RUCHIRA PAPERS

COMMITTED TO THE EARTH www.ruchirapapers.com

RPL/CS/BSE/NSE/2017-18/ **16.02.2018**

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**

Dear Sir/Madam,

SUB: SUBMISSION OF COPY OF POSTAL BALLOT NOTICE DATED 12.02.2018.

Dear Sir/Madam,

Please find attached copy of Postal Ballot Notice dated 12.02.2018. The dispatch of the same has been completed on today i.e 16.02.2018 to the shareholders holding shares as at 09.02.2018 i.e cut off date.

This is for your information, records and action please.

Thanking You,
For Ruchira Papers Limited

Vishav Sethi
Company Secretary
FCS-9300

RUCHIRA PAPERS LTD. KALA AMB

RUCHIRA PAPERS LIMITED
CIN-L21012HP1980PLC004336

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

Ruchira Papers Limited
Registered office: Tirlokpur Road, Kala-Amb, Distt-Sirmaur, H.P-173030
(CIN –L21012HP1980PLC004336)
Email id: investor@ruchirapapers.com; Website: www.ruchirapapers.com
Tel.: +91-80538-00897

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

To
The Members of Ruchira Papers Limited

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the 'Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Companies Rules" including any statutory modification(s) or re-enactment thereof for the time being in force), that the Company is seeking consent of the Members of the Company to pass the proposed Ordinary Resolution as set out below, by means of Postal Ballot (which includes Postal Ballot Forms and electronic voting).

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form, for your consideration.

The Company has, in compliance with Rule 22(5) of the Companies (Management and Administration) Rules, 2014, appointed Mr. Sanjay Kumar Garg, Cost Accountants, New Delhi, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") and pursuant to the provisions of Section 108 & 110 of the Act read with the Companies Rules, the Company is pleased to provide electronic voting ("e-voting") facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post.

The Company has engaged Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to the Members of the Company. It may be noted that e-voting is optional. If a Member has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Member votes through e- voting facility and also sends his vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer.

The e-voting facility is available at the link: https://www.evotingindia.com **from 9:00 a.m. onwards on Monday, 19th February 2018 up to Tuesday, 20th March 2018, 05:00 p.m.** Please refer to the instructions given for e-voting in the Notes of the Notice for the purpose and the manner in which e-voting has to be carried out.

Members opting to vote through physical mode i.e., sending the Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the form duly completed in the attached self-addressed prepaid postage envelope, so as to reach the scrutinizer on or before the closing of the working hours **i.e., 05:00 p.m. on Tuesday, 20th March2018,** failing which it will be treated as if no reply has been received from the concerned Member(s). Please note that any Postal Ballot Form(s) received after the said date will be treated as invalid. No other form or photocopy thereof is permitted.

The Scrutinizer will submit his report to the Chairman or to any other authorized person of the Company after the completion of the scrutiny of the Postal Ballots (including e-voting). The results will be announced on or before **Friday, 23rd March 2018** at the Registered Office of the Company at **Tirlokpur Road, Kala Amb, Distt. Sirmour, Himachal Pradesh-173030**. The results of the Postal Ballot will also be displayed along with the Scrutinizer's report, on our website www.ruchirapapers.com besides being communicated to the Stock Exchange, where the Company's Equity Shares are listed. The date of declaration of the result of the Postal Ballot shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

Item of business requiring consent of shareholders through Postal Ballot
SPECIAL BUSINESS:

Approval for Increase in Maximum Aggregate Value for Material Related Party Transaction(s):
To consider and if thought fit, to give assent or dissent to the following resolution as an **Ordinary Resolution**:
"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:

	Transaction defined U/S 188(1) of the Companies Act, 2013					Others
Name of Related Parties:	**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					
	Existing	**Proposed**	**Existing**	**Proposed**		
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		

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."

For and on Behalf of the Board of Directors
For Ruchira Papers Limited
Vishav Sethi
(Company Secretary)

Place: Kala-Amb (HP)
Date: 12th February 2018
Registered office:
Tirlokpur Road, Kala- Amb
Distt-Sirmaur, H.P-173030

NOTES:

1. The Explanatory Statement for the proposed Special Business pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.
2. All documents referred to in the Notice and the Explanatory Statement are open for inspection by the shareholders at the Registered Office of the Company on any working day except Saturday & Sunday up to **Tuesday, 20th March 2018** (end of voting period), the last date for the receipt of Postal Ballot Forms.
3. The voting by Postal ballot is only for shareholders entitled to vote, who are required to duly fill in the Postal Ballot form and send it to scrutinizer appointed. Any other recipient of this Notice, who does not have voting rights, should treat the Notice as intimation only.
4. The Company has appointed Mr. Sanjay Kumar Garg, Cost Accountant, New Delhi as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
5. In compliance with the provisions of Section 110 of Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all the shareholders of the Company. For this purpose, the Company has entered into an 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. E-voting is optional.
6. This notice is being sent to all the Members, whose names appear in the Register of Members/ Records of Depositories as on the close of working hours on Friday, 09th February 2018 i.e. "the cut-off date". Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date.
7. Shareholders, who have registered e-mail IDs for receipt of documents in electronic mode, are being sent Notice of Postal Ballot by e-mail and others are being sent by post along with Postal Ballot Form. Shareholders, who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from our website www.ruchirapapers.com
8. The details of dispatch of Notice and Postal Ballot Paper to the Members will be published in at least one (1) English and one (1) Vernacular language newspaper circulating in Local Area.
9. The Scrutinizer will submit his report to the Chairman or to any other authorized person of the Company after the completion of the scrutiny of the Postal Ballots (including e-voting). The results will be announced on or before **Friday, 23rd March 2018** at the Registered Office of the Company at **Tirlokpur Road, Kala Amb, Distt. Sirmour, Himachal Pradesh-173030**.
10. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached self-addressed prepaid Business reply envelope. An unsigned Postal Ballot Form will be

rejected. The Postal Ballot Form(s) shall also be deposited at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than **5:00 p.m. on Tuesday, 20th March 2018** to be eligible for being considered; failing which, it will be strictly treated as if no reply has been received from the Member.

11. Any query/grievance may please be addressed to Mr. Vishav Sethi, Company Secretary with respect to the voting by Postal Ballot including voting by electronic means at: Email id:investor@ruchirapapers.com or Tel. +91-8053800897.

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on **Monday, 19th February 2018 at 9.00 AM and ends on Tuesday, 20th March 2018 at 5.00 PM**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, 09th February 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a) For CDSL: 16 digits beneficiary ID,
b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

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

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

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

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

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

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

(xi) Click on the EVSN for the Ruchira Papers Limited on which you choose to vote.

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

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

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

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

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

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

(xviii) Note for Non – Individual Shareholders and Custodians

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

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

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

In case of members receiving the physical copy of Postal Ballot Form by Post desiring to cast e-vote:

(A) Please follow all steps from Serial No. (i) to Serial No.(xvi) above to cast vote.

(B) The voting period begins on **Monday, 19th February 2018 at 09:00 A.M and ends on Tuesday, 20th March 2018 at 05:00 PM**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 09th February 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting, thereafter.

(C) In case you have any queries or issue regarding e-voting, you may enter the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

(D) If you are all ready registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote.

(E) You can also update your mobile number and email ID in the user profile details of the folio which may be used for sending future communication(s).

EXPLANATORY STATEMENT:

The following Explanatory Statement pursuant to section 102 of the Companies Act, 2013 sets out all material facts relating to the business mention in the accompanying Notice dated 12th February 2018:

The Company is transacting businesses with M/S Jasmer Pack Limited, M/S Ruchira Packaging Products Private limited, M/S Ruchira Printing & Packaging, M/S Jasmer Packers & M/S Well Pack Industries. Accordingly, the Company had entered into the contracts with the above related parties and had taken approval of the shareholders at the 34th Annual General Meeting held on 25th September 2014 for transactions up to maximum aggregate value for each Financial Year. Since there is increase in transactions with above related parties, the Board of Directors on the approval of Audit Committee proposes to increase the amount of maximum aggregate value per annum. Further company proposes to transact business with M/S Jasmer Foods Private Limited and M/S York Cellulose Private Limited, related parties within the meaning of Companies Act, 2013 and Listing Regulations. Accordingly the Board of Directors of the Company, on the recommendation of the Audit Committee, at their meeting held on Monday, 12th February 2018 passed a resolution to increases the amount of maximum aggregate value and to enter fresh agreement with above related parties up to increased maximum aggregate value of transaction(s) in each Financial Year starting from 2017-18.

The details of transactions to be entered into with the related parties along with the maximum annual limits as approved by the Audit Committee and Board of Directors are mentioned in the resolution itself. The additional information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 is as under:

Name of Related Parties:	Name of the director or KMP who is related.	Nature of Relationship.	Nature, Material Terms, Monetary Value and particulars of the Contract or Arrangement	Any other information relevant
COMPANIES:			To enter into contract/agreement/arrangement for Sale of Finished Goods/Material and Purchase of Waste Paper/ Raw Material/Packing Material etc. On Actual basis, in the ordinary course of business and on arm's length basis up to maximum aggregate value per annum.	The transactions shall be done in the ordinary course of business and on Arm's Length basis.
M/S Jasmer Pack Limited.	Mr. Jatinder Singh	Through Relative and Holding Membership		
M/S Ruchira Packaging Products Private limited.	Mr. Umesh Chander Garg	Through Relative and Holding Membership		
M/S Jasmer Foods Private Limited	Mr. Jatinder Singh	Holding Directorship and Membership		
M/S York Cellulose Private Limited	Mr. Umesh Chander Garg	Through Relative and Holding Membership		
PARTNERSHIP FIRMS:				
M/S Ruchira Printing & Packaging.	Mr. Umesh Chander Garg	Through Relative		
M/S Jasmer Packers.	Mr. Jatinder Singh	Through Relative		
M/S Well Pack Industries	Mr. Umesh Chander Garg	Through Relative		

Pursuant to SEBI (LODR) Regulations, 2015, all entities falling under the definition of "Related Party" shall abstain from voting in respect of the resolution proposed at above, irrespective of whether the entity is a party to the particular transaction or not.

Except Mr. Subhash Chander Garg, Whole Time Director, Mr. Jatinder Singh, Whole Time Director, Mr. Umesh Chander Garg, Managing Director and their relatives to the extent of their respective shareholding, none of the Directors, Key Managerial Persons (KMPs) of the Company, are in any way concerned or interested in the resolution.

For and on Behalf of the Board of Directors
For Ruchira Papers Limited
Vishav Sethi
(Company Secretary)

Place: Kala-Amb (HP)
Date: 12th February 2018
Registered office:
Tirlokpur Road, Kala- Amb
Distt-Sirmaur, H.P-173030

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Ruchira Papers Limited

Registered office: Tirlokpur Road, Kala-Amb, Distt-Sirmaur, H.P-173030
(CIN –L21012HP1980PLC004336)
Email id: investor@ruchirapapers.com; Website: www.ruchirapapers.com
Tel.: +91-80538-00897

POSTAL BALLOT FORM

Serial No. :

1 Name & Registered address of the Sole/ First named Member :

2 Name(s) Joint holders, (if any) :

3 Registered Folio No. /DP ID-Client ID No.* (Applicable to investors holding shares in dematerialized form) :

4 Number of Shares held :

I/We hereby exercise my/our vote in respect of the following Ordinary Resolution to be passed through Postal Ballot for the Special business stated in Notice dated 12th February 2018 by sending my/our assent or dissent to the said Resolution by placing the tick mark(√) in the appropriate box below:

Sl. No.	ITEM	No. of Shares held	I/We assent to the resolution *Please tick (√)*	I/We dissent to the resolution *Please tick (√)*
1.	**ORDINARY RESOLUTION** FOR APPROVAL/INCREASE IN MAXIMUM AGGREGATE VALUE FOR MATERIAL RELATED PARTY TRANSACTIONS.			

Place :

Date :

.....

(Signature of Member)

(Must be as per specimen signature registered With Company/Depository Participant)

Electronic Voting Particulars

Electronic Voting Sequence No. (EVSN)	User ID	*PAN/Default PAN No. (Sequence Number)
180207002		

Note: *Please read the instructions printed overleaf carefully before filling this Form and for e-voting Please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.*

** Applicable to those members who have not updated their PAN with the Company / Depository Participant.*

PLEASE READ THE INSTRUCTIONS CAREFULLY

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, in the enclosed Postage-Prepaid self-addressed Envelope. However, envelopes containing Postal Ballot Form(s), if deposited in person or if sent by courier or registered/speed post at the expense of the Member will also be accepted.

2. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.

3. The votes should be cast either in favour or against the resolution (s) by putting the tick (√) mark in the column provided for assent or dissent. Postal ballot form containing bearing (√) in both the column will render the form invalid. Duly completed Postal Ballot Form should reach the Scrutinizer **not later than close of working hours i.e. 5.00 p.m. on Tuesday, 20th March 2018**. All Postal Ballot Forms received after this date will be treated as if reply from such Member(s) has not been received

4. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of Joint Member(s).

5. In case of shares held by companies, trusts, societies, institutional shareholders etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority, with the signatures of authorized signatory (ies) duly attested Letter.

6. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, **i.e. 5.00 p.m. on Tuesday, 20th March 2018**.

7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on cut-off date i.e. **Friday, 09th February 2018**.

8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed Postage-Prepaid self-addressed Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

9. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.

10. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.

11. The e-voting facility will be available from **Monday, 19th February 2018, (09:00 A.M., IST) to Tuesday, 20th March 2018 (05:00 P.M., IST)**. Please read the instructions of e-voting in the notice of the Postal Ballot.

12. The result of the Postal Ballot will be displayed on the website of the Company: www.ruchirapapers.com and also published in the newspaper(s) for the information of the Members.