



COMMITTED TO THE EARTH

www.ruchirapapers.com

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

09.10.2017

To

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

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

Dear Sir/Madam,

SUB: SUBMISSION OF COPY OF MINUTES OF 37th ANNUAL GENERAL MEETING OF THE COMPANY.

Sir/Madam,

Please find enclosed the copy of Minutes of 37th Annual General Meeting of the Company held on Thursday, 21st September 2017 at 11.15 AM at Hotel Black Mango, Nahan Road, Kala-Amb, H.P-173030.

This is for your information, record & action please.

For Ruchira Papers Limited

For Ruchira Papers Limited

Vishav Sethi
Company Secretary
FCS-9300
Encl: As above

RUCHIRA PAPERS LIMITED

CIN-L21012HP1980PLC004336

REGD. OFFICE & WORKS

Trilokpur Road, Kala Amb
Sirmaur
Himachal Pradesh - 173030

T: +91-80-53800897 / 53101892

E: info@ruchirapapers.com

ADMIN. OFFICE

21-22, New Professors Colony
Yamuna Nagar
Haryana - 135001

T: +91-1732-233799/233140

E: rplynr@ruchirapapers.com

DELHI OFFICE

M-146, 2nd Floor
Greater Kailash Part 2
New Delhi - 110048

T: +91-11-29226638/29226639

rpldelhi@ruchirapapers.com

MINUTES OF THE 37th ANNUAL GENERAL MEETING OF THE MEMBERS OF RUCHIRA PAPERS LIMITED HELD ON THURSDAY, THE 21st DAY OF SEPTEMBER 2017, AT HOTEL BLACK MANGO, NAHAN ROAD, KALA-AMB DISTT SIRMOUR , HIMACHAL PARDESH AT 11.15 AM AND WAS CONCLUDED AT 11.50 AM.

PRESENT:

S.No	Name	Designation
01.	Mr. Jatinder Singh	Chairman & Whole Time Director
02.	Mr. Subhash Chander Garg	Co- Chairman & Whole Time Director
03.	Mr. Umesh Chander Garg	Managing Director
04.	Mr. Vipin Gupta	CFO & Executive Director
05.	Mr. Dalbir Singh	Independent Director Also as Chairman of the Audit Committee and Nomination & Remuneration Committee.
06.	Mr. S.K.Dewan	Independent Director Also as Chairman of Stakeholders Relationship Committee.
07.	Mr. Surinder Gupta	Independent Director Also as Chairman of Corporate Social Responsibility Committee.
08.	Mr. Avtar Singh Bajwa	Independent Director
09.	Mrs. Suhasini Yadav	Independent Director

IN ATTENDANCE

Mr. Vishav Sethi- Company Secretary

STATUTORY AUDITORS

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

SECRETARIAL AUDITORS

Mr. Rajinder Bhalla, Practicing Company Secretary

MEMBERS/PROXIES

Members Present in Person: 44

Proxies Present: 8 representing 4294305 Shares.

PROCEEDINGS

CHAIRMAN

Mr. Jatinder Singh, Chairman of the Company took the chair and welcomed all the members present at the meeting of the Company.

QUORUM

At 11.15 A.M, the Chairman informed the members that the requisite quorum is present and declared the meeting duly constituted and commenced the proceedings. The Chairman welcomed the members to the 37th Annual General Meeting of the Company. He then informed the members that the Annual Report containing Notice convening the 37th Annual

Tatish
CHAIRMAN'S
INITIALS

General Meeting were circulated, within statutory time limit, to the Members, by couriering physical copies and also by e-mail to those shareholders whose e-mail address were registered with the Depository Participant and the Annual Report has already been uploaded on the Company's Website.

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

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

NOTICE & AUDITORS REPORT:

Notice convening the 37th Annual General Meeting of the members of the Company and the explanatory statement annexed thereto was taken as read with the consent of the members present. The Chairman thereafter requested Mr. Vishav Sethi, Company Secretary to read out the Auditors' Report and also requested that the Annexure to the Auditors' Report be taken as read. The Members agreed to the same. Mr. Vishav Sethi, Company Secretary then read the Auditors' Report and Secretarial Audit Report. The Chairman then informs the members that there is no adverse remarks or qualifications in the Statutory Auditors Report and Secretarial Audit Report.

BOOKS AND STATUTORY REGISTERS:

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

PASSING OF RESOLUTION THROUGH E-VOTING/BALLOT:

The Chairman then before taking up any item of the agenda informed the Members about the way of the Annual General Meeting and voting there conducted, in accordance with the Companies Act, 2013 and rules there under. He mentioned that the E-Voting on all the items of the business to be transacted at the 37th AGM was kept open for 3 days i.e from 18th September 2017 to 20th September 2017 and in view of this, voting by show of hands has been dispensed with. The Company had fixed the cut off date as on 14th September 2017 for determining eligible members for voting and dividend and book closure from 15th September 2017 to 21st September 2017.

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

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



CHAIRMAN'S
INITIALS

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

BUSINESS AS PER NOTICE:

ORDINARY BUSINESS

Proposed & Passed as an Ordinary Resolution:

1. Adoption of Financial Statements of the Company for the Financial Year ended 31st March 2017:

The Chairman proposed the following resolution, which was seconded by Mr. Umesh Chander Garg, a member:

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss for the year ended on that date together with reports of Board of Directors and Independent Auditors and schedules and annexure thereto submitted to this meeting be and are hereby approved and adopted."

Proposed & Passed as an Ordinary Resolution:

2. Declaration of Final Dividend:

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

"RESOLVED THAT the Dividend of Rs. 2.25/- per equity shares of Rs. 10 each as recommended by the Board of Directors be and is hereby declared and to be paid for the Financial Year 2016-17.

RESOLVED FURTHER THAT the dividend be paid on or after 04th October 2017 to all those beneficial owner(s) holding shares in electronic form as per the BO data as made available to the Company by NSDL and CDSL as of end of the day on 14th September 2017 and to all those shareholders holding shares in physical form after giving effect to all the valid shares transfers lodged with the Company before the closing hours on 15th September 2017."

Proposed & Passed as an Ordinary Resolution:

3. Re-appointment of Director retiring by rotation:

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

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

"RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013 and rules made thereunder, Mr. Umesh Chander Garg, (DIN: 01593400) whose period of office is liable to determine by rotation, being eligible, offers himself for re-appointment be and is hereby re-appointed as Director of the company liable to retire by rotation."



CHAIRMAN'S
INITIALS

Proposed & Passed as an Ordinary Resolution:

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

Mr. Vipin Gupta proposed and Mr. Sanjeev Kumar Sehgal seconded the following resolution.

"RESOLVED THAT in accordance with the provisions of Sections 139,141,142 and all other applicable provisions of the Companies Act, 2013(if any) and the rules made there under (Including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to recommendations of the Audit Committee and Board of Directors and pursuant to the resolution passed by the members at the AGM held on 25th September 2014, the approval of the Members be and is hereby accorded to the ratification of the appointment of M/S Subhash Sajal & Associates, Chartered Accountants (ICAI Reg. No. 018178N) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting at a remuneration of Rs. 2,20,000/-(Rs. Two Lakh and Twenty Thousand only) (Previous Year- Rs. 1,90,000/-) Plus applicable taxes and other out of pocket expenses as admissible in the course of their audit."

SPECIAL BUSINESS:

Proposed & Passed as an Ordinary Resolution:

5. Approval of remuneration of Cost Auditors for the F.Y 2017-18:

Mrs. Shashi Garg proposed and Mr. Deepan Garg seconded the following resolution.

"RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof, for the time being in force), M/S Sanjay Kumar Garg & Associates, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2017-18, to be paid the remuneration of Rs. 65,000/-(Rs. Sixty Five Thousand Only) plus applicable taxes and out of pocket expenses as recommended by the Audit Committee and approved by the Board be and is hereby ratified."

Proposed & Passed as a Special Resolution:

6. Revision in the Managerial Remuneration of Mr. Subhash Chander Garg, Whole Time Director of the Company:

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

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

"RESOLVED THAT pursuant to the provisions of Section 197 read with Part I and Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, and other requisite approvals, if any, the approval of the members be and is hereby accorded for revision in the managerial remuneration of Mr. Subhash Chander Garg, Whole Time Director of the Company, w.e.f 01st June 2017 for the period of Three Years i.e up to 31st May 2020 on such


CHAIRMAN'S
INITIALS

terms and conditions including remuneration, in case of absence of profits or if the Company has inadequate profits, as stated below:

- Basic Salary: Rs. 16,00,000/- (Rs. Sixteen Lakh Only) per month.
- House Rent Allowance @ 20% of the Basic Salary.
- Reimbursement of Medical expenses incurred in India or abroad for himself and family subject to ceiling of Rs. 1,00,000/- in a Year.
- 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.

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

Notwithstanding anything contrary contained herein, where in any financial year during the currency of tenure of Mr. Subhash Chander Garg, the Company has no profits or its profits are inadequate, the Company will pay remuneration not exceeding the higher of the limits under paragraph (A) as laid down under Section II of Part II of Schedule V to the Companies Act, 2013.

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

RESOLVED FURTHER THAT Mr. Vishav Sethi, Company Secretary of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the forgoing resolution."

Proposed & Passed as a Special Resolution:

7. Revision in the Managerial Remuneration of Mr. Jatinder Singh, Whole Time Director of the Company:

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

Mr. Ashok Kumar proposed and Mr. Mukesh Narang seconded the following resolution.

"RESOLVED THAT pursuant to the provisions of Section 197 read with Part I and Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, and other requisite approvals, if any, the approval of the members be and is hereby accorded for revision in the managerial remuneration of Mr. Jatinder Singh, Whole Time Director of the Company, w.e.f 01st June 2017 for the period of Three Years i.e up to 31st May 2020 on such terms and


CHAIRMAN'S
INITIALS

conditions including remuneration, in case of absence of profits or if the Company has inadequate profits, as stated below:

- Basic Salary: Rs. 16,00,000/- (Rs. Sixteen Lakh Only) per month.
- House Rent Allowance @ 20% of the Basic Salary.
- Reimbursement of Medical expenses incurred in India or abroad for himself and family subject to ceiling of Rs. 1,00,000/- in a Year.
- 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.

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

Notwithstanding anything contrary contained herein, where in any financial year during the currency of tenure of Mr. Jatinder Singh, the Company has no profits or its profits are inadequate, the Company will pay remuneration not exceeding the higher of the limits under paragraph (A) as laid down under Section II of Part II of Schedule V to the Companies Act, 2013.

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

RESOLVED FURTHER THAT Mr. Vishav Sethi, Company Secretary of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the forgoing resolution."

Proposed & Passed as a Special Resolution:

8. Revision in the Managerial Remuneration of Mr. Umesh Chander Garg, Managing Director of the Company:

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

Mr. Sumat Kumar proposed and Mr. Ashwani Kumar Gupta seconded the following resolution.

"RESOLVED THAT pursuant to the provisions of Section 197 read with Part I and Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, and other requisite approvals, if any, the approval of the members be and is hereby accorded for revision in the managerial remuneration of Mr. Umesh Chander Garg, Managing Director of the Company,


CHAIRMAN'S
INITIALS

w.e.f 01st June 2017 for the period of Three Years i.e up to 31st May 2020 on such terms and conditions including remuneration, in case of absence of profits or if the Company has inadequate profits, as stated below:

- Basic Salary: Rs. 16,00,000/- (Rs. Sixteen Lakh Only) per month.
- House Rent Allowance @ 20% of the Basic Salary.
- Reimbursement of Medical expenses incurred in India or abroad for himself and family subject to ceiling of Rs. 1,00,000/- in a Year.
- 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.

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

Notwithstanding anything contrary contained herein, where in any financial year during the currency of tenure of Mr. Umesh Chander Garg, the Company has no profits or its profits are inadequate, the Company will pay remuneration not exceeding the higher of the limits under paragraph (A) as laid down under Section II of Part II of Schedule V to the Companies Act, 2013.

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

RESOLVED FURTHER THAT Mr. Vishav Sethi, Company Secretary of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the forgoing resolution."

Proposed & Passed as a Special Resolution:

9. Revision in the Managerial Remuneration of Mr. Vipin Gupta, CFO & Executive Director of the Company:

Mr. Atul Garg proposed and Mr. Rakesh Bedi seconded the following resolution.

"RESOLVED THAT pursuant to the provisions of Section 197 read with Part I and Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee, and subject to other requisite approvals, if any, the approval of the members be and is hereby accorded for revision in the managerial remuneration of Mr. Vipin Gupta, CFO & Executive Director of the Company, w.e.f June 01, 2017 for the period of One Year i.e up to 31st May 2018 on such terms and conditions including remuneration, in case of absence of profits or if the Company has inadequate profits, as stated below:


CHAIRMAN'S
INITIALS

- Basic Pay: Rs. 3,10,000 /- P.M (Rs. Three Lakh and Ten Thousand Only)
- HRA @ 15% per month of the Basic Pay.
- Telephone: Mobile/Telephone facility as per Company's rules.
- Leave encashment as per Company's rules.
- Conveyance: Company's Car with Driver for Official Use.
- Reimbursement of expenses incurred for the business of the Company as per Company's rules.

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

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

Notwithstanding anything contrary contained herein, where in any financial year during the currency of tenure of Mr. Vipin Gupta, the Company has no profits or its profits are inadequate, the Company will pay remuneration not exceeding the higher of the limits under paragraph (A) as laid down under Section II of Part II of Schedule V to the Companies Act, 2013.

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

RESOLVED FURTHER THAT Mr. Vishav Sethi, Company Secretary of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the forging resolution."

Proposed & Passed as an Ordinary Resolution:

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

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

Mrs. Ranjana Garg proposed and Mr. Kapil Gupta seconded the following resolution.

"RESOLVED THAT pursuant to the provisions of sections 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time, the approval of the members be and is hereby accorded to the revision in the Basic Pay of related parties holding office or place of profit w.e.f 01st July 2017 as detailed below while other terms and conditions remains the same.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee/Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013 to effect change in designation and responsibilities


CHAIRMAN'S
INITIALS

of the persons holding office or place of profit within the maximum limit approved by the shareholders.

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

Related Party Transaction-(Remuneration to related parties holding office or place of profit)				
			Transaction defined U/S 188(1)(f) of the Companies Act, 2013 i.e Related Party holding office or place of profit.	
Name of Related Parties:	Name of the director or KMP who is related.	Nature of Relationship.	Designation	Monthly Remuneration payable individually w.e.f 01 st July 2017.
Mrs. Parveen Garg	Mr. Subhash Chander Garg	Wife of Mr. Subhash Chander Garg	Senior VP-CSR	<ul style="list-style-type: none"> Basic Salary: Rs 4,00,000/- (Rs. Four Lakh Only) P.M. HRA @ 15% per month of the Basic Salary. Telephone: Mobile/Telephone facility as per the Company's rules. Leave encashment as per the Company's rules. Employees' Provident Fund: Company's contribution towards Employees' Provident Fund as per Provisions of Employees' Provident Fund Act. Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per the Company's rules. Reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by them from time to time, in connection with the Company's business.
Ms. Radhika Garg	Mr. Subhash Chander Garg	Daughter of Mr. Subhash Chander Garg	VP-Marketing(NR)	
Ms. Ruchika G Kumar	Mr. Subhash Chander Garg	Daughter of Mr. Subhash Chander Garg	VP-Marketing	
Mr. Deepan Garg	Mr. Umesh Chander Garg	Son of Mr. Umesh Chander Garg	VP-Technical	
Mr. Lucky Garg	Mr. Umesh Chander Garg	Son of Mr. Umesh Chander Garg	VP-Marketing	
Mr. Atul Garg	Mr. Umesh Chander Garg	Son of Mr. Umesh Chander Garg	VP-Administration	
Mr. Jagdeep Singh	Mr. Jatinder Singh	Son of Mr. Jatinder Singh	VP-Operations	
Mr. Daljeet Singh	Mr. Jatinder Singh	Son of Mr. Jatinder Singh	VP-Commercial	

Proposed & Passed as an Ordinary Resolution:

11. Approval/Ratification of Contract entered with Related Party for sale/purchase:

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

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

"RESOLVED THAT pursuant to the provisions of section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Regulation 23(8) of the SEBI (Listing Obligations and Disclosure Requirement), 2015 including statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time approval/ratification of the members be and is hereby accorded for the transaction(s) of

CHAIRMAN'S
INITIALS

purchase of Raw Material/Fuel from M/S Jasmer Foods Private Limited (related party) for an amount up to Rs. 30.00 Lakh during F.Y 2016-17."

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

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

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

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

The members then raised certain queries, questions and suggestion in addition to offering their comments. They praised the team work of the Company. The questions etc. were mainly related to the financial statements, products of the Company, future sales etc. The Chairman replied to all the queries and questions to the satisfaction of the members and appraised them about the operations and business performance of the Company for the F.Y 2016-17. The chairman thanked the shareholders for the concern and interest shown in the working of the Company and suggestions put forward by them.

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

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

Declaration of Results:

The result of the E-voting and of the poll at the Annual General Meeting were declared by the Chairman after obtaining report of the Scrutinizer on dated 22nd September 2017.


CHAIRMAN'S
INITIALS

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

Particular		Votes in favour of the resolution			Votes against the resolution.			Invalid Votes
		Number of Members Voted	No. of Shares	%age of total number of valid votes cast.	Number of Members voted	No. of Shares	%age of total number of valid votes cast.	Nos.
01: Ordinary Resolution: To receive, consider and adopt the financial statements of the Company for the year ended 31 st March, 2017.	Remote E-Voting	26	788341	100%	1	2	Nil	Nil
	Poll (At AGM Venue)	45	13737550	100%	Nil	Nil	Nil	Nil
	Total	71	14525891	100%	1	2	Nil	Nil
02. Ordinary Resolution: To declare a dividend on equity shares for the financial year 2016-17.	Remote E-Voting	26	788341	100%	1	2	Nil	Nil
	Poll (At AGM Venue)	45	13737550	100%	Nil	Nil	Nil	Nil
	Total	71	14525891	100%	1	2	Nil	Nil
03. Ordinary Resolution: To appoint a Director in place of Mr. Umesh Chander Garg (DIN:01593400), who retires by rotation and being eligible, offers himself for re-appointment.	Remote E-Voting	24	786331	99.74%	3	2012	0.26%	Nil
	Poll (At AGM Venue)	25	29272	100%	Nil	Nil	Nil	Nil
	Total	49	815603	99.75%	3	2012	0.25%	Nil
04. Ordinary Resolution: To ratify the appointment of statutory auditors of the Company and to fix their remuneration.	Remote E-Voting	25	786341	99.75%	2	2002	0.25%	Nil
	Poll (At AGM Venue)	45	13737550	100%	Nil	Nil	Nil	Nil
	Total	70	14523891	99.99%	2	2002	0.01%	Nil
05. Ordinary Resolution: To approve the remuneration of Cost Auditors for the financial year ending 31 st March 2018.	Remote E-Voting	25	786341	99.75%	2	2002	0.25%	Nil
	Poll (At AGM Venue)	45	13737550	100%	Nil	Nil	Nil	Nil
	Total	70	14523891	99.99%	2	2002	0.01%	Nil
06. Special Resolution: To revise Managerial remuneration of Mr. Subhash Chander Garg, Whole Time Director of the Company	Remote E-Voting	25	786341	99.75%	2	2002	0.25%	Nil
	Poll (At AGM Venue)	25	29272	100%	Nil	Nil	Nil	Nil
	Total	50	815613	99.76%	2	2002	0.24%	Nil
07. Special Resolution: To revise Managerial remuneration of Mr. Jatinder Singh, Whole Time Director of the Company	Remote E-Voting	24	786091	99.71%	3	2252	0.29%	Nil
	Poll (At AGM Venue)	25	29272	100%	Nil	Nil	Nil	Nil
	Total	49	815363	99.72%	3	2252	0.28%	Nil


CHAIRMAN'S INITIALS

08. Special Resolution: To revise Managerial remuneration of Mr. Umesh Chander Garg, Managing Director of the Company	Remote E-Voting	23	786081	99.71%	4	2262	0.29%	Nil
	Poll (At AGM Venue)	25	29272	100%	Nil	Nil	Nil	Nil
	Total	48	815353	99.72%	4	2262	0.28%	Nil
09. Special Resolution: To revise Managerial remuneration of Mr. Vipin Gupta, CFO & Executive Director of the Company	Remote E-Voting	23	767349	99.71%	3	2252	0.29%	Nil
	Poll (At AGM Venue)	45	13737550	100%	Nil	Nil	Nil	Nil
	Total	68	14504899	99.98%	3	2252	0.02%	Nil
10. Ordinary Resolution: To revise remuneration payable to Related Party holding office or place of profit	Remote E-Voting	24	786091	99.71%	3	2252	0.29%	Nil
	Poll (At AGM Venue)	25	29272	100%	Nil	Nil	Nil	Nil
	Total	49	815363	99.72%	3	2252	0.28%	Nil
11. Ordinary Resolution: To approve/ ratify the transactions entered with related party pursuant to omnibus approval granted by Audit Committee.	Remote E-Voting	25	786341	99.75%	2	2002	0.25%	Nil
	Poll (At AGM Venue)	25	29272	100%	Nil	Nil	Nil	Nil
	Total	50	815613	99.76%	2	2002	0.24%	Nil

Summary of Scrutinizer's Report:

The Scrutinizer's Report dated 22nd September 2017, containing following details, in brief:

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

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

VOTE OF THANKS:

On conclusion of the business of the meeting, Chairman declared the meeting closed. The Meeting then ended with a vote of thanks to the Chair at 11.50 AM.

Date: 07.10.2017

Place: Kala-Amb



Chairman

End of Minutes

Entry of Minutes: 05.10.2017

**CHAIRMAN'S
INITIALS**