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RPL/CS/BSE/NSE/2017-18/

26.03.2018

To

The General Manager,
Department of Corporate Service,
Bombay Stock Exchange Limited,
P. J. Tower, Dalal Street, Fort,
Mumbai-400 023
Scrip Code: **532785**

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

SUB: MINUTES OF POSTAL BALLOT RESULT DATED 22ND MARCH 2018.

Sir/Madam,

Please find enclosed herewith copy of the minutes of the Postal Ballot result declared on dated 22nd March 2018.

This is for your information, action and record please.

**Thanking You,
For Ruchira Papers Limited**

**Vishav Sethi
Company Secretary
FCS-9300
Encl: As above**



RUCHIRA PAPERS LIMITED

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MINUTE BOOK

MINUTES OF THE PROCEEDINGS RELATING TO DECLARATION OF THE RESULTS ON VOTING BY POSTAL BALLOT BY THE SHAREHOLDERS OF RUCHIRA PAPERS LIMITED ON THURSDAY, 22nd MARCH 2018 AT 11:20 AM AT REGISTERED OFFICE OF THE COMPANY.

PRESENT:

Mr. Jatinder Singh

Chairman & Whole Time Director

Mr. Vishav Sethi

Company Secretary

The Board of Directors at its Meeting held on 12th February 2018 decided to obtain consent of the shareholders of the Company through Postal Ballot pursuant to section 110 of the Companies Act, 2013 read with the rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.

The Board of Directors approved the notice of Postal Ballot in respect of the following matter along with Postal Ballot Form:

APPROVAL FOR INCREASE IN MAXIMUM AGGREGATE VALUE FOR MATERIAL RELATED PARTY TRANSACTION(S).

The Board of Directors at its meeting held on 12th February, 2018 appointed M/S Sanjay Kumar Garg & Co, Cost Accountants, as the Scrutinizer to scrutinize the e-voting process and conduct the Postal Ballot in fair and transparent manner.

The Company had entered into the agreement with M/S Link Intime India Pvt. Ltd and Central Depository Services (India) Ltd for giving E- voting facility to enable the shareholders to cast their votes electronically instead of dispatching Postal Ballot Form through their website www.evotingindia.com, E-voting was optional.

The cut-off date for determining members for the dispatch of the Notice of Postal Ballot was 09th February, 2018 (Physical & E-mail) and as on the date, there were 15242 members of the Company. The Company/ Service provider had sent the Notice of Postal Ballot along with the Postal Ballot Form and E-voting Details by E-mail to 12744 who's E-mail ID registered with Company/RTA. In respect of 2498 cases, the Company had sent Notice of the Postal Ballot, Postal Ballot Form along with self-addressed pre-paid postage in physical form by speed post.

The Notice sent (both through e-mail and physical form) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time.

As prescribed in clause (V) of sub-rule (4) of Rule 20 read with sub-rule (3) of Rule 22 of the Companies (Management & Administration) Rules, 2014, the Company also released an advertisement in 'The Financial Express' in English Language and 'Jansatta' vernacular language having country wide circulation dated 17th February, 2018. The Noticed published in the Newspaper carried the information with respect to completion of dispatch of Notice Postal Ballot/ Postal Ballot Forms by E-mail/ Speed Post and all other information as required under the said rules.

Brief summary of the calendar of events for voting by Postal Ballot:

Events	Date
Date of Board Meeting recommending the business to be transacted by way of postal ballot including e-voting	12 th February, 2018
Cut-off date for determining the names of members who shall be eligible to receive the notice of Postal Ballot Forms	09 th February, 2018

CHAIRMAN'S
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including their voting rights	
Date of dispatch of notice of Postal Ballot Forms by e-mail	16 th February, 2018
Date of dispatch of physical copies of Notice of Postal Ballot and Postal Ballot Forms	16 th February 2018
Commencement of voting period (Date and Time)	19 th February 2018 at 9.00 AM
Ending of voting period (Date and Period)	20 th March 2018 at 5.00 PM
Date of scrutinizer's Report to Chairman	22 nd March 2018

All Postal Ballot Forms received up to Tuesday, 20th March, 2018, till 5:00 pm being the last date fixed by the Company for the receipt of the forms and all votes cast on CDSL remote e-voting platform up to 5.00 pm. on Tuesday, 20th March 2018 were considered for scrutiny by the Scrutinizer.

The votes were unblocked on Tuesday, 20th March 2018 after 5.00 pm. (IST) in the presence of two witnesses who were not in the employment of the Company by the Scrutinizer. The Scrutinizer carried out the scrutiny of Postal Ballot Forms physically and the votes polled electronically up to 20th March 2018 and the scrutinizer submitted his report on dated 22nd March 2018 to the Chairman.

On the basis of Report of the Scrutinizer, the resolution of postal ballot dated 12th February 2018 which were passed as Ordinary Resolution is as Follow:

ITEM No. 01:

Approval for Increase in Maximum Aggregate Value for Material Related Party Transaction(s):

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Company Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date, and other applicable Rules, if any, Regulation 23 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, and the Company's policy on Related Party Transactions, the approval of the shareholders be and is hereby accorded to the Board of Directors to enter into Contract(s)/Arrangement(s)/ Transaction(s) with Related Parties as detailed below, on such term(s) and condition(s) as Board of Directors may deem fit, up to maximum aggregate value as detailed below, for each Financial Year starting from 2017-18, provided that the said Contract(s)/Arrangement(s)/ Transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company:

Name of Related Parties:	Transaction defined U/S 188(1) of the Companies Act, 2013				Others
	Sale or Supply of Finished Goods and Material	Purchase of Waste Paper/Raw Material/Packing Material	Price of Sale or Supply or Purchase of Goods and Material.		
	Maximum Aggregate Value Per Annum				
	Existin g	Propose d	Existin g	Propos ed	
COMPANIES:	(Rs. In Crore)				
M/S Jasmer Pack Limited.	50.00	75.00	5.00	7.50	On Actual basis, in the ordinary course of business and on arm's length basis. Approval of Audit Committee obtained
M/S Ruchira Packaging Products Private limited.	15.00	30.00	2.00	5.00	
M/S Jasmer Foods Private Limited	Nil	1.00	Nil	1.00	
M/S York Cellulose Private Limited	Nil	1.00	Nil	1.00	
PARTNERSHIP FIRMS:					
M/S Ruchira Printing & Packaging.	5.00	7.50	1.00	5.00	
M/S Jasmer Packers.	10.00	20.00	5.00	7.50	
M/S Well Pack Industries	15.00	15.00	2.00	5.00	

CHAIRMAN'S
INITIALS



RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by above resolutions to any Director or to any Committee of Directors or any other executive(s)/ officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc as may be necessary to give effect to the aforesaid resolution."

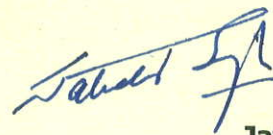
Based on the scrutinizer's report dated 22nd March 2018, the Result of the Postal Ballot be and is hereby declared on 22nd March 2018 at the Registered Office of the Company as follow:-

S.No	Particulars	No. of votes cast	Percentage of valid votes cast
1	Votes received in favor of the resolution through Postal Ballot Forms	8831	100.00%
2	Votes received in favor of the resolution through e-voting	507266	86.49%
3	Total votes received in Favor of the Resolution	516097	86.69%
4	Votes received against the resolution through Postal Ballot Forms	Nil	Nil
5	Votes received against the resolution through e-voting	79231	13.51%
6	Total votes received against the Resolution	79231	13.31%
7	Votes considered invalid	1965	

The votes cast by Interested Members does not included in the voting.

Summary of Result:

As the number of votes cast in favour of the Resolution i.e 86.69% is more than the number of votes cast against i.e 13.31%, Resolution was passed with requisite majority.



Jatinder Singh
Chairman & Whole Time Director

Place: Kala Amb

Date of Signature: 26/03/2018

Date of Entry: 26/03/2018