

RPL/CS/BSE/NSE/2025-26/24

06th September, 2025

To

The General Manager,
Department of Corporate Service,
Bombay Stock Exchange Limited,
P. J. Tower, Dalal Street, Fort,
Mumbai-400023
Scrip Code: **532785**

National Stock Exchange of India Limited,
Exchange Plaza, Plot No. C/1
G. Block, Bandra Kurla Complex,
Bandra (E),
Mumbai 400051
Trading Symbol: **RUCHIRA EQ**

Dear Sir/Madam,

SUB: SUBMISSION OF COPY OF NOTICE OF 45th ANNUAL GENERAL MEETING OF THE COMPANY.

Notice of 45th Annual General Meeting of the Company to be held on Monday, 29th September 2025 at 12.00 PM (IST) at Hotel Black Mango, Nahan Road, Kala-Amb, District Sirmaur, Himachal Pradesh-173030 is attached.

This is for your information, records and action please.

**Thanking You,
For Ruchira Papers Limited**

**Iqbal Singh
Company Secretary and Compliance Officer
A36847**

NOTICE

NOTICE is hereby given that the 45th Annual General Meeting of Members of RUCHIRA PAPERS LIMITED will be held on Monday, 29th September, 2025 at 12.00 PM at Hotel Black Mango, Nahan Road, Kala-Amb, District Sirmaur, Himachal Pradesh-173030 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended 31st March 2025 together with the reports of Board of Directors and Independent Auditor's thereon.
2. To declare a dividend of Rs.5/- per Equity share of Rs.10/- each, as recommended by the Board of Directors at its meeting held on May 24, 2025, for financial year ended March 31, 2025.
3. To appoint a Director in place of Smt. Ruchica Garg Kumar (DIN: 09705909) who retires by rotation and, being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Sh. Deepan Garg (DIN: 01593003), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION** :

“RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the members be and is hereby accorded for ratification of remuneration of Rs.80,000/- (Rupees Eighty Thousand Only) plus applicable taxes and out of pocket expenses payable to M/S Sanjay Kumar Garg & Associates, Cost Accountants, re-appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records maintained by the Company for the financial year ending 31st March 2026.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule

9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as per the recommendations of Audit Committee and Board of Directors of the Company, consent of the Members be and is hereby accorded for re-appointment of M/s Priyanka Chawla & Associates, Company Secretaries, (Membership No. A63081 and Peer Review No.- 6317/2024) as the Secretarial Auditors of the Company, to hold office for a period of 5 (five) consecutive financial years commencing from the financial year 2025-26 till the conclusion of the 50th Annual General Meeting of the Company to be held for the financial year ending March 31, 2030, to conduct the Secretarial Audit of the Company and to furnish the Secretarial Audit Report for the financial years 2025-26 to 2029-30, inclusive.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **SPECIAL RESOLUTION**:

“RESOLVED THAT in supersession of all earlier resolutions passed by the Members of the Company in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the provisions of the Memorandum and Articles of Association of the Company and all other applicable laws and regulations, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include

any Committee thereof duly authorized in this behalf) to hypothecate, mortgage, pledge and/or otherwise create charge or encumbrance on all or any part of the movable and/or immovable properties and assets of the Company, both present and future, or the whole or substantially the whole of the undertaking(s) of the Company, in favour of any lender(s), including banks, financial institutions, non-banking financial companies (NBFCs), trustees, agents or any other person(s) or entity(ies), whether in India or abroad, to secure the repayment of loans or other financial assistance, together with interest, costs, charges, expenses, and all other monies payable by the Company in connection therewith, provided such creation of security, amount not exceeding ₹350 crore (Rupees Three Hundred Fifty Crore only).

“RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to ratify and confirm all mortgages, charges, hypothecations, or other encumbrances already created or executed by the Company on its movable and/or immovable properties and assets, in favour of any bank(s), financial institution(s), lender(s), or other authority(ies), for securing borrowings or financial assistance up to an aggregate amount not exceeding ₹350 crore (Rupees Three Hundred Fifty Crore only), prior to the passing of this resolution, to the extent such transactions fall within the scope of Section 180(1)(a) of the Companies Act, 2013.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or a Committee thereof be and is hereby authorized to finalise, settle and execute such documents/deeds/writing/papers/ agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to hypothecate/mortgage/pledge and/or create of Charge on movable and immovable properties of the Company, both present and future as aforesaid.

RESOLVED FURTHER THAT a true copy of the foregoing resolution certified to be true by any of the Directors or the Chief Financial Officer or the Company Secretary be furnished to the concerned authority(ies)/person(s)/Bank(s) and they be requested to act accordingly.

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to provisions of Sections 196,197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of Articles of Association of the Company, Regulation 17(6)(e) and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to the recommendation of the Nomination and Remuneration Committee and Audit Committee, consent of the members be and is hereby accorded for the re-appointment of Mr. Subhash Chander Garg (DIN: 01593104), as Whole Time Director of the company, for a period of 5 (five) years commencing from September 1, 2025 to August 31, 2030, with his period of office shall be liable to determination by retirement of rotation.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded for the payment of remuneration to Mr. Subhash Chander Garg for the period of 3 (Three) years with effect from September 1, 2025 to August 31, 2028, on such terms and conditions including remuneration, in case of absence of profits or if the Company has inadequate profits, as stated below:

- Basic Salary: Rs. 24,00,000/- per month.
- House Rent Allowance @ 20% of the Basic Salary.
- Reimbursement of Medical expenses incurred in India or abroad for himself and family.
- Club Fees not exceeding Rs. 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.

- Provident Fund: Company’s Contribution towards 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, the Company will pay above remuneration as "minimum remuneration" as per the limits specified in paragraph (A) as laid down under Section II of Part II of Schedule V to the Companies Act, 2013.

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

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

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

RESOLVED THAT pursuant to provisions of Sections 196,197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of Articles of Association of the Company, Regulation 17(6)(e) and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to the recommendation of the Nomination and Remuneration Committee and Audit Committee, consent of the members be and is hereby accorded for the re-appointment of Mr. Jatinder Singh (DIN: 01594919), as Whole Time Director of the company, for a period of 5 (five) years commencing from September 1, 2025 to August 31, 2030, with his period of office shall be liable to determination by retirement of rotation.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded for the payment of remuneration to Mr. Jatinder Singh for the period of 3 (Three) years with effect from September 1, 2025 to August 31, 2028, on such terms and conditions including remuneration, in case of absence of

profits or if the Company has inadequate profits, as stated below:

- Basic Salary: Rs. 24,00,000/- per month.
- House Rent Allowance @ 20% of the Basic Salary.
- Reimbursement of Medical expenses incurred in India or abroad for himself and family.
- Club Fees not exceeding Rs. 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, she 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.

- Provident Fund: Company's Contribution towards 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, the Company will pay above remuneration as "minimum remuneration" as per the limits specified in paragraph (A) as laid down under Section II of Part II of Schedule V to the Companies Act, 2013.

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

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

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

RESOLVED THAT pursuant to provisions of Sections 196,197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the

Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of Articles of Association of the Company, Regulation 17(6)(e) and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to the recommendation of the Nomination and Remuneration Committee and Audit Committee, consent of the members be and is hereby accorded for the re-appointment of Mr. Umesh Chander Garg (DIN: 01593400), as Whole Time Director designated as Managing Director of the company, for a period of 5 (five) years commencing from September 1, 2025 to August 31, 2030, with his period of office shall be liable to determination by retirement of rotation.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded for the payment of remuneration to Umesh Chander Garg for the period of 3 (Three) years with effect from September 1, 2025 to August 31, 2028, on such terms and conditions including remuneration, in case of absence of profits or if the Company has inadequate profits, as stated below:

- Basic Salary: Rs. 24,00,000/- per month.
- House Rent Allowance @ 20% of the Basic Salary.
- Reimbursement of Medical expenses incurred in India or abroad for himself and family.
- Club Fees not exceeding Rs. 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.

- Provident Fund: Company's Contribution towards 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, the Company will pay above remuneration as “minimum remuneration” as per the limits specified in paragraph (A) as laid down under Section II of Part II of Schedule V to the Companies Act, 2013.

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

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

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

RESOLVED THAT pursuant to the provisions of Section 197 and 203 read with Part I and Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any amendment(s), modification(s) or reenactment(s) thereof for the time being in force; and pursuant to Regulation 17(6) (e) of SEBI (LODR) (Amendment) Regulations, 2018, applicable clauses of the Articles of Association of the Company and other applicable provisions, if any, upon recommendation of the Nomination and Remuneration Committee and Audit Committee, the consent of the shareholders be and is hereby accorded for the revision in managerial remuneration of Mr. Vipin Gupta, Whole Time Director designated as CFO & Executive Director of the Company for the period of 1 (One) Year with effect from 01st June 2025 to 31st May 2026, in excess of threshold limits as prescribed under Schedule V of the Companies Act, 2013 and Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (SEBI LODR Regulations) and the Rules made thereunder, as stated below:

- Basic Pay: Rs. 7,60,000 /- P.M

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

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.

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 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 this resolution.

By order of the Board
For **Ruchira Papers Limited**

Iqbal Singh
Company Secretary

Place: Kala-Amb (HP)
Date: 11 August 2025

Registered Office :

Tirlokpur Road, Kala Amb
Distt: Sirmaur, H.P-173030
CIN: L21012HP1980PLC004336
Website: www.ruchirapapers.com

NOTES:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 45th ANNUAL GENERAL MEETING 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. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The proxy holder shall prove his Identity at the time of attending the Meeting.
2. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act"), RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE 45th ANNUAL GENERAL MEETING IS ANNEXED HERETO.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 23.09.2025 to 29.09.2025 (both days inclusive) for determining the names of members eligible for dividend on equity shares, if declared at the meeting.
4. The Dividend of Rs.5 per equity share of Rs.10 each i.e. (50%) as recommended by the board in its meeting held on 24.05.2025, if approved by the members at the 45th Annual General Meeting, will be paid subject to deduction of income tax at source ('TDS'), wherever applicable, on or after 10.10.2025 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 Monday, 22.09.2025; and
 - (b) To all members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours Monday, 22.09.2025
5. Brief details of the directors, who are seeking appointment/re-appointment if any, are annexed hereto as per requirements of regulation 36(3) of the Listing Regulations and Secretarial Standards-2 on General Meetings Issued by the Institute of Company Secretaries of India.
6. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Mufg Intime India Private Limited (Formerly known as Linkintime).
7. The Notice of the 45th Annual General Meeting along with the Annual Report for the financial year 2024-25 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the provisions of the MCA and SEBI circulars. Members may note that the Notice of 45th Annual General Meeting and Annual Report for the financial year 2024-25 will also be available on the Company's website www.ruchirapapers.com; websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at www.nseindia.com and www.bseindia.com respectively.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents, Link Intime India Private Limited for shares held in physical form, with relevant documents that may be required.
9. Documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except Saturdays and holidays, between 11.00 A.M. to 1.00 P.M. up to the date of the 45th Annual General Meeting.
10. 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 7 working days prior to the date of 45th Annual General Meeting so as to enable the Management to keep information ready.
11. Members/ Proxies attending the Meeting are requested to bring the enclosed attendance slip duly

filled and may kindly be delivered at the entrance of the meeting hall.

12. SEBI vide its circular dated 2 July, 2025, has opened a Special Window for the re-lodgement of transfer requests pertaining to physical shares. This window, effective from July 07, 2025 to January 06, 2026, applies specifically to cases where transfer requests were originally lodged prior to the April 01, 2019 deadline but were rejected, returned, or remained unprocessed due to deficiencies in documentation or other reasons. It is important to note that shares re-lodged during this window shall be processed only in dematerialized form. To ensure wide dissemination of this important circular, the Company published requisite advertisements on July 16, 2025, in Financial Express (all editions) and Jansatta (vernacular) and a copy of the same has also been made available on the Company's official website. The Company has complied with the necessary requirements as applicable, including sending letters to shareholders holding shares in physical form and requesting them to demat their physical holdings.
13. To comply with the above mandate, members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
14. In the case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the 45th Annual General Meeting.
15. Pursuant to section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the website of the Company) with the Company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
16. In support of the "Green Initiative", announced by the Government of India, electronic copies of the Annual Report and this Notice inter alia indicating the process and manner of e-voting along with attendance slip and proxy form are being sent by e-mail to those members whose e-mail addresses have been made available to the Depository Participants/ Company/ RTA, unless the member has specifically requested for a hard copy of the same. Members holding shares in physical form are requested to submit their e-mail address to the RTA, duly quoting their Folio number and Members holding shares in electronic form who have not registered their e-mail address with their DP are requested to do so at the earliest so as to enable the Company to send the said documents in electronic form, thereby supporting the green initiative of the MCA. Please note that the said documents will be uploaded on the website of the Company <https://www.ruchirapapers.com> and made available for inspection at the registered office of the Company during business hours as per note 9
17. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed forms as available on the official website the Company at <https://www.ruchirapapers.com>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
18. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs if the shares are held by them in demat form and to Company's RTA if the shares are held by them in physical form in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021.
19. Members who have not claimed/received their dividend paid by the Company in respect of earlier years, are requested to write to the Company and/or Company's Registrar and Transfer Agent, MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited (LI IPL)). Members are requested to note that in terms of Section 125 of the Companies Act, 2013 any dividend unpaid / unclaimed for a period of 7 years from the date these first became due for payment, is to be transferred to the Central Government to the credit of the Investor Education &

Protection Fund (IEPF). The details of the unclaimed dividends and the underlying shares that are liable to be transferred to IEPF are also available at the Company's website – www.ruchirapapers.com. In view of this, members/claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in.

20. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited (LI IPL)) (in case of shares held in physical mode) and Depositories (in case of shares held in demat mode).
21. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source, by email to cs@ruchirapapers.com by 20th September 2025. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to cs@ruchirapapers.com. The aforesaid declarations and documents need to be submitted by the shareholders by 20th September 2025.
22. For more details on shareholders' matters, please refer to the chapter on General Shareholder Information, included in the Annual Report.
23. The route map for reaching the venue of 45th Annual General Meeting is annexed to the notice.
24. VOTING THROUGH ELECTRONIC MEANS: In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44

of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 45th Annual General Meeting by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the 45th Annual General Meeting ("remote e-voting") will be provided by the MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited (LI IPL)).

The remote e-voting period begins on **Thursday, 25th September 2025 (9.00 A.M.) and ends on Sunday, 28th September 2025 (5.00 P.M.)**. The e-voting module shall be disabled for voting on Sunday, 28th September 2025, at 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 Monday, **22nd September 2025** ('Cut-off date') may cast their vote electronically. The remote e-voting module shall be disabled by LI IPL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again. The Voting rights of shareholder shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

Those Members, who did not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote during the 45th Annual General Meeting

Remote e-Voting Instructions for shareholders:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility :

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL :

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/ Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be redirected to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to

InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID :

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN :

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI :

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number :

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in NSDL form, shall provide ‘D’ above

**Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

- Set the password of your choice

(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

- Enter Image Verification (CAPTCHA) Code

- Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on “Login” under ‘SHARE HOLDER’ tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click “Submit”

- d) Cast your vote electronically:

A. After successful login, you will be able to see the “Notification for e-voting”.

B. Select ‘View’ icon.

C. E-voting page will appear.

D. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).

E. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>

- b) Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - A. ‘Investor ID’ -
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. Investor’s Name - Enter Investor’s Name as updated with DP.
 - C. ‘Investor PAN’ - Enter your 10-digit PAN.
 - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 –Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote. Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.” for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f) After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password :

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode :

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then

the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

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. The members who opt to cast their votes by remote e-voting prior to the meeting, may attend the meeting, however, shall not be entitled to cast their vote again.
- III. 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.
- IV. 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.
- V. 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.
- VI. 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 LIPL at <https://instavote.linkintime.co.in>, immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited and National Stock Exchange of India Limited.

Item No. 3 and 4

Details of Directors seeking Re-appointment at the 45th AGM of the Company

(In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings)

Name of the Director	Smt. Ruchica Garg Kumar	Sh. Deepan Garg
DIN	09705909	01593003
Age	54 Years	49 Years
Date of appointment on the Board	01.10.2022	01.10.2022
Nature of Expertise in specific functional areas	Smt. Ruchica Garg Kumar, Post Graduated and has expertise in the field of marketing. She belongs to Promoter Group of Ruchira Papers Limited and has been looking after the affairs of the company as a Director-Marketing. She has been looking after the Marketing and Sales functions of Ruchira Papers Limited and has acquired rich marketing experience.	Sh. Deepan Garg, graduated in Mechanical Engineering from Yashwantrao Chavan College of Engineering, Nagpur, Mumbai. He is associated with the company as Director Technical, he belongs to Promoter Group of Ruchira Papers Limited. He has been the key man in the selection of various machineries and all expansion projects were executed under his guidance. He has been looking after the Production, Maintenance and Technical aspects of the company.
Qualifications	Post Graduated and has expertise in the field of marketing.	He is Graduate in Engineering and has expertise in field of Mechanical.
No. of Board Meetings attended during the financial year	4 out of 4	4 out of 4
Details of the remuneration paid in FY 2024-25	Refer Corporate Governance Report	Refer Corporate Governance Report
Directorship of other Listed Entity	N.A.	N.A.
Memberships of Committees of other Listed Entity (mandatory committees only)	N.A.	N.A.
Details of Listed Entity from which person has resigned in past Three Years	Nil	Nil
Disclosure of relationship between directors inter-se	Smt. Ruchica Garg Kumar is daughter of Sh. Subhash Chander Garg, Whole-Time Director of the company.	Sh. Deepan Garg is son of Sh. Umesh Chander Garg, Managing Director of the company.
No. of shares held in the Company	10,41,750 (3.49%)	9,01,174 (3.02 %)

Annexure to the Notice

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

ITEM NO. 5 :

The Board of Directors on the recommendation of the Audit Committee has approved the re-appointment and remuneration of M/S Sanjay Kumar Garg & Associates as Cost Auditors to conduct the audit of the Cost records of the Company for the financial year ending 31st March 2026.

In accordance with the provisions of section 148 of the Act read with the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, ratification by the members is sought for the remuneration payable to the Cost Auditors for the financial year ending 31st March 2026 by passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the aforesaid Ordinary Resolution.

Your directors recommend the resolution set out in Item No.5 of the notice to pass as an ordinary resolution.

ITEM NO. 6

Pursuant to Section 204 of the Companies Act, 2013, the Company has to annex to its Board's Report a Secretarial Audit Report given by a practicing company secretary in the format as may be prescribed. Rule 9 of the Companies (Appointment and Remuneration) Rules 2014 prescribes Form MR-3 for the said Secretarial Audit Report. Further, Section 179 of the Act read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 provide that the appointment of Secretarial Auditor shall be made by the Board at the meeting of the Board.

SEBI vide its notification dated 12th December, 2024 amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (the Listing Regulations). The Amended regulation read with the SEBI circular no. SEBI/HO/CFD/CFDPoD-2/CIR/P/2024/185 dated 31st December, 2024 (the Circular) have inter-alia prescribed the term of appointment/re-appointment, eligibility, qualifications and disqualifications of Secretarial Auditor of a Listed Company.

Pursuant to the amended Regulation 24A of the Listing Regulations, w.e.f. 01st April, 2025, every Listed Company

on the recommendation of the Board of Directors shall appoint or re-appoint (i) an Individual as Secretarial Auditor for not more than one term of five consecutive years or (ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years with the approval of its shareholders in its Annual General Meeting.

In accordance with the above, the Board of Directors at its meeting held on 11th August August, 2025 and on the recommendation of the Audit Committee considered, approved and recommended to the Shareholders of the Company for their approval, the re-appointment of M/s Priyanka Chawla & Associates, Company Secretaries, (Membership No. A63081 and Peer review No.-6317/2024) as the Secretarial Auditors of the Company, to hold office for a period of 5 (five) consecutive financial years commencing from the financial year 2025-26 till the conclusion of the 50th Annual General Meeting of the Company to be held for the financial year ending March 31, 2030, to conduct the Secretarial Audit of the Company and to furnish the Secretarial Audit Report for the financial years 2025-26 to 2029-30, inclusive.

M/s Priyanka Chawla & Associates have consented to the said appointment and confirmed that their appointment, if made, would be within the limit specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Circular.

It is further proposed that the remuneration to be paid to the Secretarial Auditor for issuing the Secretarial Audit Report and other report, certificates or opinions as the Board may approve to obtain from the Secretarial Auditors, may be determined, from time to time, by the Board or any committee of the Board or any officer of the Company authorised by the Board in this regard. In addition to the remuneration, the Secretarial Auditor shall be entitled to receive the out of pocket expenses as may be incurred by them during the course of the Audit or issuance of any other certificate or report or opinion

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are, in any way,

concerned or interested, financially or otherwise in the aforesaid Ordinary Resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 6 of this Notice for approval of the Members.

ITEM NO. 7

To facilitate ongoing and future financial requirements, the Company, in the ordinary course of its business, may avail financial assistance from banks, financial institutions, non-banking financial companies (NBFCs), or other lenders. Such borrowings are typically secured by way of creating charge, mortgage, hypothecation, pledge, or other forms of security interest over the Company's movable and/or immovable properties, both present and future, or the whole or substantially the whole of its undertaking(s).

The Members of the Company have already granted their approval under Section 180(1)(c) of the Companies Act, 2013, authorizing the Board to borrow monies up to an aggregate amount not exceeding ₹350 crore (Rupees Three Hundred Fifty Crore only). In alignment with the approved borrowing limits and as part of regular business operations, the Company has created and may continue to create appropriate security on its assets to secure such borrowings. In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013, the consent of the Members is now being sought by way of a Special Resolution to authorize the Board to create charge, mortgage, hypothecation, or other encumbrances on the Company's properties, and also to ratify and confirm the security interests created in the past within the above-stated borrowing limits.

Accordingly, approval of the Members is being sought for Granting authority to the Board to create charges or other security interests on the assets of the Company up to the limit of ₹350 crore, and Ratifying and confirming all such charges, mortgages, or other encumbrances already created in line with the Company's borrowing powers.

The Board of Directors recommends Resolution No. 7 of this Notice for your approval as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the passing of the said Resolution.

ITEM NO. 8,9 & 10

Mr. Subhash Chander Garg, Whole Time Director, Mr. Jatinder Singh, Whole Time Director and Mr. Umesh Chander Garg, Managing Director were re-appointed for

the period of five years from 01st September 2020 till 31st August 2025 at the AGM held on 25th September 2020. Their remuneration was approved for the period of 3 (three) years w.e.f 01st June 2020 to 31st May 2023 with further variations in the AGM held on 29th September 2023 w.e.f. June 01, 2023 upto 31.08.2025. Considering the vast experience and deep knowledge of the business in which the Company operates and also contribution made by them towards growth of the Company, the Board of Directors at its meeting held on 11th August 2025, on the recommendation of the Audit Committee and Nomination & Remuneration Committee approved the re-appointment of Mr. Subhash Chander Garg as Whole Time Director, Mr. Jatinder Singh as Whole Time Director and Mr. Umesh Chander Garg as Managing Director for the further period of Five years w.e.f September 1, 2025 to August 31, 2030, subject to approval of the shareholders.

Further the Board of Directors at its meeting held on 11 August 2025, on the recommendation of Nomination and Remuneration Committee and Audit Committee has approved the remuneration payable to them (increased from 19 lakh to 24 lakh with other terms and conditions as mentioned in the resolution) for the period of three years i.e. w.e.f. September 1, 2025 to August 31, 2028, at the same level. The detail of remuneration payable is mentioned in the respective resolutions itself.

Brief particulars pursuant to Regulation 36(3) of the Listing Regulations and additional information to be given to Members in terms of Secretarial Standards on General Meetings (SS-2), of Mr. Subhash Chander Garg, Mr. Jatinder Singh and Mr. Umesh Chander Garg 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 Three years;

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

Justification for re-appointment after attaining age of 70 years:

Mr. Subhash Chander Garg, aged 83 years, is Law graduate and has expertise in field of taxation and marketing. He is one of the Promoters of Ruchira Papers Limited. He has been looking after the Taxation, Marketing and Sales functions of Ruchira Papers Limited since its inception and has acquired rich marketing experience.

Mr. Jatinder Singh, aged 71 years, is an Engineering Graduate from Punjab University. He is one of the Promoters of Ruchira Papers Limited and has been looking finance and accounts of the company as a Whole Time Director. Over the years, he has acquired deep insight into the working of Paper Industry. He has been looking after the Finance, Administration and Raw Material Procurement of the company.

Mr. Umesh Chander Garg, aged 76 years is a Graduate and has been associated with Ruchira Papers Limited right from the conceptual stage. He is controlling day-to-day affairs of the Company as the Managing Director. He has been the key man in the selection of various machineries and all expansion projects were executed under his guidance. He has been looking after the Production, Maintenance and Technical aspects of the company.

Considering the vast experience, they would be undoubtedly an asset for the organization in future also.

Save and except Mr. Subhash Chander Garg, Mr. Jatinder Singh, Mr. Umesh Chander Garg, Mr. Deepan Garg, Mrs. Ruchica Garg Kumar, Mr. Daljeet Singh Mandhan 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).

Pursuant to the provisions of Sections 196, 197, 198, 2013 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013, the Board recommends the re-appointment of Sh. Subhash Chander Garg as Whole Time Director, Sh. Jatinder Singh as Whole Time Director and Sh. Umesh Chander Garg as Managing

Director of the Company for the period of 5(Five) years w.e.f September 1, 2025 to August 31, 2030 and approval of their remuneration for the period of 3(Three) years w.e.f September 1, 2025 to August 31, 2028.

The Board recommends Special Resolution set forth at Item No. 8, 9 and 10 of the notice for approval by the members.

Item No 11

Mr. Vipin Gupta was re-appointed as Whole Time Director of the Company at the 41st Annual General Meeting of the Company held on 28th September 2021, for the period of five years w.e.f. 01st November 2021 upto 31 October 2026. He was also appointed as Chief Financial Officer of the Company by the Board on dated 28.05.2014. He is presently designated as CFO & Executive Director of the Company. The Remuneration payable to Mr. Vipin Gupta is decided annually.

The Board of Directors of the Company at its meeting held on 24th May 2025, on the recommendation of Nomination and Remuneration Committee and Audit Committee approved and fixed the remuneration payable to Mr. Vipin Gupta for the period of One (1) Year effective from 01st June 2025, subject to approval of the shareholders. The detail of remuneration is mentioned in the resolution as mentioned in Item No. 11 in the notice.

Brief particulars pursuant to Regulation 36(3) of the Listing Regulations and additional information to be given to Members in terms of Secretarial Standards on General Meetings (SS-2), of Mr. Vipin Gupta is given in Annexure to the 45th Annual General Meeting 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, Audit 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 45th Annual General Meeting for payment of the remuneration for a period not exceeding one year;
- (iv) a statement containing further information is set out in the Annexure to the Notice.

Except Mr. Vipin Gupta and his relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is, in any way, concerned or interested financially or otherwise, in the aforesaid Special Resolution.

Your Directors recommend the resolution set out in Item No. 11 of the notice to pass as a Special Resolution.

By order of the Board
For **Ruchira Papers Limited**

Place: Kala-Amb (HP)
Date: 11th August 2025

Iqbal Singh
Company Secretary

Registered Office :
Tirlokpur Road, Kala Amb.
Distt: Sirmaur (HP)

INFORMATION PURSUANT TO SS-2 OF SECRETARIAL STANDARDS ON GENERAL MEETING AND REGULATION 36(3) OF THE LISTING REGULATIONS REGARDING APPOINTMENT OR RE-APPOINTMENT OF THE DIRECTOR AND/OR FIXATION OF REMUNERATION AT THE FORTHCOMING 45th ANNUAL GENERAL MEETING.

Name of Director	Mr. Subhash Chander Garg	Mr. Jatinder Singh	Mr. Umesh Chander Garg
Director Identification Number	01593104	01594919	01593400
Category	Executive, Promoter	Executive, Promoter	Executive, Promoter
Nationality	Indian	Indian	Indian
Date of Birth	02.06.1942	19.10.1954	08.04.1949
Date of re-appointment/ first appointment	01.09.2025	01.09.2025	01.09.2025
Brief Profile and Expertise in Specific functional area	<p>Mr. Subhash Chander Garg, aged 83 years, is Law graduate and has expertise in the field of taxation and marketing. He is one of the Promoters of Ruchira Papers Limited and has been looking after the affairs of the company as a Whole Time Director.</p> <p>He has been looking after the Taxation, Marketing and Sales functions of Ruchira Papers Limited since its inception and has acquired rich marketing experience.</p>	<p>Mr. Jatinder Singh, aged 71 years, is an Engineering Graduate from Punjab University. He is one of the Promoters of Ruchira Papers Limited and has been looking finance and accounts of the company as a Whole Time Director.</p> <p>Over the years, he has acquired deep insight into the working of Paper Industry. He has been looking after the Finance, Administration and Raw Material Procurement of the company.</p>	<p>Mr. Umesh Chander Garg, aged 76 years is a Graduate and has been associated with Ruchira Papers Limited right from the conceptual stage. He is one of the Promoters of Ruchira Papers Limited and controlling day-to-day affairs of the Company as the Managing Director.</p> <p>He has been the key man in the selection of various machineries and all expansion projects were executed under his guidance. He has been looking after the Production, Maintenance and Technical aspects of the company.</p>
Chairman/ Member of committees of the Board of Companies of which he is a director	Ruchira Papers Limited: Member: Stakeholders Relationship Committee & Corporate Social Responsibility Committee.	Ruchira Papers Limited. Member: Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Allotment Committee.	Ruchira Papers Limited: Member: Corporate Social Responsibility Committee.
Shareholding as on 31.03.2025	(2.98%) 888092 Equity Shares.	(9.64%) 2876498 Equity Shares	(6.17%) 1841999 Equity Shares.

Name of Director	Mr. Subhash Chander Garg	Mr. Jatinder Singh	Mr. Umesh Chander Garg
Last Remuneration Drawn (Including sitting fees, if any)	Rs. 19.00 Lakh p.m. Plus 20% (HRA) plus other benefits as approved by Shareholders vide Special Resolution dated 29 th September 2023.	Rs. 19.00 Lakh p.m. Plus 20% (HRA) plus other benefits as approved by Shareholders vide Special Resolution dated 29 th September 2023.	Rs. 19.00 Lakh p.m. Plus 20% (HRA) plus other benefits as approved by Shareholders vide Special Resolution dated 29 th September 2023.
Terms and Conditions of Appointment/Re-appointment	To appoint as Whole-Time Director of the Company for a period of five (5) years w.e.f. September 1, 2025 to August 31, 2030, with remuneration to remain at the same level for a period of three (3) years w.e.f. September 1, 2025 to August 31, 2028.	To appoint as Whole-Time Director of the Company for a period of five (5) years w.e.f. September 1, 2025 to August 31, 2030, with remuneration to remain at the same level for a period of three (3) years w.e.f. September 1, 2025 to August 31, 2028.	To appoint as Whole-Time Director designated as Managing Director of the Company for a period of five (5) years w.e.f. September 1, 2025 to August 31, 2030, with remuneration to remain at the same level for a period of three (3) years w.e.f. September 1, 2025 to August 31, 2028.
Relationship with Continuing Directors/ KMP inter-se	Related to Mr. Umesh Chander Garg, Managing Director of the Company and Mrs. Ruchica Garg Kumar, Director Marketing.	Related to Mr. Daljeet Singh Mandhan Director-Commercial of the Company.	Related to Mr. Subhash Chander Garg, Whole Time Director and Mr. Deepan Garg Director-Technical of the Company.
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.	Please refer "Report on Corporate Governance" forming part of this Annual Report.

Name of Director	Mr. Vipin Gupta
Director Identification Number	05107366
Category	Executive, Professional
Nationality	Indian
Date of Birth	25.05.1969
Date of re-appointment/first appointment	01.11.2021
Brief Profile and Expertise in Specific functional area	<p>Mr. Vipin Gupta aged 56 years, is Post Graduate in Commerce and has expertise in field of taxation, finance and accounting. He has been associated with the company since 1990 and looking after the affairs of the company as a Whole Time Director since November 2011.</p> <p>He has been looking after the Taxation, Finance, Accounting and day to day operations of Ruchira Papers Limited and has acquired rich experience.</p>
Chairman/ Member of committees of the Board of Companies of which he is a director	<p>Ruchira Papers Limited:</p> <p>Member: Corporate Social Responsibility Committee, Allotment Committee.</p>
Shareholding as on date of notice	(0.08%) 25016 Equity Shares.
Last Remuneration Drawn (Including sitting fees, if any)	Rs. 6.40 Lakh p.m. Plus 15% (HRA) plus other benefits as approved by Shareholders vide Special Resolution dated 24.09.2024.
Terms and Conditions of Appointment/Re-appointment	Not applicable as only increase in remuneration proposed.
Relationship with other Executive Directors/KMP inter-se	No relationship with other directors/KMP or their relatives
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
Skills and Capabilities required for the role of Independent Directors and manner in which the proposed directors meet such requirements	NA

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

I. GENERAL INFORMATION

1.	Nature of Industry	Paper Industry: The Company is engaged in the manufacturing of Kraft Paper and Writing & Printing Paper. The company's white writing & printing paper is used in the fabrication of notebooks and writing material; the coloured paper is used in the fabrication of spiral notebooks, Mogra (used in wedding card paper) and leher (used in disposable cups and bowls), shade cards, children's colouring books, and bill books etc. Kraft Paper finds its application in the packaging Industry especially for making Corrugated Boxes/Cartons, Carry Bags, Burger Boxes and for other packaging requirements.			
2.	Date of commencement of commercial production	The Company is engaged in production of Kraft Paper since 1983 and of Writing and Printing Paper since 2008.			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable			
4.	Financial performance based on given indicators.	The Financial Results for the last three years are as follows:			
		Particulars	2024-25 (₹ In Lakhs)	2023-24 (₹ In Lakhs)	2022-23 (₹ In Lakhs)
		Sales	65923.04	65759.80	80270.11
		PBT	9042.57	6606.27	9064.59
		PAT	6732.68	4919.49	6762.70
		Dividend proposed/Paid	50.00%	50.00%	50.00%
5.	Export Performance and Net Foreign Exchange Collection	The exports were Nil in \$ and Rs. 956.46 Lac in INR on FOB Basis in FY 2024-25.			
6.	Foreign investments or collaborators, if any.	Nil			

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

Name of Directors	Mr. Subhash Chander Garg	Mr. Jatinder Singh	Mr. Umesh Chander Garg	Mr. Vipin Gupta
Background Details	Mr. Subhash Chander Garg, aged 83 years, is Law graduate and has expertise in the field of taxation and marketing. He is one of the Promoters of Ruchira Papers Limited and has been looking after the affairs of the company as a Whole Time Director. He has been looking after the Taxation, Marketing and Sales functions of Ruchira Papers Limited since its inception and has acquired rich marketing experience.	Mr. Jatinder Singh, aged 71 years, is an Engineering Graduate from Punjab University. He is one of the Promoters of Ruchira Papers Limited and has been looking finance and accounts of the company as a Whole Time Director. Over the years, he has acquired deep insight into the working of Paper Industry. He has been looking after the Finance, Administration and Raw Material Procurement of the company.	Mr. Umesh Chander Garg, aged 76 years is a Graduate and has been associated with Ruchira Papers Limited right from the conceptual stage. He is one of the Promoters of Ruchira Papers Limited and controlling day-to-day affairs of the Company as the Managing Director. He has been the key man in the selection of various machineries and all expansion projects were executed under his guidance. He has been looking after the Production, Maintenance and Technical aspects of the company.	Mr. Vipin Gupta, aged 56 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 35 Years
Past Remuneration	Rs. 19.00 Lakh p.m. Plus 20% (HRA) plus other benefits as approved by Shareholders vide Special Resolution dated 29 th September 2023, valid upto 31.08.25.	Rs. 19.00 Lakh p.m. Plus 20% (HRA) plus other benefits as approved by Shareholders vide Special Resolution dated 29 th September 2023, valid upto 31.08.25.	Rs. 19.00 Lakh p.m. Plus 20% (HRA) plus other benefits as approved by Shareholders vide Special Resolution dated 29 th September 2023, valid upto 31.08.25.	Rs. 6.40 Lakh p.m. Plus 15% (HRA) plus other benefits as approved by Shareholders vide Special Resolution dated 24.09.2024. (For remuneration details, please refer Corporate Governance Report).
Recognition or awards.	-----	-----	-----	-----
Job Profile and his suitability.	As per (1) above	As per (1) above	As per (1) above	As per (1) above
Remuneration proposed.	As set out in the resolution at Item No. 8 of the Notice.	As set out in the resolution at Item No. 9 of the Notice.	As set out in the resolution at Item No. 10 of the Notice.	As set out in the resolution at Item No. 11 of the Notice.

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

Name of Directors	Mr. Subhash Chander Garg	Mr. Jatinder Singh	Mr. Umesh Chander Garg	Mr. Vipin Gupta
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.
Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any.	Related to Mr. Umesh Chander Garg, Managing Director of the Company and Mrs. Ruchica Garg Kumar, Director Marketing.	Related to Mr. Daljeet Singh Mandhan Director-Commercial of the Company.	Related to Mr. Subhash Chander Garg, Whole Time Director and Mr. Deepan Garg Director-Technical of the Company.	Beside the Remuneration Proposed and their Shareholding, no pecuniary relationship with the Company.

III. OTHER INFORMATION:

1.	Reasons of inadequate profits	While the year has witnessed notable growth in profitability and production, it's important to note that the proposed remuneration does not fall within the limits specified for managerial remuneration as per Section 197 and Schedule V of the Companies Act, 2013.
2.	Steps taken or proposed to be taken for improvement	The Company continued its growth journey through expansions and setting up of Writing & Printing Paper unit in 2008. The Company achieved turnover of Rs.659.23 Crore during FY 2024-25. During FY 2024-25, the Company has witnessed volume growth 151577 MT as compared to 149198 MT in FY 2023-24 and qty sold 151785 MT in FY 2024-25 as compared to 148373 MT in FY 2023-24. During FY 2024-25, the Company did not undertake any major expansions but focused on continuous debottlenecking in our production process, resulting in increased production. Additionally, the Company has taken several initiatives to improve efficiency parameters and build a formidable brand position. We are also in the process of increasing production capacity of Writing and Printing segment through modifications in the paper machine of Writing and Printing unit. This modification is expected to be completed in Q3 of current Financial Year.

III. OTHER INFORMATION: (contd.)

3.	Expected increase in productivity and profits in measurable terms	During the FY 2024-25 the Company witnessed a growth of 30.98% in EBITDA margins reaching Rs.10,711 Lakh compared to Rs.8,177 Lakh in previous year. The EBITDA margins improved because of decline in the raw material cost and stable fuel prices because of linkage of coal from Coal India Limited through FSA. After proposed modifications in the paper machine of Writing and Printing unit production capacity, efficiency and ability to develop new grade will increase. We are expected to increase in productions of both units, along with increase in revenue and profits in current FY i.e. 2025-26.
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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.	N.A.
4.	Stock Option Details if any.	N.A.

RUCHIRA PAPERS LIMITED

CIN: L21012HP1980PLC004336

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

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

ATTENDANCE SLIP

(To be presented at the entrance)

45th Annual General Meeting on Monday, 29th September 2025 at 12.00 PM.

I hereby record my presence at the 45th Annual General Meeting of the Company being held at Hotel Black Mango, Nahan Road, Kala-Amb, Distt. Sirmour (H.P.) 173030 on Monday, 29th September 2025 at 12.00 PM. I certify that i am a registered shareholder/ proxy for the registered shareholder of the Company. I hereby record my presence at 45th Annual General Meeting of the Company.

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

Notes:

Please refer the instructions printed under the notes to the notice convening the 45th Annual General Meeting of the Company.

AGM VENUE ROUTE MAP

