision in the managerial remuneration of Mr. Umesh Chander Garg, Managing Director of the Company, w.e.f 01st June 2017 for the period of Three Years i.e up to 31st May 2020 on such terms and conditions including remuneration, in case of absence of profits or if the Company has inadequate profits, as stated below:

- Basic Salary: ₹16,00,000/- (₹Sixteen Lakh Only) per month.
- House Rent Allowance @ 20% of the Basic Salary.
- Reimbursement of Medical expenses incurred in India or abroad for himself and family subject to ceiling of ₹1,00,000/- in a Year.
- Club Fees not exceeding ₹20,000/- in a year.
- Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company for official purpose only.
- Reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with the Company's business.

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. Umesh Chander Garg, 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 and Remuneration Committee is hereby further authorized to alter and vary the terms and conditions from time to time including designation subject to the applicable provisions of the Companies Act, 2013 and with in 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."

9. 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 and 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 for revision in the managerial remuneration of Mr. Vipin Gupta, CFO & Executive Director of the Company, w.e.f 1st June, 2017 for the period of One Year i.e up to 31st May 2018 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: ₹3,10,000 /- P.M (₹Three Lakh and Ten Thousand Only)
- HRA @ 15% per month of the Basic Pay.
- Telephone: Mobile/Telephone facility as per Company's rules.
- Leave encashment as per Company's rules.
- Conveyance: Company's Car with Driver for Official Use.
- Reimbursement of expenses incurred for the business of the Company as per Company's rules.

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

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

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

RESOLVED FURTHER THAT 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."

10. To consider and, if thought fit, to pass the following resolution as an Ordinary 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 members be and is hereby accorded for revision in the Basic Pay of related parties holding office or place of profit, w.e.f 01st July 2017 as detailed in the Explanatory Statement while other terms and conditions remains the same.

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 limits approved by the shareholders.

RESOLVED FURTHER THAT for the purpose of giving effect to

Notice

the foregoing Resolution, Mr. 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 filling of returns with any authority."

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

"**RESOLVED THAT** pursuant to the provisions of section 188 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 and provisions of Regulation 23(8) of the SEBI (Listing Obligations and Disclosure Requirement), 2015 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time, approval/ratification of the members be and is hereby accorded for the transaction(s) of purchase of Raw Material/Fuel from M/S Jasmer Foods Private Limited(related party) for an amount up to ₹30.00 Lakh during F.Y 2016-17."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, make such changes to the terms and conditions as may be considered necessary or desirable in order to give effect to this resolution in the best interest of the Company."

By order of the Board
For Ruchira Papers Limited

Place: Kala-Amb (HP)
Date: 08.08.2017

Vishav Sethi
(Company Secretary)

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 Friday, 15th September 2017 to Thursday, the 21st September 2017 (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 37th Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website www.ruchirapapers.com. The Notice of AGM shall also be available on the website of CDSL www.evotingindia.com.
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 Wednesday, 04th October 2017 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 Thursday, 14th September 2017;
   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 Thursday, 14th September 2017.
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.

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 2016-17 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. 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 30.09.2016 (date of last Annual General Meeting) on website of the Company, as also with Ministry of Corporate Affairs.

18. 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 Central Depository Services (India) Limited (CDSL).

    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 instructions for shareholders voting electronically are as under:

    (i) The voting period begins on Monday, 18th September 2017 (9.00 a.m) and ends on Wednesday, 20th September 2017 (5.00 p.m). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the close of working hours on Thursday, 14th September 2017 ('Cut-off date') may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

    (ii) The shareholders should log on to the e-voting website www.evotingindia.com.

    (iii) Click on Shareholders.

    (iv) Now Enter your User ID

        a. For CDSL: 16 digits beneficiary ID,

        b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

        c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

    (v) Next enter the Image Verification as displayed and Click on Login.

    (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and 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) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio 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. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the RUCHIRA PAPERS LIMITED on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. Or you may contact Mr. Vishav Sethi, Company Secretary at investor@ruchirapapers.com.

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.

(v) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ruchirapapers.com and on the website of CDSL www.evotingindia.com, 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.

ANNEXURE TO THE NOTICE

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

ITEM NO. 4:

This explantory statement is provided though not required as per Section 102 of the Act.

At the 34th Annual General Meeting (AGM) of the Company held on 25th September 2014, M/S Subhash Sajal & Associates, Chartered Accountants (ICAI Reg. No. 018178N) have been appointed as the Statutory Auditors to hold the office till the conclusion of the 38th Annual General Meeting. In terms of the Provisions of the Companies Act, 2013, it is necessary to get the appointment ratified by the Shareholders at every Annual General Meeting until the expiry of the period of appointment.

In view of the above, the Board of Directors recommends the ratification of M/S Subhash Sajal & Associates, Chartered Accountants (ICAI Reg. No. 018178N) as the Statutory Auditors of the Company as mentioned at Item No. 04 to the AGM Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution.

The Board recommends the resolution for approval of the members by way of Ordinary Resolution.

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 2017-18.

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.

Accordingly the approval of the members is sought for passing an

Ordinary Resolution as set out at Item no.5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year 2017-18.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution.

ITEM No. 6, 7 & 8:

Mr. Subhash Chander Garg, Mr. Jatinder Singh and Mr. Umesh Chander Garg had been re-appointed as Whole Time Director, Whole Time Director and Managing Director respectively at the Annual General Meeting of the Company held on 25th September 2015, for the period of five years w.e.f 01st September 2015. The Remuneration was approved for the period of Two Years w.e.f 01st September 2015.

The Board, in view of their contribution to the Company's growth, business and the qualification and experience they holds and on recommendation of Nomination and Remuneration Committee and Audit Committee, recommends the revision in the remuneration payable to them as set out in their respective resolutions at Item No. 6,7 & 8 of the notice.

As per the provision of Section-II of Part-II of Schedule V of the Companies Act, 2013, a Special Resolution is required to be passed for payment of managerial remuneration; therefore approval of the members by way of a Special Resolution is sought for revision in payment of remuneration w.e.f 01st June 2017 for the period of three years i.e up to 31st May 2020 to them.

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

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

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

(i) the proposed remuneration has been approved by Nomination and Remuneration Committee 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 Three years;

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

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

ITEM NO. 9:

Mr. Vipin Gupta had been 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 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 22nd May 2017 approved the remuneration payable to Mr. Vipin Gupta for the period of One Year effective from 01st June 2017. 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.

No director, except Mr. Vipin Gupta, to whom the resolution relates, is interested or concerned in the resolution No. 9.

ITEM NO. 10:

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the shareholders also required.

Section 188(1)(f) of the Companies Act, 2013 provides for the related party's appointment to any office or place of profit. The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 22nd May 2017 had consented for revision in the remuneration payable to Senior Vice President and Vice Presidents (related parties holding office or place of profit) w.e.f 01st July 2017, subject to approval of the Shareholders by way of an Ordinary Resolution.

The details of the increased remuneration are given below. As per section 188(1)(f) of the Companies Act, 2013, your Directors recommends the resolutions for your approval. Mr. Umesh Chander Garg, Managing Director, Mr. Jatinder Singh, Whole Time Director and Mr. Subhash Chander Garg, Whole Time Director, being relatives are deemed to be interested or concerned in the respective offices.

Related Party Transaction–(Remuneration to related parties holding office or place of profit)

Name of Related Parties:	**Name of the director or KMP who is related.**	**Nature of Relationship.**	**Transaction defined U/S 188(1)(f) of the Companies Act, 2013 i.e Related Party holding office or place of profit.**	
			Designation	**Monthly Remuneration payable individually w.e.f 01st July 2017.**
Mrs. Parveen Garg	Mr. Subhash Chander Garg	Wife of Mr. Subhash Chander Garg	Senior VP-CSR	• Basic Salary: ₹4,00,000/- (₹Four Lakh Only) P.M. • HRA @ 15% per month of the Basic Salary. • Telephone: Mobile/Telephone facility as per the Company's rules. • Leave encashment as per the Company's rules. • Employees' Provident Fund: Company's contribution towards Employees' 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 the Company's rules. • Reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by them from time to time, in connection with the Company's business.
Ms. Radhika Garg	Mr. Subhash Chander Garg	Daughter of Mr. Subhash Chander Garg	VP-Marketing(NR)	
Ms. Ruchica G Kumar	Mr. Subhash Chander Garg	Daughter of Mr. Subhash Chander Garg	VP-Marketing	
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	
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	

Notice

ITEM NO. 11:

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the shareholders also required.

The Audit Committee of the Company vide its meeting dated 24th October 2016 granted its omnibus approval to make transaction(s) with M/S Jasmer Foods Private Limited(related party) for the purchase of Raw material/Fuel up to aggregate amount of ₹30 Lakh in single/ multiple transactions during the F.Y 2016-17 at an arm's length basis. As a result, the Company entered into transaction(s) with M/S Jasmer Foods Private limited for an amount of ₹26.01 Lakh during F.Y 2016-17. The Company is seeking shareholders approval/ratifications for the above transaction entered with the related party.

Mr. Jatinder Singh, Whole Time Director and his family are concerned or interested in the resolution. None of the other Directors/KMP or their relatives is in any way concerned or interested in the resolution.

The Board of Directors recommends the above ordinary resolution for your approval.

Details in respect of related party transactions is as below:

Name of the Related Party	Jasmer Foods Private Limited
Name of Director or KMP who is related	Mr. Jatinder Singh, Whole Time Director
Nature of relationship	Mr. Jatinder Singh, Holding Shares and Directorship in the related party entity.
Nature, Material terms, monetary value and particulars of the transaction.	Purchase of Raw Material/Fuel up to ₹30.00 Lakh during F.Y 2016-17 at an Arm's Length Price.
Any advance paid or received or any other information for the above, if any	Nil

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

Place: Kala–Amb
Date : 08.08.2017

By order of the Board
For Ruchira Papers Limited

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. Jatinder Singh
Category	Executive, Promoter	Executive, Promoter
Date of Birth	02.06.1942	19.10.1954
Date of re-appointment	01.09.2015	01.09.2015
Qualifications	Graduate in Law.	Engineering Graduate.
Brief Profile and Expertise in Specific functional area	Mr. Subhash Chander Garg aged 75 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. Jatinder Singh aged 63 years is Whole Time Director of the Company. He is looking after the Finance, Administration, Raw Material procurement and HR Functions. He has been associated with the Company since its inception as Promoter Director.
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: Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Allotment Committee.
Shareholding as on 31.03.2017	848170 Equity Shares.	2359090 Equity Shares
Last Remuneration Drawn	₹8.00 Lakh p.m. Plus 20% (HRA) plus other benefits as approved by Shareholders vide Special Resolution dated 25.09.2015.	₹8.00 Lakh p.m. Plus 20% (HRA) plus other benefits as approved by Shareholders vide Special Resolution dated 25.09.2015.
Relationship with other Directors/KMP inter-se	Related to Mr. Umesh Chander Garg.	Nil
Number of Meeting of Board attended during the year and other directorship etc.	Please refer "Report on Corporate Governance" forming part of this Annual Report.	Please refer "Report on Corporate Governance" forming part of this Annual Report.

Name of Director	Mr. Umesh Chander Garg	Mr. Vipin Gupta
Category	Executive, Promoter	Executive, Professional
Date of Birth	08.04.1949	25.05.1969
Date of re-appointment	01.09.2015	01.11.2016
Qualifications	Pre University-Technical	Post Graduate in Commerce
Brief Profile and Expertise in Specific functional area	Mr. Umesh Chander Garg aged 68 years is Managing Director of the Company. He is looking after the Production, maintenance, plant erection and expansion programs. He has been associated with the Company since its inception as Promoter Director.	Mr. Vipin Gupta aged 48 years, presently designated as CFO & Executive Director and is looking after Finance & Accounts of the Company.
Chairman/ Member of committees of the Board of Companies of which he is a director	Ruchira Papers Limited: Member: Corporate Social Responsibility Committee.	Ruchira Papers Limited: Member: Corporate Social Responsibility Committee, Allotment Committee
Shareholding as on 31.03.2017	1268855 Equity Shares.	18742 Shares
Last Remuneration Drawn	₹8.00 Lakh p.m. Plus 20% (HRA) plus other benefits as approved by Shareholders vide Special Resolution dated 25.09.2015.	₹2.60 Lakh P.M Plus 15% (HRA) plus other benefits as approved by the Shareholders vide Special Resolution dated 30.09.2016.
Relationship with other Directors/KMP inter-se	Related to Mr. Subhash Chander Garg.	Nil
Number of Meeting of Board attended during the year and other directorship etc.	Please refer "Report on Corporate Governance" forming part of this Annual Report.	Please refer "Report on Corporate Governance" forming part of this Annual Report.

STATEMENT PURSUANT TO PROVISON 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	**2016-17 (₹ In Lakhs)**	**2015-16 (₹ In Lakhs)**	**2014-15 (₹ In Lakhs)**
		Sales	41737.58	36258.12	34656.06
		PBT	4575.26	3176.96	2044.37
		PAT	3204.89	1947.06	1283.24
		Dividend proposed/Paid	22.5%	15%	13%
5.	Export Performance and Net Foreign Exchange Collection	During the year 2016-17, Foreign Exchange earnings were ₹3.96 Crore and outgoings were ₹2.56 Crore.			
6.	Foreign investments or collaborators, if any.	Nil			

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

		Mr. Subhash Chander Garg, Whole Time Director	Mr. Jatinder Singh, Whole Time Director	Mr. Umesh Chander Garg, Managing Director	Mr. Vipin Gupta, CFO & Executive Director
1.	Background Details	Mr. Subhash Chander Garg aged 75 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. Jatinder Singh aged 63 years is Whole-Time Director of the Company. He is an Engineering graduate and is looking after Finance, Administration, Raw material procurement and HR Functions. He is associated with the Company since its inception as Promoter Director.	Mr. Umesh Chander Garg aged 68 years is Managing Director of the Company. He is looking after the production, maintenance, Plant erection and expansion programmes. He is associated with the Company since its inception as Promoter Director.	Mr. Vipin Gupta, aged 47 Years is working as professional Whole Time Director With the Company. He is heading the Finance and Accounts of the Company. He is associated with the Company for the past 26 Years.
2.	Past Remuneration	₹8.00 Lakh p.m. Plus 20% (HRA) plus other benefits as approved by Shareholders vide Special Resolution dated 25.09.2015.	₹8.00 Lakh p.m. Plus 20% (HRA) plus other benefits as approved by Shareholders vide Special Resolution dated 25.09.2015.	₹8.00 Lakh p.m. Plus 20% (HRA) plus other benefits as approved by Shareholders vide Special Resolution dated 25.09.2015.	₹2.60 Lakh P.M Plus 15% (HRA) plus other benefits as approved by the members' vide special resolution dated 30.09.2016

3.	Recognition or awards.	He is closely associated with the ROTARY CLUB and has also served as District Governor, D.I.-3080.	-	He is a President of Kala-Amb Chamber of Commerce and Industries, Kala-Amb.	-
4.	Job Profile and his suitability.	As per (1) above	As per (1) above	As per (1) above	As per (1) above
5.	Remuneration proposed.	As set out in the resolution at Item No. 06 of the Notice of the AGM.	As set out in the resolution at Item No. 07 of the Notice of the AGM.	As set out in the resolution at Item No. 08 of the Notice of the AGM.	As set out in the resolution at Item No. 09 of the Notice of the AGM.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin).	The remuneration proposed to be paid to the Director is comparable with the remuneration being paid for similar assignments in the Industry.	The remuneration proposed to be paid to the Director is comparable with the remuneration being paid for similar assignments in the Industry.	The remuneration proposed to be paid to the Director is comparable with the remuneration being paid for similar assignments in the Industry.	The remuneration proposed to be paid to the Director is comparable with the remuneration being paid for similar assignments in the Industry.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any.	Beside the Remuneration Proposed no pecuniary relationship with the Company except that Mr. Umesh Chander Garg, Managing Director is the brother of Mr. Subhash Chander Garg.	Beside the Remuneration Proposed no pecuniary relationship with the Company.	Beside the Remuneration Proposed no pecuniary relationship with the Company except that Mr. Subhash Chander Garg, Whole Time Director is the brother of Mr. Umesh Chander Garg.	Beside the Remuneration Proposed no pecuniary relationship with the Company.

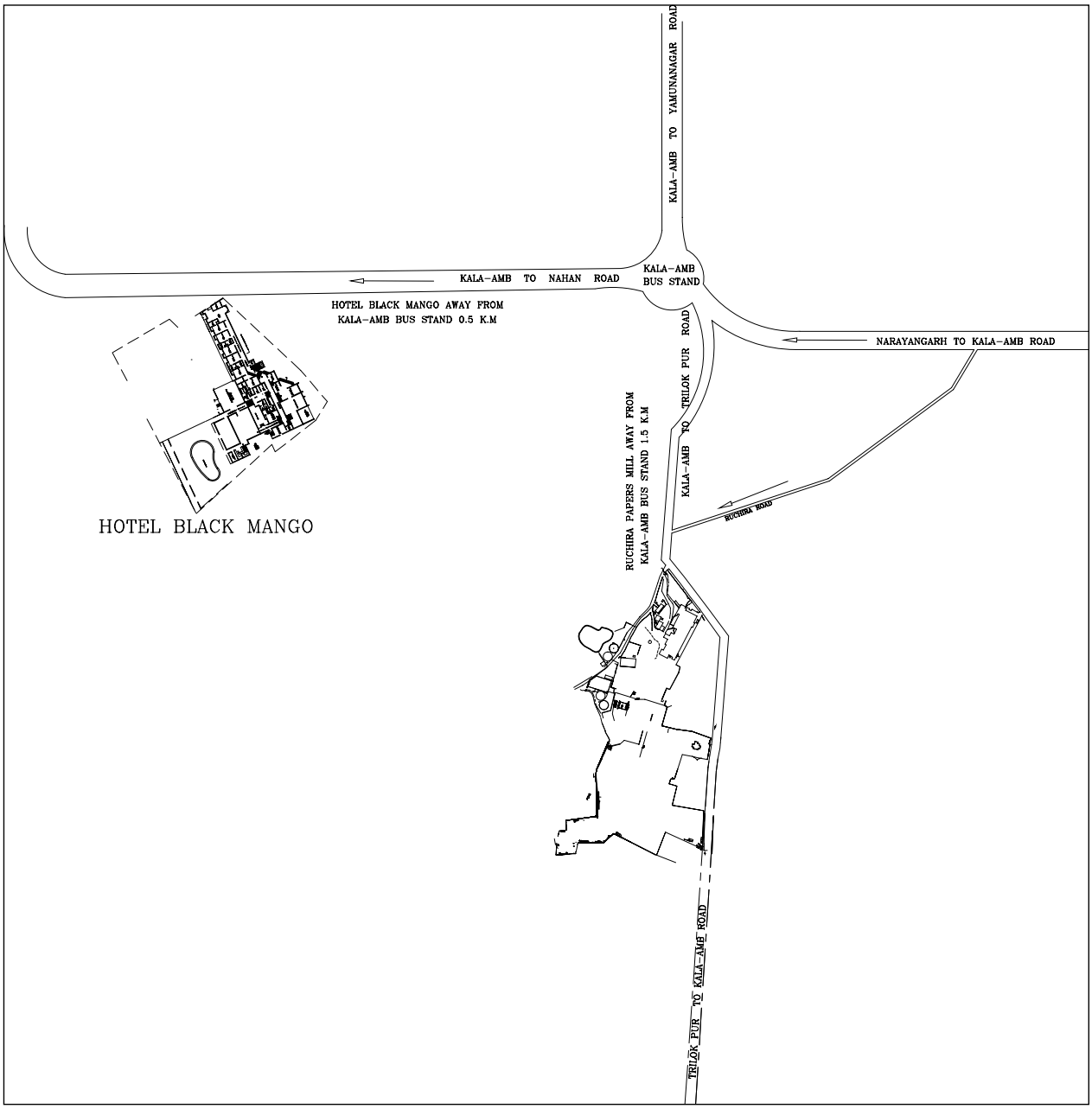
III. OTHER INFORMATION:

1.	Reasons of inadequate profits	During the Financial Year ended 31st March 2017, 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 inadequacy of profits during the F.Y. 2016-17.
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 2015-16, the Company had implemented the De-Bottlecnecking programme, which resulted in Increase in production from 99000 TPA to 116777 TPA in 2016-17. The Company is expecting the production of 128000 TPA for the F.Y 2017-18. Further the Company has achieved turnover of ₹417.37 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 2016-17, the Kraft Paper Production was 66426.012 MT and Writing and Printing Paper production was 50350.679 MT. The production of the Kraft is likely to increase to 73000 MT and Writing and Printing Paper to 55000 MT. The profits are also likely to increase alongside with the production.

IV. DISCLOSURE

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

AGM Venue Route Map



Ruchira Papers Limited

CIN: L21012HP1980PLC004336
Regd. Office: Tirlokpur Road, Kala Amb, Himachal Pradesh-173030
Phone: 91-8053800897, Email- investor@ruchirapapers.com

ATTENDANCE SLIP

(To be presented at the entrance)
37th Annual General Meeting on Thursday, 21st September 2017 at 11.15 AM.

DP ID No .....

Folio No./Client ID .....

No. of Shares .....

Name of Shareholder/Proxy holder/Representative: .....

I/We hereby record my presence at the Annual General Meeting of the Company being held at Hotel Black Mango, Nahan Road, Kala-Amb, Distt. Sirmour (H.P.) 173030 on Thursday, 21st September 2017 at 11.15 AM.

(Signature of the Member/Proxy)

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

Ruchira Papers Limited

CIN: L21012HP1980PLC004336
Regd. Office: Tirlokpur Road, Kala Amb, Himachal Pradesh-173030
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 37th Annual General Meeting of the Company to be held on Thursday, 21st September 2017 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, 2017.
2. To declare a dividend on equity shares for the financial year 2016-17.
3. To appoint a Director in place of Mr. Umesh Chander Garg (DIN:01593400), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of statutory auditors of the Company and to fix their remuneration.

Special Business:

5. To approve the remuneration of Cost Auditors for the financial year ending 31st March 2017.
6. To revise the Managerial Remuneration of Mr. Subhash Chander Garg, Whole Time Director of the Company.
7. To revise the Managerial Remuneration of Mr. Jatinder Singh, Whole Time Director of the Company.
8. To revise the Managerial Remuneration of Mr. Umesh Chander Garg, Managing Director of the Company.
9. To revise the Managerial Remuneration of Mr. Vipin Gupta, CFO & Whole Time Director of the Company.
10. To revise the Remuneration payable to related parties holding office or place of profit.
11. To approve/ratify the transaction entered with related party pursuant to omnibus approval granted by Audit Committee.

Signed this _____ day of_____2017.

Affix Revenue Stamp of ₹1/-

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.