



Ability & Responsibility

Ruchira Papers Limited
Annual Report 2021/22



Forward-looking statement

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties, and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether because of new information, future events or otherwise.

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Ability & Responsibility

The Company has established itself as an accomplished provider of writing & printing and Kraft paper grades across India.

The Company deepened its respect as a responsible manufacturer when it embarked on a sizable effluent treatment investment in FY 2021-22.

The combination of ability and responsibility has enlarged the Company's respect as a forward-looking paper company with sustainable long-term prospects.

C O R P O R A T E S N A P S H O T

*Competence and character.
Intellect and integrity.
Ability and responsibility.*

These attributes encapsulate the personality of Ruchira Papers Limited.

The Company has grown sustainably across the decades.

The Company has emerged as a dependable provider of different paper grades.

The Company also possesses a credible Balance Sheet that represents a foundation for the next round of growth.

Our core values

Honesty

To be principled, straight forward and fair in all dealings.

Integrity

Maintaining the highest standards of professionalism.

Flexibility

Adapting ourselves to always stay a step ahead of change.

Respect for individual

Giving each person room to contribute and grow.

Respect for knowledge

To acquire and apply leading-edge expertise in all aspects of our business.

Team performance

The team comes first; none of us is as good as all of us.

Our background

In 1980, Ruchira Papers Limited commenced the business of paper manufacture. The Company was started by Umesh Chander Garg, Jatinder Singh and Subhash Chander Garg, who remain connected with the organisation. Through the last decade and a half, the next generation of the promoter family have established their presence with delegated responsibilities.

Capabilities

The Company started operations with an capacity of seven tonnes per day (TPD) of kraft paper. Over time, the Company increased its production capabilities. It produced 87,835 MT of kraft paper and 52,853 MT of writing and printing paper in FY 2021-22, making it an attractive moderately sized paper manufacturer in North India.

Product portfolio

Ruchira Papers produces and markets kraft paper as well as writing and printing paper grades. The Company established a dependable recall, scale and leadership in North India where a majority of its products are sold.

The Company's writing & printing paper is utilised in notebooks, writing material, wedding cards, shade cards, colouring books and bill books. During the year, company started the production of cup stock paper and wedding card paper in its writing and printing segment called 'Neer' and 'Mogra' respectively. Neer is suitable for hot and cold food and beverages whereas Mogra is used for wedding invitations and announcements, enjoying applications across a variety of users. The copier paper manufactured by the Company is trusted across commercial offices

and merchant copying service providers. The Company's kraft paper is used in the packaging industry, especially in the fabrication of corrugated boxes, composite cans, fibre drums, textile cones/ream wrappers, food packaging and other packaging needs.

Manufacturing facility

The Company's manufacturing facility is located in Kala-Amb, Himachal Pradesh, on the Chandigarh-Dehradun highway. The facility is proximate to raw materials and consumption markets, moderating the Company's logistical carbon footprint.

Our resources

The Company consumes renewable agricultural resources that provide livelihoods to hundreds of farmers. The raw materials for writing & printing paper comprise wheat straw, bagasse, sarkanda and other fillers; resources for kraft paper comprise bagasse, wheat straw, sarkanda and waste paper (imported and indigenous used as per finished product characteristics).

Employees

The Company comprised around 1,000 employees at the close of FY 2021-22. The competence of employees comprised capabilities in manufacture, procurement, sales, finance, talent management, legal and strategic direction setting, among others.

Brands

The Company invested in a cup stock paper brand called 'Neer' suitable for hot and cold beverages and wedding card paper called 'Mogra'. These brands attracted customer traction, resulting in enhanced realisations over the prevailing average.

Certifications

The Company's process and product consistency have been validated through IS 14490:2018 by the Bureau of Indian Standards for plain copier paper, ISO 9001:2015 and FSC certifications.

Listing

The Company is listed on the National Stock Exchange (NSE) and the Bombay Stock Exchange (BSE). The Company's market capitalisation was Rs.290.23 Crore as on 31st March 2022. The Company's shares appreciated 85.58 per cent during the year under review.

Awards

The Company is a respected manufacturer with a number of awards to its credit.

- Udyog Ratna Award by Himachal Pradesh in 2005
- Appreciation award from Himachal Pradesh Corrugated Box Manufacturers Association in 2009
- Certificate of Excellence from INC 500 in 2013

HOW OUR PRODUCTS ARE APPLICABLE IN EVERYDAY LIFE IN INDIA

E-COMMERCE

INDIAN MARKET SIZE

The Indian e-commerce market at USD 38 Billion in 2021

GROWTH IN INDIA

Indian e-commerce market is expected to reach USD 120 Billion by 2026

SUPPORTING GOVERNMENT POLICIES

Ban on the use of identified single-use plastic items in India from 1st July 2022.



RUCHIRA'S RELEVANT PAPER USE IN PRODUCTS

Corrugated board boxes, carrier and shopping bags, paper drums, ream wrappers, floor and sugar packs, food packaging and other packaging needs

TEXTILE

INDIAN MARKET SIZE

Textiles and garments industry was USD 103.4 Billion in 2020-21.

GROWTH IN INDIA

Textiles and garments industry is anticipated to grow USD 190 Billion by 2025-26

SUPPORTING GOVERNMENT POLICIES

PLI scheme in man-made fibers and technical textiles (outlay of Rs.10,683 Crore)



RUCHIRA'S RELEVANT PAPER USE IN PRODUCTS

Corrugation boxes, carrier and shopping bags, high-quality packaging solutions.

PHARMACEUTICAL

INDIAN MARKET SIZE

India's domestic pharmaceutical market is at USD 42 Billion in 2021

GROWTH IN INDIA

India's domestic pharmaceutical market is expected to reach USD 65 Billion by 2024 and could expand to ~USD 120-130 Billion by 2030

SUPPORTING GOVERNMENT POLICIES

Total government outlay of Rs.500 Crore (USD 665.5 Million) for the period FY 2021-22 to FY 2025-26



RUCHIRA'S RELEVANT PAPER USE IN PRODUCTS

Sterile medical packaging, cores, cones, composite cans and fibre drums.

High compression kraft paper, tube grade (high ply bond), corrugated board boxes, paper bags, paper drums and ream wrappers

WRITING INSTRUMENTS AND EDUCATION INDUSTRY

INDIAN MARKET SIZE

The education sector in India was estimated to be worth USD 117 Billion in FY 2019-20

GROWTH IN INDIA

The education sector in India is expected to reach USD 225 Billion by FY 2024-25.

SUPPORTING GOVERNMENT POLICIES

Samagra Shiksha Scheme allocation increased 20.3 per cent from Rs.31,050.16 Crore (USD 4.16 Billion) in FY 2021-22 to Rs.37,383.36 Crore (USD 5.01 Billion) in FY 2022-23.



RUCHIRA'S RELEVANT PAPER USE IN PRODUCTS

Notebooks, spiral notebooks, writing material, children's colouring books, textbooks, stationery, note pads & registers

EVENT MANAGEMENT INDUSTRY

INDIAN MARKET SIZE

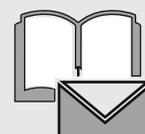
The Indian event and exhibition market was valued at USD 3,674.95 Million in FY 2021-22

GROWTH IN INDIA

The Indian event & exhibition market is expected to reach USD 7,550.05 Million by 2027

SUPPORTING GOVERNMENT POLICIES

This is a growing segment in line with increased per capita income, which is an outcome of the country's general economic direction and policies.



RUCHIRA'S RELEVANT PAPER USE IN PRODUCTS

Wedding cards, shade cards, high quality envelopes, cards, boxes & paper bags, brochures, annual reports, diaries, leaflets, invitations, announcements and advertising material.

OFFICE & STATIONERY

INDIAN MARKET SIZE

Revenue in the Hobby & Stationery segment is projected to reach USD 4,047.00 Million in 2022

GROWTH IN INDIA

Revenue is expected to show an annual growth rate (CAGR 2022-2025) of 22.37 per cent, resulting in a projected market value of USD 7,415.00 Million by 2025

SUPPORTING GOVERNMENT POLICIES

This is an outcome of the country's focus on education and commerce, strengthening paper offtake.



RUCHIRA'S RELEVANT PAPER USE IN PRODUCTS

Copier paper for all your home, office and multipurpose use. Multicolour printing and publishing of books, writing and printing. Commercial diaries. Stationery, base paper for thermal coating, rolls for fax, ATM, POS & barcoding tray mats. Multipurpose colour printing, bill books, brochures, leaflets, advertising material, spiral notebooks, handbills scrapbooks.

BEVERAGES

INDIAN MARKET SIZE

India's non-alcoholic beverages market was Rs.671 Billion in 2019

GROWTH IN INDIA

India's non-alcoholic beverages market is expected to grow to Rs.1.47 Trillion by 2030 at a compound annual growth rate (CAGR) of 8.7 per cent

SUPPORTING GOVERNMENT POLICIES

The non-alcoholic beverage sector has a crucial role to play in driving overall India's lifestyle growth.



RUCHIRA'S RELEVANT PAPER USE IN PRODUCTS

Cupstock paper

(Source: [financialexpress.com](https://www.financialexpress.com), [livemint.com](https://www.livemint.com), [statista.com](https://www.statista.com), [mordorintelligence.com](https://www.mordorintelligence.com), [marketresearch.com](https://www.marketresearch.com), [ibef.org](https://www.ibef.org), [investindia.gov.in](https://www.investindia.gov.in), [economicstimes.com](https://www.economicstimes.com))

How we have evolved across the years

1980

Went into business

1983

Commenced commercial production of kraft paper with 7 TPD

FY 05-06

Crossed the turnover threshold of Rs.50 Crore

FY 92-94

Installed PM 2 for manufacturing Kraft paper

FY 06-07

Made an Initial Public Offer of Rs.2,850 Lakh; listed on NSE and BSE



FY 07-08

Commenced the manufacturing of writing & printing paper

FY 09-10

Crossed Rs.200 Crore in turnover

FY 12-13

Crossed Rs.300 Crore in turnover

FY 15-16

Certified for FSC by Rainforest Alliance



FY 16-17

Crossed production of 1,00,000 MT of kraft paper as well as writing & printing Paper. Crossed Rs.400 Crore in turnover

FY 19-20

Achieved highest production of 1,34,048 MT for kraft paper as well as writing & printing paper.

Embarked on a Rs.44 Crore modernisation & upgradation in the writing & printing paper segment; launched white copier paper.

FY 20-21

Accredited with IS 14490:2018 by Bureau of Indian Standards for Plain Cop

FY 21-22

Started manufacturing new grades of paper for cup stock and wedding cards.

Crossed Rs.600 Crore in turnover.

Invested Rs.20.82 Crore on ETP upgradation to deepen our commitment towards environment sustainability.

How the paper industry performed in the last two years, FY 2020-21 and FY 2021-22

Demand and realisations for writing and printing paper were influenced by the sustained closure of educational institutions

Kraft paper demand improved and rode e-commerce demand growth

There was a preference for environment-friendly varieties in preparation for the government's restriction on plastic packaging

There was a sharp improvement in demand and realisations across varied sectors by the last quarter of FY 2021-22

How we protected our Balance Sheet from impairment in the last two years

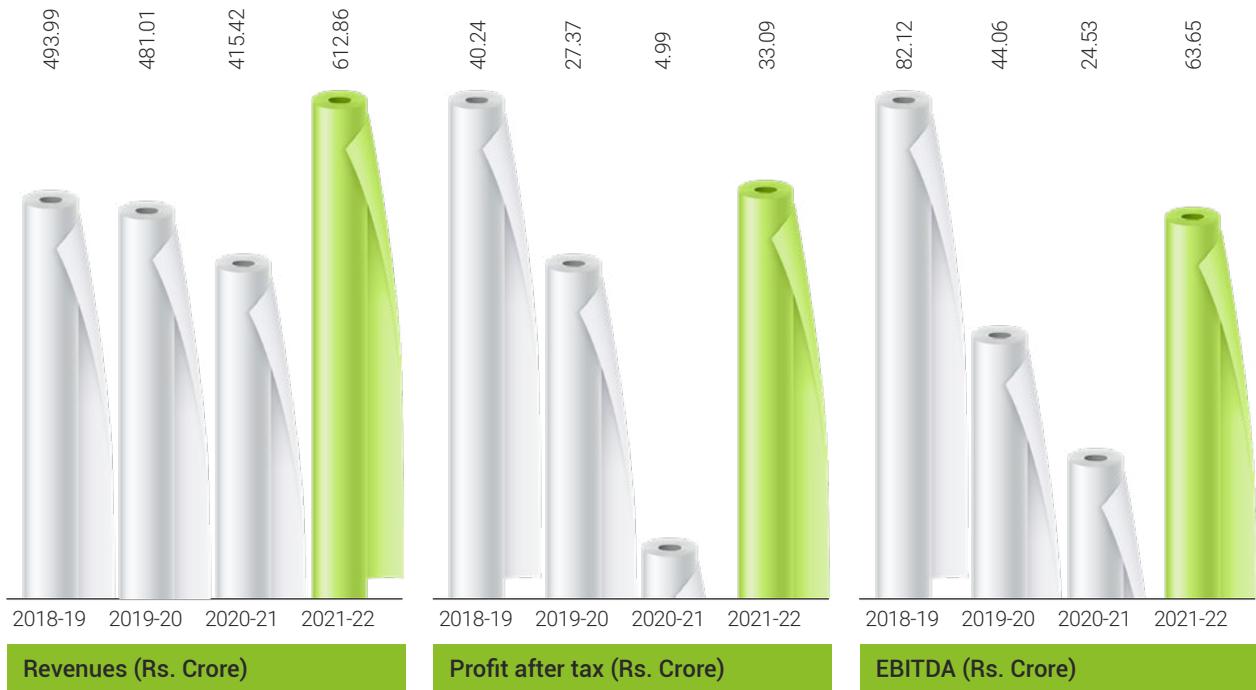
The Company initially froze capital expenditure but embarked on spending on an effluent treatment plant in FY 2021-22

The Company continued to moderate costs through focused projects and kaizens

The Company evolved its products mix towards fast-moving and value-added paper varieties

The Company continued to grow the business through accruals with moderated debt

How we have grown across the years



Definition
Growth in sales net of taxes.

Why is this measured?
It is an index that showcases the Company's ability to enhance output and service customers, an index by which the Company's impact can be compared with the retrospective average or with sectorial peers.

Value impact
Aggregate sales stood at Rs.612.86 Crore in FY 2021-22 against Rs.415.42 Crore in 2020-21, an increase of 47.53 per cent on account of an improvement in demand, production and realisations.

Definition
Profit earned during the year after deducting all expenses and provisions

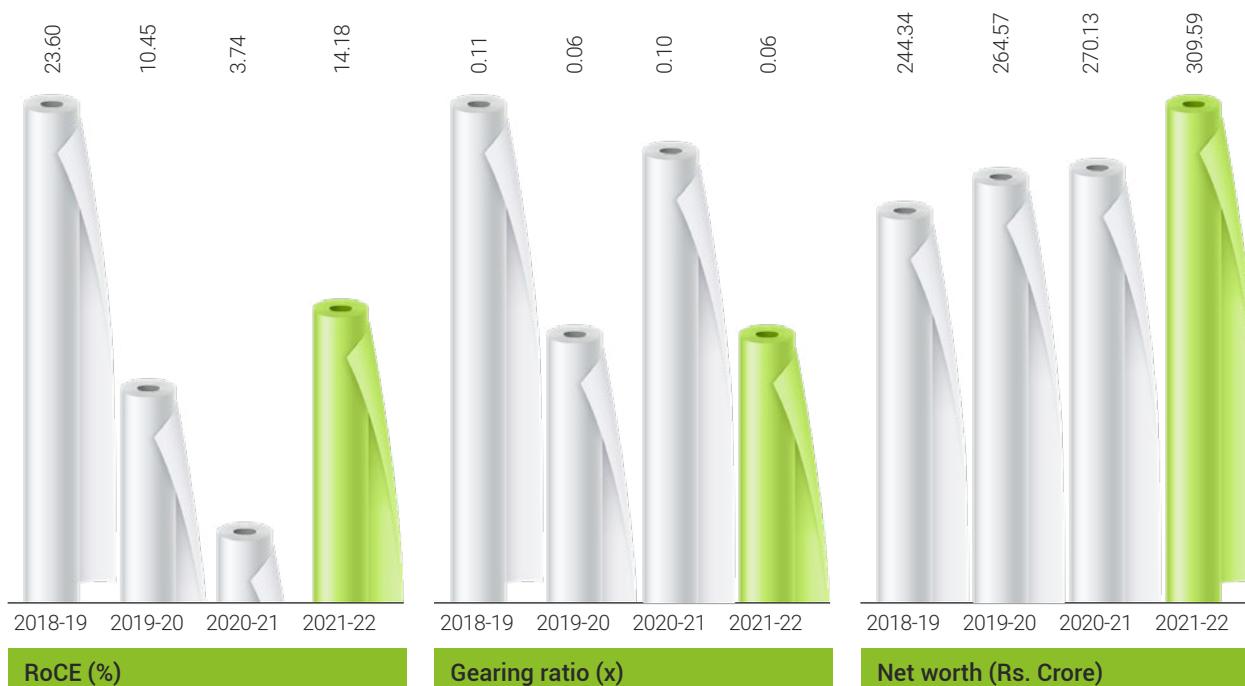
Why is this measured?
It highlights the strength in the business model in generating value for its shareholders.

Value impact
The Company reported a 563.12 per cent increase in net profit during FY 2021-22 following an increase in production, sales and realisations on the one hand and effective cost amortisation on the other.

Definition
Earnings before the deduction of fixed expenses (interest, depreciation, extraordinary items and tax)

Why is this measured?
It is an index that showcases the Company's ability to optimise costs despite inflationary pressures.

Value impact
The Company's EBIDTA stood at Rs.63.65 Crore in FY 2021-22, an increase of 159.48 per cent on account of increased sales and realisations and higher than the pre-pandemic level.

**RoCE (%)****Definition**

It is a financial ratio that measures a Company's profitability and the efficiency with which its capital is employed in the business

Why is this measured?

RoCE is a useful metric for comparing profitability across companies based on the amount of capital they use – especially in capital-intensive sectors.

Value impact

The Company reported a 14.18 per cent RoCE during FY 2021-22 compared to 3.74 per cent ROCE during FY 2020-21 and higher than the pre-pandemic level.

Gearing ratio (x)**Definition**

This is derived through the ratio of debt to net worth (less revaluation reserves)

Why is this measured?

This is one of the defining measures of a Company's financial health, indicating solvency.

Value impact

The Company's gearing stood at 0.06 in 2021-22 against 0.10x in 2020-21, which validates that the Company passed through the most challenging period of the pandemic without Balance Sheet impairment.

Net worth (Rs. Crore)**Definition**

This is derived through the accretion of shareholder-owned funds

Why is this measured?

Net worth indicates the financial soundness of the Company – the higher the better.

What does it mean?

This indicates the borrowing capacity of the Company and influences the gearing (which, in turn, influenced the cost at which the Company can mobilise debt).

Value impact

The Company's net worth strengthened to the highest in its existence, growing every single year through the pandemic.

The quarterwise financial health of our business during FY 2021-22

	Quarter one	Quarter two	Quarter three	Quarter four
Revenues (Rs. Crore)	125.87	148.10	148.35	190.54
EBITDA (Rs. Crore)	10.95	13.64	12.95	26.11
Profit after tax (Rs. Crore)	4.51	6.60	5.86	16.12
EBITDA margin (%)	8.70	9.21	8.73	13.70
Interest cover (%)	7.27	8.54	8.09	18.78
Interest outflow (Rs. Crore)	1.51	1.60	1.60	1.39



The big picture

The Indian paper industry appears to be passing through an inflection point.

The future-facing consumer is asking 'Is it recyclable?' and 'Is the raw material sustainable?'

These are some of the results.

Plastic packaging is being selectively replaced by paper-based alternatives.

Plastic cups in which tea would be served are being replaced by cup stock equivalent.

Plastic straws are being replaced with paper equivalents.

Plastic carry bags are being replaced by kraft paper alternatives.

Where we see the market moving

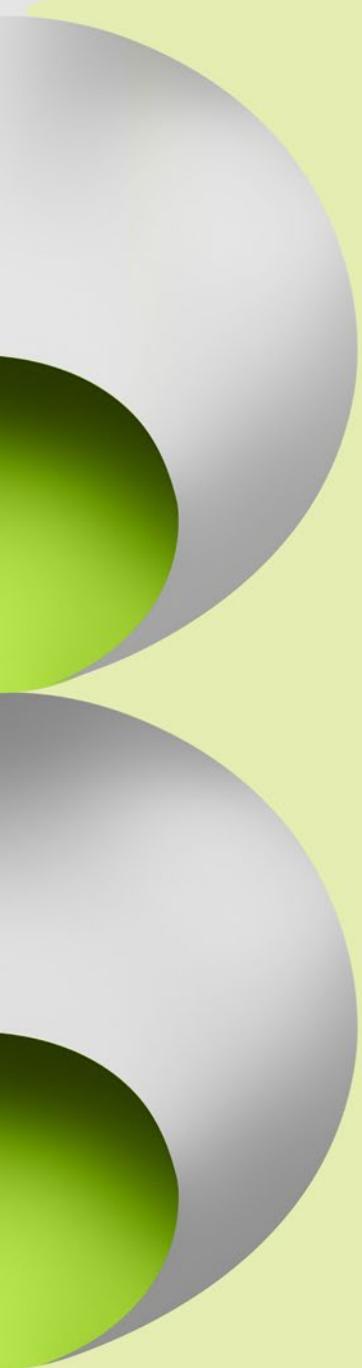
Every inflection point creates structural demand shifts.

This inflection point within the country's paper sector is no different.

We see a moderation in the demand growth of writing & printing paper following an increase in digitalisation, affecting paper demand. The result is that the moderate market growth is likely to be catalysed by increased literacy and modest demand coming out of the commercial sector.

We see a sharper growth in the demand for kraft and packaging paper. This demand growth is likely to be derived from e-commerce growth, the Central Government announcing a ban in the use of single-use plastic and consumers seeking paper packaging over the conventional plastic carry bag.





How Ruchira Papers is evolving

Ruchira Papers is opportunity-prepared.

The Company will reorganise its production capacity in line with the dynamics of an evolving marketplace.

The Company's writing & printing paper capacity (also referred to as 'white') will be allocated to wedding cards and other value-added products (cup stocks and branded copier paper included). This will progressively moderate the Company's dependence on writing and printing paper grades.

The Company's kraft paper capacity will focus on the manufacture of packaging grade varieties.

The Company's flexibility will translate into the manufacture of fast-moving and value-added products, strengthening overall profitability.

MANAGEMENT'S REVIEW

Our governance framework comprises a commitment to make the most, make the best, sell at the highest, conserve the most and remain the cleanest.

Overview

We communicate to you at a time when there is a more positive outlook related to the direction of the sector and the Company's performance.

The performance of the Company during the last financial year is proof. Instead of referring to the full year, we would like to draw your attention to the last quarter of the financial year, which was the best in our existence in terms of revenue.

Our Company reported 34.81 per cent higher sales during the last quarter of FY 2021-22 compared to the last quarter of FY 2020-21 and an

increase of 31.92 per cent in average realisation over the previous year.

Clearly, these are unprecedented times for our sector and Company. A part of the improvement was the result of a tactical improvement on account of a decline in imports and an increase in exports that strengthened overall realisations. However, there is a second – and perhaps more enduring – development that merits attention.

The Indian paper sector is at an inflection point. There is a stronger nationwide commitment to moderate the use of plastic for packaging applications. This plastic of a relatively

thinner grammage (measured in microns) is being replaced with paper of a higher grammage, addressing the demanding market needs of a higher burst factor, tensile strength and durability requirements.

The result is that an entirely new opportunity has opened in terms of scale, scope and sophistication. We believe that more investment is likely to go into research-led production; manufacturers are likely to work closely with downstream converters; new supply chain linkages are likely to be explored.

There is another factor that provides us with long-term optimism. India is embracing e-commerce with speed. The numbers being enunciated by serious research houses indicate that the number of internet users in India is likely to increase from around 84.6 Crore in 2021 to an estimated 134 Crore by 2030. This 44 per cent increase in internet users could drive the growth of the Indian e-commerce market by 19 per cent per annum until 2030 and create a USD 400 Billion e-commerce market opportunity (estimated at around USD 100 Billion in 2022).

This means that purchased products will need to be delivered. There is a growing priority for the packaging of these products to maximise the use of recyclable material. The e-commerce marketplaces are playing a decisive role in this transition; they have set ambitious targets to moderate their carbon footprint, including the use of recyclable paper. Their direction, coupled with consumer preference for on-plastics, is expected to kickstart a new long-term trend for kraft paper-based packaging.

At Ruchira Papers, we are prepared for this inflection point opportunity.

We possess one of the most under-borrowed Balance Sheets within the agro-based paper sector in India. Our net worth of Rs.309.59 Crore as on 31st March 2022 provides us with extensive borrowing room without compromising our financials, should we decide to mobilise debt to grow the business.

We possess one of the most competitive manufacturing costs. This is reflected in our production of 394 MT per Crore of capital employed as on 31st March 2022 as against a considerably higher greenfield project cost of a similar capacity. This provides us with the capacity to remain competitive across market cycles, which was reflected visibly during FY 2020-21 when the Company reported a profit despite extensive demand erosion.

We possess one of the most knowledgeable teams within the country's agro-based paper sector. This team has demonstrated the capacity to debottleneck manufacturing capacities at a low

capital cost, coupled with a range of kaizens. This approach has not only empowered the Company to produce more but also with less, the basis of business sustainability.

We prudently invested in pollution control equipment ahead of the curve. The result is that our effluents and emissions are well within the statutory limits prescribed. Despite this during the year under review, we invested Rs.20.82 Crore in an effluent treatment plant; this investment will not generate a direct return but will serve as a license to stay in business into the long-term, strengthening over business continuity.

The result is that our governance framework comprises a commitment to make the most, make the best, sell at the highest, conserve the most and remain the cleanest.

Given the way the market is turning out, our time starts now.

Mr. Jatinder Singh, Chairman

We possess one of the most competitive manufacturing costs. This is reflected in our production of 394 MT per Crore of capital employed as on 31st March 2022 as against a considerably higher greenfield project cost of a similar capacity.

OPERATIONAL REVIEW

The Company capitalised on emerging market realities through enhanced production, sales and realisations, coupled with an evolved product mix

Q Was the management pleased with the performance of the Company during FY 2021-22?

A: The management was pleased on account of the sharp recovery in performance following the decline of the previous year. The Company reported record results during the last financial year: sales at Rs.612.86 Crore were 27.41 per cent higher than the pre-pandemic level of Rs.481.01 Crore; the sales of Rs.190.54 Crore that we reported during the fourth quarter of FY 2021-22 was the highest in any quarter reported by the Company and higher than the previous fourth quarter by 34.81 per cent. These numbers indicate that the Company capitalised effectively on the rebound in market sentiment during the last financial year.

Q Was the improvement reflected in an improvement in the Company's financial hygiene?

A: The improvement was visibly reflected in the Company's profitability. Average realisations strengthened 31.92 per cent to Rs.43,942 per kg, which was a reflection of an evolved product mix and an increase in realisations. EBITDA strengthened 159.48 per cent to Rs.63.65 Crore and

The Company's record performance was achieved despite one segment of the business – writing and printing paper – under-performing for a large part of the year

net profit increased 563.12 per cent to Rs.33.09 Crore Correspondingly, EBITDA margin strengthened by 444 bps. Receivables declined from 57 days of turnover equivalent to 41 days during the year under review. These numbers indicate that the Company did not compromise margins to report a higher turnover but that the improvement was an outcome of the Company's enhanced competitiveness.

Q What is the big message that you wish to send out?

A: There are quite a few messages that one wishes to send out.

One, the Company's record performance was achieved despite one segment of the business – writing and printing paper – under-performing for a large part of the year on account of educational institutions being closed across the country on account of the pandemic.

Two, the decline in the performance of one business segment was covered by the recovery of the kraft paper segment, which capitalised on a fundamental shift in consumer preference – increased preference for e-commerce that, in turn, strengthened the demand for environment-friendly packaging.

Three, we are seeing the start of a new trend within the agro-based paper sector – an increased replacement of plastic packaging with paper, a trend likely to grow. The world is increasingly sensitised

to replace the consumption of single-use plastic and plastic cups with packaging paper derived from renewable sources, which should benefit companies like ours in the long run.

Four, the rupee weakened against the US dollar, increasing the landed cost of imported paper. On the other hand, there was a rise in paper exports. The combination of these realities created a vacuum in the domestic market, strengthening realisations.

Five, the improvement in the Company's performance was also a reflection of a revival in the retail-driven demand in the country. During the year under review, as the lockdown opened up and social distancing norms relaxed, there was a spurt in marriages that strengthened the demand for white paper for this specific allocation.

Q What was the Company's response to this market environment?

A: The Company remained flexible and responsive to changes in the marketplace. There were two options available to our Company: keep making writing & printing paper and market it at progressively declining costs in the face of sluggish demand or shift to alternative products using the same infrastructure and utilising virtually the same distribution network.

The result is that we kept adapting our product mix through the course

of the year: for instance, as the market shifted from plastic beverage cups and with the revival of the marriage market, we enhanced the production of cup stock paper and wedding card paper and allocated approximately 50 per cent of our writing and printing paper capacity for these segments (capitalising on a lower production cost on the same machine, strengthening profitability). As consumers began shifting from plastic bags, we allocated a small portion of our white paper capacity for bleached kraft carry bags; the kraft machine experimented successfully with the manufacture of cup stock for paper bowl applications.

This adaptability, coupled with our locational advantage – proximate to raw materials and markets - resulted in moderate finished goods inventory, better working capital management and quicker offtake. The result is that the Company validated its positioning as a responsive market-facing organisation during the last financial year.

Q How did the Company perform on the operational front?

A: The Company reported a 13.48 per cent increase in production to 1,40,688.24 MT during the course of the year. Writing and printing output was 25.05 per cent higher than the previous year; kraft output was 7.50 per cent higher. The average realisation for writing and printing

paper segment was 23.17 per cent higher; the average realisation for kraft paper segment was 35.79 per cent higher than the previous year. These numbers indicate that the Company experienced volume and value growth during the last financial year.

Q How did the Company strengthen its operating efficiency?

A: Ever since the Company went into business, it consistently reinvested accruals in debottlenecking with the objective to generate more from less. This feature of the Company's working was evident during the last financial year as well. The Company replaced the turbine on the legacy boiler for a cost of Rs.6.58 Crore. The result is that with the same quantity of steam as the Company consumed in the past, the Company was now able to generate an incremental 0.5 MW (total output now 6.1 MW), strengthening its cost efficiency.

Besides, the Company invested Rs.20.82 Crore in effluent treatment plant upgradation. This investment may not have a direct payback but is in effect a 'license' to stay in business across the long term. This cost will be recovered from the Company's surpluses during the operating life of the ETP.

Q How is the Company likely to take the performance ahead during the current financial year?

A: The Company intends to enhance its production capabilities with the help of a diversified production mix during the current financial year. The focus of the Company will be to sweat its manufacturing machines to the maximum and remove bottlenecks by debottlenecking with low capital expenditure. The Company expects its production capabilities to increase

and its capital cost per tonnes to decline, strengthening overall competitiveness.

The enhanced production capabilities is likely to translate into an increase in our production during the current financial year; our output during the first quarter of the current year was 37,196 MT, which indicates that we are operating at a higher level than what we achieved in FY 2021-22.

Q What is the medium-term outlook for the Company?

A: The Company is unique for its size in North India by the virtue of being present in two segments – writing and printing and kraft. The utilisation of agro-resource is an advantage because the source is renewable (hence environment friendly) and accessible (50 per cent of our requirement) comes from within a radius of 50 km. Virtually major quantity of kraft that we manufacture is marketed in North India. The Company will seek to maximise the output of white paper and moderate production costs of kraft. We believe that our stable approach will help protect our A- credit rating, serving as a platform for sustainable value-creation.

Q A few years ago, the management had announced the creation of a large paper manufacturing facility in Punjab. What is the update on the project?

A: The Rs.800 Crore (estimated) project was deferred following the pandemic. However, given the cash flows of the last year and the projected surplus for the current year, the time will soon come to take a call on this project.



How Ruchira's Neer brand is helping make the world cleaner

The last three decades have seen a substantial transition in the receptacles used to serve and drink tea by the unorganised sector.

A majority of India's unorganised tea vending sector delivered tea in metal or glass a few decades ago.

When plastic emerged, these vendors – pan-India – shifted to plastic disposable glasses. Since disposal was irresponsible, many of the discarded glasses found their way into general trash and even drains. The extensive bunching of the biodegradable with the non-biodegradable created a problem

when landfilled. The result is that much of India's landfill comprises plastic that is likely to stay that way for decades, if not centuries.

There is hope. During the current financial term, the Indian government announced a ban on single-use plastic products. The ripple of this counter-plastic movement has extended to other products as well. One of the principal areas, where plastic is being replaced with paper, comprises the receptacle used to market tea.

Ruchira Papers is capitalising on this emerging trend. The cup stock paper manufactured by the

Company (brand Neer) uses the highest quality of raw material and equipment in compliance with international standards. The paper is tested across quality parameters; the output is established and suitable for hot and cold food and beverages. The cup stock provides low heat transfer and is comfortable for holding beverages.

The cup stock is smooth, stiff and bright. More importantly, the cup stock is bio-degradable, environment-friendly and sustainable, strengthening respect for the manufacturer and user.



How Ruchira's Mogra brand has helped enhance the brand of weddings

The Indian wedding market is estimated at USD 50 Billion. This market is growing at an attractive annual rate.

An entire ecosystem has grown around this market with spinoff product and service opportunities.

One opportunity that has consistently grown is that of the wedding card.

Even as the paper-based wedding card is being replaced by the e-version in some sections of

society, sales of physical cards continue to grow for good reasons. The card is seen as a reflection of the status of the sender; the card is seen as a convenient and visible reminder; the card is seen as an aesthetic brand-booster for the impending event.

The result is that the quality of paper required for wedding cards has continued to evolve in terms of functional characteristics. The grammage range has widened; the characteristics required within the

paper have evolved.

At Ruchira Papers, the wedding card paper manufactured (brand Mogra) uses the highest quality of raw materials and advanced equipment. The poster is benchmarked with the highest international standards and tested across quality parameters. The result is that Mogra is now specifically asked for by name by converters on the grounds that it absorbs ink better and provides a superior finish over competing grades.

FINANCIAL OVERVIEW

How Ruchira has created a financial foundation for a multi-year value-accretive journey

Overview

Our overarching message is that Ruchira continued to secure its financial foundation during the year under review even as it was faced with unprecedented challenges.

This foundation comprises virtually no long-term debt, credible brand, long-standing trade relationships, rising wallet share, accruals-driven capital expenditure and strong working capital management.

The Company built a complement of two businesses – writing & printing (white) paper and kraft - with the objective to broad-base the business, capitalise on growing niches and strengthen sustainability.

Clarity

Ruchira possesses clarity that translates into value-accretive growth. This clarity comprises the following features: brand-driven revenue growth, protected credit rating, under-borrowed Balance Sheet, accruals-funded capital expenditure, sustained

debottlenecking and cost management.

Revenue growth and mix

Ruchira reported profitable growth during the year under review. Revenues grew 47.53 per cent, EBITDA grew 159.48 per cent and profit after tax strengthened 563.12 per cent. The revenues reported by the Company during the year under review were the highest in its existence. The growth in revenues helped amortise fixed costs effectively, strengthening profitability. The white paper segment accounted for 48.02 per cent of revenues while the kraft paper segment accounted for 51.98 per cent during the year under review.

Capital efficiency

Ruchira aspires to generate a return higher than what risk partners (shareholders) would generate if they invested in alternative asset classes. The Company enjoys a track record of maximising capital efficiency by generating economies of scale from

its production capacity, graduating towards premiumisation within its niche, growing capacities at a cost per tonnes lower than the equivalent greenfield cost, re-investing accruals and building a competitive advantage.

During the year under review, the Company reported ROCE of 14.18 per cent, which was higher than the prime lending rate within the Indian economy. The RoCE generated by the business was 1,044 bps higher than in the previous year on account of higher revenues generated per rupee of employed capital, and the ability to pass on resource cost increases.

Over the years, Ruchira has generated sectorial respect for its ability to sweat the invested rupee – through debottlenecking and value-engineering. The result is that the Company is among the lowest cost paper companies in the country, having demonstrated its capacity to remain viable even in the most challenging markets.

Year	Production (in MT) per Crore of capital employed (Rs)
2018-19	429
2019-20	440
2020-21	387
2021-22	394

Credit rating

At Ruchira, we demonstrated our commitment to enhance margins, enhance net worth and moderate long-term debt during the year under review. The average cost of short-term debt was 7.65 per cent, 155 bps lower than in the previous financial year. An important influence on the cost of this short-term debt was the credit rating of the Company (the higher the rating, the lower the cost), which was maintained at CARE A-; Stable for long-term debt and at CARE A2+ for short-term debt.

The objective of the Company will be to report a creditable performance during the current year and seek an improved rating. A strong credit rating makes it possible for us to enhance low-priced short-term debt availability, strengthening a virtuous cycle of access to growth funds (external) leading to timely capex and superior margins. We see the rating as a measure of our competitiveness and our objective will be to keep enhancing our credit rating to the highest level.

Liquidity

At Ruchira, financial liquidity enhances our capacity to invest in capital expenditure largely through our earnings, negotiate better with vendors in exchange for immediate payment and showcase our liquidity to attract credible stakeholders. Given a choice between maximising revenues with stretched liquidity or moderate-to-high revenues with enhanced liquidity, the Company will select the latter.

The Company measures liquidity by net cash on the books (cash less debt), interest cover (EBIDTA divided by interest outflow) and the gearing ratio. Net worth was Rs.309.59 Crore and total debt Rs.66.28 Crore as on 31st March 2022 as against Rs.270.13 Crore and Rs.72.68 Crore respectively as on 31st March 2021.

This visible reliance on net worth represented a buffer in a volatile world.

Interest cover was 10.45 in FY 2021-22 as against 4.23 in the previous year. Debt-equity ratio remained attractive at 0.06, the Company increased net worth by Rs.39.46 Crore and reduced long-term debt by Rs.7.37 Crore during the year.

Revenue mix

At Ruchira, we believe that the best margins lie in the writing & printing segment where the product superiority has a corresponding influence on value-addition. In view of this, a disproportionately large proportion of the Company's business-strengthening investment is being directed towards the manufacture of Neer, Mogra and colour printing paper products. The proportion of revenues of these value-added segments was 48.02 per cent during the year under review and likely to rise attractively.

Year	Proportion of revenues from writing & printing paper (%)
2018-19	61.46
2019-20	57.72
2020-21	46.75
2021-22	48.02

Capital expenditure

At Ruchira, we were focused on environment sustainability and the capital investment was done keeping mind the specific environment goal. The Company invested Rs.20.82 Crore of its gross block as on 31st March 2022 in capital expenditure allocated to an effluent treatment plant to allow human and industrial effluents to be disposed without danger to human health or unacceptable damage to the natural environment.

Debt moderation

At Ruchira, debt moderation is integral to our long-term profitability. In the past, when the Company invested in debottlenecking, it did so largely from accruals. Even in a challenging FY 2021-22, the Company worked with moderated long-term debt, selecting to invest in capex through its earnings. Interest outflow of Rs.6.09 Crore in FY 2021-22 was less than the pre-pandemic level of Rs.6.86 Crore in FY 2019-20. As an index of the Company's treasury management, the average cost of short-term debt was 7.65 per cent while the Company generated an average 14.39 per cent return on equity.

Working capital hygiene

The Company addressed the need to manage working capital hygiene by controlling its receivables cycle within tolerance limits through stable terms of trade with customers, marketing product variants enjoying strong offtake, marketing value-added products and increasing the proportion of cash-and-carry revenues.

However, the working capital cycle (days of turnover equivalent) declined from 95 days in 2020-21 to 76 days in 2021-22. The Company's receivables were 57 days of turnover in FY 2020-21 and 41 days during the year under review; inventory declined from 64 days of turnover equivalent to 56 days during the same period.

Capital allocation discipline

The Company will continue to grow its capacity through debottlenecking, manufacture of a larger proportion of value-added products and enhanced manufacturing capacity. These approaches are expected to strengthen capital efficiency. Even after an investment of Rs.27.09 Crore in gross block during the

FY 2021-22, the Company had on effective Current Ratio of 1.77.

Core commitment

The Company invested in enhancing its gross block across market cycles through accruals (largely). The result is that the Company is one of the largest agro-based paper manufacturers in North India. Capital expenditure revived during the last financial year as the Company invested in a new turbine and effluents treatment plant.

Year	Gross block (Rs. Crore)
2018-19	364.90
2019-20	380.80
2020-21	395.37
2021-22	423.95

Growing throughput

In a capital-intensive business, the

Company has enhanced production through low-cost upgradation. The complement of de-bottlenecking / modernisation / upgradation empowered the Company to amortise fixed costs better, enhance procurement economies and service customer needs with timely product availability.

Year	Production (tonnes)
2018-19	1,28,831
2019-20	1,34,048
2020-21	1,23,974
2021-22	1,40,688

Niche value-added

The Company has over the years moved beyond commodity varieties to the value-added. For instance, the proportion of revenues from coloured paper introduced by the Company in 2011 has grown, generating a premium over the

prevailing writing & printing paper average. During the last financial year, the Company launched the 'Neer' and 'Mogra' brands that generated higher realisations than the writing & printing paper average.

Year	Proportion of writing & printing paper revenues from coloured paper/value added products (%)
2018-19	30.01
2019-20	23.13
2020-21	23.10
2021-22	27.28

Financial objectives

The Company will seek to grow revenues without stretching working capital management. It will address the challenge of inflation through prudent procurement and inventory management.

How we strengthened our financial foundation

Clarity	Capital efficiency	Credit rating	Liquidity	Revenue mix
Capital expenditure	Debt moderation	Working capital hygiene	Liquidity	Capital allocation discipline

INTEGRATED VALUE CREATION REPORT

Ruchira is structured to enhance value in an integrated way for its stakeholders

Overview

In the modern world, it is no longer enough to enhance shareholder value. The operative term that is being increasingly used is 'stakeholder value'.

By the very nature of the term, 'stakeholder' does not merely refer to the interest group that owns shares in the Company. It refers to every single individual or sentiment belong that is likely to be influenced by the Company's brand, product or operations. In short, it refers to everyone and everything, living or not.

This represents an understanding of how the value sought to be created needs to be integrated across all stakeholders, the measure by which all companies

are appraised. This Integrated Value-Creation Report is being increasingly respected for its appraisal of 'hard' and 'soft' initiatives in its reporting format. The report draws on diverse strands (financial, management commentary, governance, remuneration and sustainability reporting) in explaining an organisation's ability to create, enhance and sustain value.

Interestingly, the influence of an Integrated Report enhances an understanding across diverse stakeholders (employees, customers, suppliers, business partners, local communities, legislators, regulators and policy makers), underlining the need for an organisation to enhance value in a sustainable manner.

Drivers of Ruchira's value

At Ruchira, we believe that the interplay of value that we have created for various stakeholders has translated into superior profitability.

Stakeholder. Our employees represent the aggregate knowledge of how to grow the business across a range of functions (procurement, manufacturing, branding, sales and distribution, finance etc.).

Focus: Our focus is to provide a growth-oriented workplace, take careers ahead, generate stable employment and remunerate based on merit.

Stakeholder. Our shareholders provided capital when we went into business.

Focus: Our focus is to generate growing cash flows, rising RoCE and enhanced investment valuation.

Stakeholder. Our vendors provide a credible and continuous supply of all types of materials/ components

Focus: Our focus is to maximise procurement at declining average costs, utilising this arbitrage to price competitively, widening our markets and strengthening sustainability.

Stakeholder. Our customers keep us in business through a consistent purchase of products (writing & printing paper, kraft paper, copier paper, mogra and cup stock), generating the financial resources to sustain our operations.

Focus: Our focus is to provide a range of products (affordability, accessibility and availability) to customers.

Stakeholder. Our governments (State and Centre) provide us with a stable structural framework that ensures law, order, policies, etc.

Focus: Our focus is to play live the role of a responsible citizen by liquidating our statutory dues on time.

Our value-enhancing competitiveness

Strategic location: The Company is located in Himachal Pradesh, a region that is connected to state and national highways, abundant resource pockets of Punjab and Haryana and large product-consuming markets.

Robust Balance Sheet: The Company's debt-equity ratio (0.06x in 2021-22) was modest in a captive-intensive industry.

Foresight: The Company anticipated a raw material shift from wood towards renewable and environment-friendly organic waste material, which helped moderate capital expenditure and carbon footprint.

Workforce: The Company is an employer of around 1,000 workers and professionals possessing a rich insight into paper manufacture, marketing and related functions.

Longstanding relationships: The Company enjoys enduring relationships with more than 80 channel partners across India, a stable platform of engagement.

Diversified product portfolio: The Company diversified its product mix from kraft paper to writing & printing, broad basing its portfolio.

Efficient working capital management: The Company selected to work with a high working capital hygiene, marked by low receivables and inventory as a result of which the working capital limit sanctioned by the banks was partly undrawn.

Sectorial opportunities

Rising incomes: India's per capita income improved from around Rs.127,000 in 2020-21 to Rs.1,50,000 in 2021-22.

Rising population: India's population was 1.40 Billion in 2021-22, adding 1.15 per cent to its population each year.

Favourable demographics: India has 580 Million people within the age bracket 5-24, the largest such population cluster in the world. India has >250 Million school-going students, more than any country.

Growth of e-commerce: India's total internet user base was 840 Million users in 2022 and is projected to increase as a result of deeper smartphone penetration and digital initiatives, strengthening e-commerce and packaging paper demand.

Literacy rate: The Indian literacy rate is projected at 100 per cent in 2025, compared to 77.7 per cent in 2022, which could strengthen paper demand.

Economic traction: Paper demand almost doubled over the decade (17.1 Million tonnes in 2018 compared to 9.3 Million tonnes in 2008), catalysed by a growing economy.

Education: The Union Budget 2022-23, allocation towards the Samagra Shiksha Scheme has increased by around 20.3 per cent, from Rs.31,050.16 Crore (USD 4.16 Billion) in FY 2021-22 to Rs.37,383.36 Crore (USD 5.01 Billion) in FY 2022-23.

(Source: Economic Times, Ibf, Live Mint, Business Standard, Statista, Business Today, Statista, niti.gov.in)

The resources of value-creation



Financial capital:

The financial resources driving the Company comprise mobilisation from investors, promoters, banks and financial institutions (debt or net worth).



Manufactured capital:

The Company's manufacturing infrastructure, technologies and equipment constitute its manufactured capital.



Human capital:

The Company's management, employees and contractual workers constitute its human capital.



Intellectual capital:

The Company's repository of proprietary knowledge forms a part of its intellectual capital.



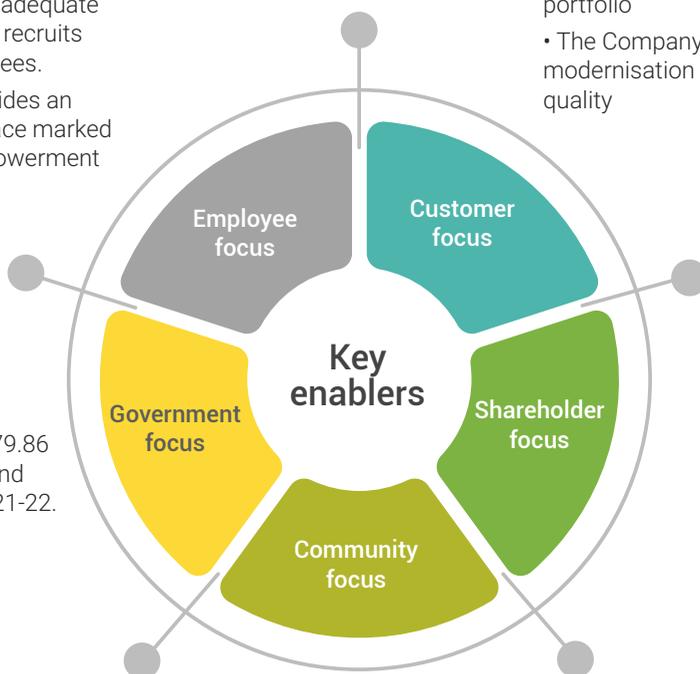
Social capital:

The Company's enduring ties with the stakeholder community and brand partners influence our role as a responsible corporate citizen.

- The Company's employee base is around 1,000 people across locations.
- The Company has adequate training facilities for recruits and existing employees.
- The Company provides an invigorating workplace marked by targets and empowerment

- The Company focused on sustaining superior product quality
- The Company widened its product portfolio
- The Company invested in modernisation to enhance paper quality

The Company paid 79.86 Crore taxes (direct and indirect taxes) in 2021-22.



- The Company optimised costs
- The Company invested in cutting-edge technologies and debottlenecking
- The Company grew largely out of accruals without diluting its equity base

- The Company spent Rs.0.63 Crore for CSR activities in 2021-22

Our strategy

Strategic focus	Procurement relationships	Manufacturing excellence	Talent competence	Distribution breadth	Brand and customer experience	Environment commitment	Community engagement
Key facilitators	<p>The Company has focused on strengthening its capacity to procure as much of quality agro-based raw material from as close as possible at the lowest cost</p> <p>The Company procured a maximum of agro resource from within 50 km radius in 2021-22</p> <p>The Company moderated logistics costs, accessed superior raw materials and enhanced end product quality and consistency</p>	<p>The Company invested in cutting-edge equipment and technologies</p> <p>The Company moderated manufacturing costs, enhanced operating efficiencies and improved product quality</p> <p>The Company reported high asset utilisation, strengthening cost leadership and return on gross block</p>	<p>The Company recruited subject matter experts</p> <p>The Company deepened training and project empowerment to enhance competence</p> <p>The Company reported a low attrition rate in 2021-22.</p> <p>The Company reported a higher per person productivity in 2021-22</p>	<p>The Company widened its presence across the North Indian land mass</p> <p>The Company's products are available, accessible and affordable</p> <p>The Company engaged deeper with trade partners, resulting in a quicker liquidation of inventory</p>	<p>The Company's brand among customers stands for superior quality</p> <p>The Company provides a single-stop product solution</p> <p>The Company delivered on-time and in-full</p>	<p>The Company strengthened its environment integrity</p> <p>The Company's operations were benchmarked with the most demanding environment compliances</p> <p>The Company's operations were never censured for non-compliance or transgression</p> <p>The Company invested in an effluent treatment plant and a new turbine in FY 2021-22</p> <p>The Company reported declining water and power consumption</p>	<p>The Company undertook community-supporting initiatives</p> <p>The Company's engagement extended to farmers, youth and women</p> <p>The Company's engagements covered education, healthcare and rural infrastructural development.</p> <p>The Company incurred Rs.63.34 Lakh in 2021-22 on this account</p>
Material issues resolved	Access to stable and affordable resource quality	Access to state-of-the-art technology for superior efficiency	Premium on employee engagement	Deeper engagement with trade partners	Need to enhance customer assurance and brand reliability	Need to establish environmental responsibility	Responsible engagement with communities leading to enhanced prosperity.
Capitals effected	Financial, Manufactured and Social	Manufactured, Intellectual and Financial	Intellectual and Human	Intellectual, Manufactured and Social	Intellectual, Manufactured and Social	Social, Natural and Manufactured	Social and Natural

Our value-creation in numbers



Salaries and wages (Rs. Crore)

The Company has invested in growing employee remuneration, underlining its role as a responsible employer.



Revenue per person (Rs.)

The Company's investment in its people (training, empowerment and career growth) translated into increased productivity.



Revenues (Rs. Crore)

The Company has generated increased revenues, an index of the value created for customers.



CSR spending (Rs. Crore)

The Company enriched communities in the geographies of its presence through community uplift programmes.

ENVIRONMENT, SOCIAL AND GOVERNANCE

How we have strengthened our ESG commitment

Overview

A growing number of global manufacturers are recognising financial and environmental benefits from sustainable business practices. Besides, stringent environmental norms regulating agencies are helping reduce resource depletion, water scarcity, pollution and other harmful impacts.

The result of these realities is a greater emphasis on sustainable manufacturing. This comprises the manufacture of products through economically sound processes that moderate the consumption of energy and natural resources while reducing negative environmental impact, in addition to enhancing employee, community and product safety.

Besides, there is a growing emphasis on aligning business existence with United Nations' 10 principles for manufacturing responsibility and environmental sustainability covering Human Rights, Labour interests, Environment responsibility and Anti-Corruption initiatives.

Environment, society and governance (ESG)

Environment	Society	Governance
<ul style="list-style-type: none"> • Plantations • Effluent Treatment Plant • Benefits of ETP: <ul style="list-style-type: none"> ■ To clean industry effluent and recycle it for use ■ To reduce the use of fresh water ■ To preserve the natural environment against pollution ■ To meet the standards for emission of pollutants set by the Government ■ To reduce expenditure on water procurement 	<ul style="list-style-type: none"> • Monitor/improve health safety • Risk-based training programs • Zero fatal accidents • Safety of plant area inhabitants • Rewards and recognition programme • Donation and financial assistance 	<ul style="list-style-type: none"> • The Board comprises on optimum combination of Executive and Non-executive Directors. More than 50 per cent of the Board comprises Independent Directors • 5 Independent Directors (one woman) • Effective structure of various Committees under the guidance of Independent Directors • Anti-bribery policy, Quality policy, Sustainability policy • Whistleblower policy/Vigil mechanism • Sexual Harassment Policy • Evaluation of Board effectiveness • Familiarisation programmes for Board members • Timely disclosures

Environment focus

Ruchira's focus lies in consuming less and manufacturing more while minimising environmental impact. It is the Company's conviction that the most successful, profitable and sustainable companies are benchmarked with the most stringent environmental standards.

Ruchira has been producing paper (white and kraft) through 'green'

alternatives. It invested in low-carbon technologies that translated into enhanced resource and energy efficiency. The risk mitigation policies were outlined keeping in mind its long-term vision on the one hand and enhanced sustainability-driven prosperity on the other. In doing so, the Company focused on the reduction of its environmental footprint, planet preservation and

moderated resource consumption through a proactive investment in the use of modern technologies, practices, methodologies and standards.

Four R's

Ruchira's operations are woven around the 4Rs – recycling, replacement, reduction and renewables. Over the years, we

strengthened our environment commitment through the following initiatives:

Co-generation: Economically generate electricity by using steam-turbine cogeneration technology.

Recycling: Any spillage of Black Liquor is collected in the pit and recirculated. Foul condensate is used in the pulp mill.

Eco-friendliness: Agricultural residues like wheat straw, bagasse and sarkanda are basic raw materials used in paper making

Safety: We institutionalised the safety priority, conducted risk-based training and undertook workplace initiatives to eliminate fatal plant accidents.

Equipment investment: We invested in ETP Rs.20.82 Crore on upgradation to fulfil our commitment towards environment sustainability. At Ruchira, we manufacture products through affordable sound processes that temperate the consumption of energy and natural resources, employee-community-product safety

and environmental responsibility. The Company is in accordance with United Nations' 10 principles for manufacturing responsibility and environmental sustainability.

Strategic priority

The Company consumes renewable agro-based raw materials, strengthening its positioning around 'Committed to the earth'. The Company consistently funded equipment and processes (chemical recovery system, effluent treatment plant and power cogeneration unit) to average its carbon footprint. The Company terminated the use of harsh chemicals, moderated the consumption of energy and water and increased the use of renewable resources.

Our environment commitment

The Company utilised a compatible mix of agricultural residues (wheat straw, bagasse, and sarkanda), which enhanced sustainable resource sourcing.

The Company installed a state-of-the-art effluent treatment plant

(with an automated oxygen injection system) in its manufacturing facility, which provided pure oxygen through turboxal in the total area of the aeration basin, maintaining a superior quality of MLSS. During FY 2022, the Company upgraded its effluent treatment plant by investing substantial amount. The Company made prudent investments in processes, equipment and raw materials to moderate the consumption of raw materials, reduce effluents and enhance process dependability.

The Company recycled spillage of Black Liquor collected in the pit and recirculated it. Foul condensate was used in the pulp mill.

The Company's 8.6 MW captive power plant helped insource 100 per cent of the power requirement for the writing & printing paper unit. The Company replaced its 5.6 MW power turbine with a new 6.1 MW equivalent possessing better efficiency, which generated more power from the same steam; overall turbine efficiency increased.

Our environment commitment



Water consumption (cubic meters per tonnes of kraft paper)

Moderated water intake

The Company retained its position among responsible water-consuming paper companies in North India



Water Consumption (cubic meters per tonnes of writing and printing paper)

Moderated water intake

The Company maintained its position as one of North India's responsible paper manufacturers.



Power consumption (in units per tonnes of production)

Optimum power intake

The Company moderated its power consumption per unit of end product output.

Corporate Social Responsibility

Overview

As a responsible business, Ruchira Papers takes pride in being socially inclined and focuses on sustained and effective Corporate Social Responsibility projects. Today, we define this responsibility as the way a Company balances its economic, social and environmental objectives while addressing stakeholder expectations and enhancing shareholders value. Moreover, our employees are also encouraged to volunteer their time and skills and enjoy the experience of giving back to the communities in which they work.

The Company has identified the projects in a participatory manner, in consultation with the interested

communities and in consonance with Schedule VII of the Companies Act, 2013. Arising from this, the focus areas that have emerged are rural and infrastructure development, providing quality education, preventive health care, sustainable livelihood and environment sustainability.

The Company believes in the promotion of education, including special education and employment enhancing skills, especially among the children, women, elderly and the differently able and livelihood and infrastructure projects and also contributes towards preventive health care and sanitation of the underprivileged communities.

Big numbers

Rs.63.34
Lakh, total
CSR spending
in FY 2021-22

Highlights, 2021-22

Education

- Contributed Rs.33.17 Lakh for promoting education and skill development
- Distributed sweaters, shoes, socks, pens and other stationery items for the government Schools at Kala Amb, Jattanwala, Pallion and other cities of Himachal Pradesh
- Constructed school rooms in rural areas, which include Rampur Jattan and Kala Amb and provided other education promotional activities in Himachal Pradesh

- Renovated a school building at Sainwala, Kala Amb; supported the education of marginalised students at Mata Padmavati College, Himachal Pradesh

Health care

- The Company spent Rs.23.21 Lakh for healthcare initiatives
- Contributed to fighting Covid-19 through the distribution of oxygen flow meters, face masks, hand sanitisers and other materials, etc. in Himachal Pradesh
- Collaborated with Rotary Foundation for the eradication of polio

Animal welfare

- The Company provided aid of Rs.1.07 Lakh for promoting animal welfare in Haryana
- Arranged shelter, food and medicines for abandoned cattle

Rural development

- The Company spent Rs.5.89 Lakh towards rural community development in Himachal Pradesh
- Repaired street lights at Rampur Jattan Road
- Constructed an RCC drain at Rampur Jattan, Kala Amb

Management discussions and analysis

Global economic overview

The global economy grew an estimated 5.9 per cent in 2021 compared to a de-growth of 3.3 per cent in 2020. This improvement was largely due to increased vaccination rollout the world over and a revival in economic activity based on catch-up consumption.

The global economic recovery is attributed to accelerated vaccine rollout across 4.4 Billion people, around 56 per cent of the global population (single dose). The spot price of Brent crude oil increased 53.34 per cent from USD 50.37 per barrel at the beginning of 2021 to USD 77.24 per barrel at the end of the calendar year, strengthening the performance of oil exporting countries and moderating growth in importing nations. Global FDI reported an increase from USD 929 Billion in 2020 to an estimated USD 1.65 Trillion in 2021.

The global economy was affected by prohibitive shipping freight rates, a shortage of shipping containers and semiconductor chips in 2021, affecting global economic recovery. Inflation was at its highest since 2011, especially in the advanced economies, catalysed by a run up in commodity prices. Some emerging and developing economies were positioned to withdraw policy support to contain inflation even

as the economic recovery was still incomplete.

The prominent feature of the global economic activity during the year under review was a sharp revival in commodity prices to record levels following the drop at the time of pandemic outbreak. The commodities that reported a sharp increase in prices comprised steel, coal, oil, copper, food grains, fertilisers and gold.

The global economy is projected to grow at a modest 2.6 per cent in 2022 following the Russia-Ukraine crisis. A higher interest rate environment could affect emerging markets and developing economies with large foreign currency borrowings and external financing needs in 2022.

Regional growth (%)	2021	2020
World output	5.9	(3.3)
Advanced economies	5.0	(4.9)
Emerging and developing economies	6.3	(2.4)

(Source: IMF, World Bank, UNCTAD)

Performance of major economies

United States: The country reported GDP growth of 5.7 per cent in

2021 compared to a de-growth of 3.4 per cent in 2020, following the government's investment of Trillions of dollars in COVID relief.

China: The country's GDP grew 8.1 per cent in 2021 compared to 2.3 per cent in 2020 despite it being the novel coronavirus epicentre.

United Kingdom: The country's GDP grew 7.5 per cent in 2021 compared to a 9.9 per cent de-growth in 2020.

Japan: The country reported growth of 1.7 per cent in 2021 following a contraction in the previous year.

Germany: The country reported a GDP growth of 2.9 per cent in 2021 compared to a decline of 4.9 per cent in 2020.

(Source: World Bank, IMF, Business Standard, Times of India)

Indian economic overview

The Indian economy reported an attractive recovery in 2021-22, its GDP rebounding from a de-growth of 7.3 per cent in 2020-21 to a growth of 8.7 per cent in 2021-22. By the close of 2021-22, India was among the six largest global economies, its economic growth rate was the fastest among major economies (save China), its market size at around 1.40 Billion is the second most populous in the world and its rural under-consumed population arguably the largest in the world.

Y-o-Y growth of the Indian economy

	FY 19	FY 20	FY 21	FY 22
Real GDP growth (%)	6.1	4.2	(7.3)	8.7

(Source: IMF, World Bank, UNCTAD)

Growth of the Indian economy, 2021-22

	Q1, FY 22	Q2, FY 22	Q3, FY 22	Q4, FY 22
Real GDP growth (%)	20.1	8.4	5.4	4.1

The Indian economy was affected by the second wave of the pandemic that affected economic growth towards the fag end of the previous financial year and across the first quarter of the financial year under review. The result is that after a growth of 1.6 per cent in the last quarter of 2020-21, the Indian economy grew 20.1 per cent in the first quarter of FY 2021-22 due to the relatively small economic base during the corresponding period of the previous year.

India's monsoon was abundant in 2021 as the country received 99.32 per cent of a normal monsoon, lower though than in the previous year. The estimated production of rice and pulses recorded volumes of 127.93 Million tonnes and 26.96 Million tonnes respectively. The total oilseeds production of the country recorded a volume of 371.47 Million tonnes. Moreover, based on the spatial and temporal distribution of the 2021 monsoon rainfall, the agricultural gross value added (GVA) growth in FY 2021-22 is anticipated to be 3-3.5 per cent. The country's manufacturing sector grew an estimated 12.5 per cent, the agriculture sector 3.9 per cent, mining and quarrying by 14.3 per cent, construction by 10.7 per cent and electricity, gas and water supply by 8.5 per cent in FY 2021-22.

There were positive features of the Indian economy during the year under review.

Foreign direct investments (FDI) in India increased 1.95 per cent to USD 83.57 Billion in 2021-22 from

USD 81.72 Billion in 2020-21, a validation of global investing confidence in India's growth story. The government approved 100 per cent FDI for insurance intermediaries and increased FDI limit in the insurance sector from 49 per cent to 74 per cent in Union Budget 2021-22.

India surpassed the Rs.88,000 Crore target set for asset monetisation in 2021-22, raising over Rs.97,000 Crore with roads, power, coal, mining and minerals accounting for a large chunk of the transactions.

The Indian government launched a four-year Rs.6 Lakh Crore asset monetisation plan (roads and highways, pipelines, power transmission lines, telecom towers, railways station re-development, private trains, tracks, goods sheds, dedicated freight corridor, railways stadiums, airports, projects in major ports, coal mining projects, mineral mining blocks, national stadia, redevelopment of colonies and hospitality assets).

In 2021, India was the largest recipient of global remittances. The country received USD 87 Billion during 2021, with the US being the largest source (20 per cent). India's foreign exchange reserves stood at an all-time high of USD 642.45 Billion as on September 3, 2021, crossing USD 600 Billion in FOREX reserves for the first time.

India's currency weakened 3.59 per cent from Rs.73.28 to Rs.75.91 to a US dollar through FY 2021-22. The consumer price index (CPI) of India stood at an estimated 5.3 per cent in FY 2021-22. India reported improving

Goods and Services Tax (GST) collections month-on-month in the second half of 2021-22 following the relaxation of the lockdown, validating the consumption-driven improvement in the economy. The country recorded its all-time highest GST collections in March 2022 standing at Rs.1.42 Lakh Crore, which is 15 per cent higher than the corresponding period in 2021.

India ranked 62 in the 2020 World Bank's Ease of Doing Business ranking. The country received positive FPIs worth Rs.51,000 Crore in 2021 as the country ranked fifth among the world's top leading stock markets with a market capitalisation of USD 3.21 Trillion in March 2022.

The fiscal deficit was estimated at ~Rs.15.91 Trillion for the year ending 31st March 2022 on account of a higher government expenditure during the year under review.

India's per capita income was estimated to have increased 16.28 per cent from Rs.1.29 Lakh in 2020-21 to Rs.1.50 Lakh in 2021-22 following a relaxation in lockdowns and increased vaccine rollout.

India's tax collections increased to a record Rs.27.07 Lakh Crore in FY 2021-22 compared with a budget estimate of Rs.22.17 Lakh Crore. While direct taxes increased 49 per cent, indirect tax collections increased 30 per cent. The tax-to-GDP ratio jumped from 10.3 per cent in FY 2020-21 to 11.7 per cent in FY 2021-22, the highest since 1999.

Retail inflation in March at 6.95 per cent was above the RBI's tolerance

level of 6 per cent but fuel prices played no part in this surge. Retail inflation spiked to a 17-month high in March 2022, above the upper limit of the RBI's tolerance band for the third straight month.

(Source: *Economic Times, IMF, World Bank, EIU, Business Standard, McKinsey, SANDRP, Times of India, Livemint, InvestIndia.org, Indian Express, NDTV, Asian Development Bank*)

Indian economic reforms and Budget 2022-23 provisions

The Budget 2022-23 seeks to lay the foundation of the Indian economy over the 'Amrit Kaal' period of the next 25 years leading to 100 years of independence in 2047. The government is emphasising the role of PM GatiShakti, Inclusive Development, Productivity Enhancement & Investment, Sunrise Opportunities, Energy Transition and Climate Action, as well as Financing of Investments.

The capital expenditure target of the Indian government expanded by 35.4 per cent from Rs.5.54 Lakh Crore to Rs.7.50 Lakh Crore. The effective capital expenditure for FY 2022-23 is seen at Rs.10.7 Lakh Crore. An outlay of Rs.5.25 Lakh Crore was made to the Ministry of Defence, which is 13.31 per cent of the total budget outlay. A boost was provided to India's electric vehicle policy 'Scheme for Faster Adoption and Manufacturing of (Hybrid and) Electric Vehicle in India'. An announcement of nearly Rs.20,000 Crore was made for the PM Gati Shakti National Master Plan to catalyse the infrastructure sector. An expansion of 25,000 km was initiated for 2022-23 for the national highways network. To boost the agricultural sector, an allocation of Rs.2.37 Lakh Crore was made towards the procurement of wheat and paddy under MSP operations. An outlay of Rs.1.97 Lakh Crore was announced for the Production Linked Incentive (PLI) schemes across 13 sectors.

Outlook

The Indian economy is projected to grow by 7 per cent in FY 2022-23 (World Bank estimate), buoyed by tailwinds of consistent agricultural performance, flattening of the COVID-19 infection curve, increase in government spending, favourable reforms and an efficient roll-out of the vaccine leading to a revival in economic activity.

Across the next three years, capital expenditure in core sectors - cement, metal, oil refining and power - should be about Rs.5 Trillion. Besides, the government's production linked incentives (PLI)-led capex should generate an incremental Rs.1.4 Trillion in sectors like consumer durables, pharmaceuticals and automobiles.

Global paper and pulp industry

The market size of the global paper and pulp industry was pegged at USD 351.51 Billion in 2021. The growing environmental concerns of the use of plastic has led to people switching over to paper as a preferred material for packaging. The paper and pulp industry is expected to grow at a CAGR of 0.74 per cent from the forecast period 2021-2028 and reach USD 370.12 Billion by the end of the forecast period. Another major factor driving the market growth for the paper and pulp industry is the growing penetration of smartphones in countries like India, Brazil and other emerging economies. The growing market for e-commerce has caused in the rise in demand for paper packaging, which is a more sustainable option. The demand growth for sustainable packaging materials is expected to foster demand for paper and pulp industry.

The APAC region-led by China is expected to emerge as the dominant market in this industry. The improving living standards in Indonesia, Vietnam and Malaysia will foster the demand growth for paper-based commodities. The United

States is expected to witness a demand growth for paper packaging due to the growing demand for FMCG goods. The growth of the paper and pulp industry in Europe will likely be driven by the demand for recycling paper-based products. The demand in the Middle Eastern and African region will be driven by the market growth in packaging and personal industry.

(Source: *Globalnewswire.com, fortunebusinessinsights.com*)

Indian paper industry overview

The Indian paper and pulp market was estimated at USD 15.63 Billion in 2022 and is forecasted to grow to USD 24.43 Billion by 2024, at a CAGR of 13.4 per cent during the forecast period.

During the COVID-19 pandemic, the Indian e-commerce industry witnessed significant growth in the volume of online orders due to the restrictions imposed on the movement of people and the shutdown of physical stores. People across the country are increasingly buying online groceries, food items, daily essentials while also purchasing merchandise online. Such trends are expected to boost the demand for sustainable packaging solutions, as the e-commerce and retail industry is one of the major adopters of paper and paperboard solutions in the country.

The Indian paper industry can be segregated in terms of application, raw material and region. In terms of application, there is a vast demand for paperboard and packaging due to their use in food and beverages, FMCG and textiles and pharmaceuticals. The demand is largely attributed to the growing demand for paper packaging in the e-commerce sector. The pandemic has forced a worldwide shutdown of physical stores leading to greater volume in online ordering of food, groceries, essential items, etc. This trend has given much traction

to the sustainable packaging industry. In India, the packaging sector is anticipated to escalate from USD 50.5 Billion in 2019 to USD 204.81 Billion in 2025 growing at a CAGR of 26.7 per cent. This segment is expected to derive continued demand growth due to macro factors like population growth, urbanisation and greater disposable income. (Source: maximizemarketresearch.com, packaging360.in)

In the raw material segment, recycled paper is expected to receive traction due to a growing preference for using environment-friendly packaging over plastic. Around 46 per cent of the raw material used by Indian companies comes from recovered paper, 29 per cent from straw, bagasse and other agricultural leftovers and the remaining 29 per cent is extracted from plantation wood. This helps save raw material costs. Energy consumption is the lowest in paper production (0.59) in comparison to oil (1.19 tonnes of oil equivalent per tonnes) and plastic (1.48-2.58). According to Paperex, paper conserves 55-60 per cent energy in comparison to plastic production. Geographically, the Western Indian region leads demand growth. Most paper mills are located in States like Madhya Pradesh, Maharashtra, Punjab and Gujarat.

In the medium term, the Indian paper industry is estimated to grow at 6-7 per cent per annum. Compared to the global average of 57 kgs, India's per capita paper consumption is still low at 13 kgs. By 2024-25, India's per capita consumption is expected to grow to 17 kgs. Many organised players are investing in capacity expansion due to the demand growth in paper packaging and paper products such as tea bags, tissue paper, filter paper, medical grade coated paper and lightweight online coated paper. By

2025, paper consumption in India is estimated to reach 24 Million tonnes annually. (Source: maiervidorno.com, printweek.in, the Hindu business line, Business standard, mordorintelligence, globalnewswire)

Demand catalysts

Population growth: India will overtake China as the most populous country by 2027. (Source: Businessstandard.com)

Growing literacy rate: The Indian literacy rate stood at 77.7 per cent in 2022 which is still below the global average of 86.3 per cent. The grant of the Education Budget has been Rs.1,04,278 Crore which shows a leap of Rs.11,054 Crore from the preceding year. The spending on the education sector has increased by 11 per cent in the Union Budget showing the government's commitment to education (Source: NDTV, indianonlinepages)

Urbanisation: In 2021-22, the Indian urban population was 461 Million people. The number is increasing by 2.3 per cent each year. By 2031, around 75 per cent of India's national income is expected to come from its cities. (Source:urbanet.info)

E-commerce: The Indian e-commerce market is anticipated to grow to USD 350 Billion by 2030 from USD 74.8 Billion in 2022. (Source: ibef.org)

Company overview

Ruchira Papers Limited was founded by Umesh Chander Garg, Jatinder Singh and Subhash Chander Garg in 1980. The Company's initial production capability was of 7 tonnes per day (TPD) of kraft paper, which is currently approximately 400 TPD of kraft paper along with writing and printing paper. The Company's kraft paper has bearing capacity and tensile strength, making it the most fitting for corrugated packing applications. The Company established a manufacturing plant in

Kala-Amb, district Sirmour, Himachal Pradesh.

Financial performance

Revenues: Revenue during the year stood at Rs.612.86 Crore, an increase by 47.53 per cent compared to Rs.415.42 Crore in FY 2020-21.

Profit after Tax: The Company reported a profit after tax stood at Rs.33.09 compared to Rs.4.99 Crore in the previous year.

Risk management

Environment risk: The Company's operations could be disrupted due to a non compliance with environmental regulations.

Mitigation: The Company invested in an advanced effluent treatment plant and chemical recovery unit for recycling the black liquor produced in the pulping process.

Competition risk: The entry of new players can eat into market share and diminish margins.

Mitigation: The Company is one of the leading printing and Kraft paper manufacturers in North India. It uses agricultural leftovers for paper production saving raw material costs.

Quality risk: Inability to deliver quality products and services may shrink product demand.

Mitigation: The Company has a quality control procedure in place to ensure that the quality standards are met. As a result, the Company is accredited with IS 14490:2018 by Bureau of Indian Standards for plain copier paper and ISO 9001:2015, ratifying its adherence and dedication to quality excellence.

Raw material risk: Inability to procure raw materials could halt operations.

Mitigation: The Company keeps the use of imported softwood to a minimum. It uses alternate

resources such as bagasse (a byproduct of the sugarcane industry), wheat straw, sarkanda and imported and indigenous waste paper. The Company keeps adequate stock of bagasse in readiness all over the year.

People risk: Inability to find competent professionals might affect quality.

Mitigation: The Company invests in the training and development of its employees to keep them constantly updated.

Liquidity risk: The operations can be affected due to a liquidity risk

Mitigation: The Company's working capital cycle was 76 days in FY 2021-22, with its debt-equity ratio at 0.06x.

Internal control systems and their adequacy

The Company's internal audit system is regularly tracked and updated to ascertain the safeguard of assets, proper compliance with established regulations, and prompt remittance of pending issues. Reports presented by internal auditors are assessed by the audit committee on a regular basis.

Audit observations are jot down and corrective actions are taken, if required. It keeps the continuous sustained dialogue with statutory and internal auditors to make sure the operating efficiency of internal control systems.

Human resources

The Company believes that the quality of the employees is the key to its success and is committed to equip them with skills, enabling them to seamlessly evolve with ongoing technological advancements. During the year, the Company organised training programmes in different areas such as technical skills, behavioural skills, business excellence, general management,

advanced management, leadership skills, customer orientation, safety, values, and code of conduct. The Company's employee strength stood at 1,000 as on 31st March 2022.

Cautionary statement

The Management Discussion and Analysis report containing your Company's objectives, projections, estimates, and expectations may constitute certain statements, which are forward-looking within the meaning of applicable laws and regulations. The statements in this management discussion and analysis report could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in the governmental regulations, tax regimes, forex markets, and economic developments within India and the countries with which the Company conducts business and other incidental factors.

Per capita consumption

13

Kgs, India's per capita paper consumption 2020
(Source: business-standard.com)

17

Kgs, Estimated per capita paper consumption of India by FY 2024-25
(source: business-standard.com)

Total paper consumption

15

Million tonnes, Total paper consumption of India per annum in 2020

30

Million tonnes, Total projected paper consumption of India per annum by FY 2026-27
(Source: maiervidorno.com)



Corporate Information

BOARD OF DIRECTORS (as on 31.03.2022)

Chairman & Whole Time Director

Jatinder Singh

Co-Chairman & Whole Time Director

Subhash Chander Garg

Managing Director

Umesh Chander Garg

CFO & Executive Director

Vipin Gupta

Independent Directors

Dalbir Singh

Surinder Gupta

Swatantar Kumar Dewan

Avtar Singh

Suhasini Yadav

Company Secretary

Iqbal Singh (joined on 27.05.2022)

Registered Office & Works

Trilokpur Road, Kala Amb,

Distt. Sirmaur

Himachal Pradesh-173030

Statutory Auditors

Subhash Sajal & Associates

Chartered Accountants

1766, New Christian Colony,

Near Civil Hospital, Jagadhri,

Haryana-135003

SENIOR EXECUTIVES

Parveen Garg-Senior Vice-President (CSR)

Deepan Garg VP (Technical)

Jagdeep Singh VP (Operations)

Daljeet Singh VP (Commercial)

Lucky Garg VP (Marketing)

Ruchica G Kumar VP (Marketing)

Atul Garg VP (Administration)

Radhika Garg VP (Marketing-NR)

Bankers

Punjab National Bank

Registrar & Share Transfer Agent

Link Intime India Pvt. Ltd

Noble Height, 1st Floor,

Plot No. NH-2, C-1 Block, LSC

near Savitri Market, Janakpuri,

New Delhi-110058

Company's Website

www.ruchirapapers.com

Corporate Identification Number

L21012HP1980PLC004336

Statutory Reports

Directors' Report

We are delighted to present report of directors on our business and operations for the year ended 31st March, 2022.

FINANCIAL RESULTS:

The Company's financial performance for the year ended 31st March 2022 is summarized below:

(Rs. In Lakhs)

S. No	Particulars	2021-22	2020-21
I	Revenue from Operations (Net of Taxes)	61286.25	41542.07
II	Other Income	143.40	124.48
III	Total Revenue (I+II)	61429.65	41666.55
IV	Expenses		
	Cost of materials consumed	44876.65	28589.80
	Changes in inventories of finished goods, work-in-progress and stock-in- trade	(961.69)	582.69
9	Employee benefits expense	4472.15	4218.86
	Finance Cost	609.27	580.55
	Depreciation and amortization expense	1445.66	1378.59
	Other expenses :		
	i) Manufacturing Expenses	5662.77	4857.07
	ii) Selling, Distribution and Establishment expenses	871.22	840.87
	Total expenses	56976.03	41048.43
V	Profit before exceptional and extraordinary items and tax (III-IV)	4453.62	618.12
VI	Exceptional items	--	--
VII	Profits before extraordinary items and tax (V-VI)	4453.62	618.12
VIII	Extraordinary items (Net of Tax Expense)	--	--
IX	Profits Before Tax	4453.62	618.12
X	Tax Expenses		
	1) Current Tax	954.38	93.37
	2) Deferred Tax	189.87	25.27
XI	Net Profit for the period	3309.37	499.48
XII	Other Comprehensive income/(loss)		
	Items that will not be reclassified to profit or (loss)		
	Re-measurement of net defined benefits plans	(14.19)	76.55
	Income tax related to these items	(3.57)	19.27
	Total comprehensive income	3298.75	556.76
	Paid-up equity share capital	2520.43	2425.18
	Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year	28438.61	24588.32
	Earnings per equity share of Rs.10/- each		
	Basic	13.13	2.06
	Diluted	12.89	2.06

CORPORATE OVERVIEW

The Company is engaged in the business of manufacturing of Kraft Paper and Writing & Printing Paper. The Kraft Paper is being manufactured by using waste paper and agriculture residues, such as Bagasse, Wheat Straw, Sarkanda etc. The Writing and Printing Paper is being manufactured by using agricultural residues, such as wheat straw, Bagasse, Sarkanda, Softwood Pulp and other fillers. The company has made proactive investments in chemical recovery, effluent treatment and power co-generation plants on the one hand and the consumption of renewable agro-based raw material on the other. Our Tagline “committed to the earth” reflects our commitment.

OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE AND OPERATIONS

During the FY 22 the Company registered volume growth of 13.48% on YoY basis and achieved production of 140688 MT as compared to 123974 MT in FY 21. The Production of Kraft Paper Unit was 87835 MT against production of 81709 MT in FY 21. The production of Writing and Printing Paper was 52853 MT against production of 42265 MT in FY 21. For FY 2022, total revenue of the Company stood at Rs. 61286.24 Lakh as compared to Rs. 41542.07 Lakhs in FY 21. EBITDA margins stood at Rs. 6365.16 Lakh in FY22 as compared to Rs. 2452.79 Lakh in FY21. The revenue sharing between Writing and Printing Paper & Kraft Paper was at 48.02% and 51.98% respectively. During FY 22, the revenue growth attributes to higher production coupled with improvement in net average sales realization (NSR) of finished goods as compared to last financial year. The NSR of Writing and Printing Paper increased from Rs. 45769 /- PMT in FY 21 to Rs. 56376/- PMT in FY 22 and Kraft Paper from Rs. 26883 /- PMT in FY 21 to Rs. 36503/- PMT in FY 22. In FY 22 the overall economic situation improved worldwide, due to mass vaccination the severity and impact of pandemic Covid-19 start declining which leads to continuous improvement in post pandemic situation resulted opening of educational institutions, offices, hotels, restaurants besides revival of all economic activities. With the improved situation Paper and Paper products also witnessed positive growth in demand as well as in net average sales realization of Writing and Printing paper and Kraft paper. These factors played vital role in strengthening the bottom line of the Company during FY 2021-22 and company registered Net Profit of Rs. 3298.75 lakh against Net Profit of Rs.449.48 during FY 21.

INDIAN ACCOUNTING STANDARDS (IND AS)

The financial results for the year ended 31st March 2022 have been prepared in accordance with Ind AS prescribed under Section 133 of the Companies Act, 2013.

DIVIDEND

Based on the Company's performance, The Board of Directors are pleased to recommend dividend of Rs. 2/- per equity share for the financial year ended 31st March 2022 (Previous year- Rs. 1/- per equity share). The dividend payout is subject to approval of members at the ensuing Annual General Meeting.

The dividend will be paid to members whose names appear in the Register of Members as on close of business hours on Saturday, 10th September 2022; in respect of shares held in dematerialized form, it will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) limited, as beneficial owners as on that date. The payment of such dividend will be made on or after Wednesday, 12th October 2022.

TRANSFER TO RESERVES:

The Company does not propose to transfer any amount to the General Reserve out of the amount available for appropriations.

EXPANSION:

During the year under review, no major expansion undertaken by the company.

CREDIT RATING:

During the year under review, the facility wise credit rating is as under:

Facilities	Rating
Long Term Bank Facilities	CRISIL BBB+/STABLE (Reaffirmed)
Short Term Bank Facilities	CRISIL A2 (Reaffirmed)

CHANGES IN THE NATURE OF BUSINESS, IF ANY:

There was no change in the nature of business of the Company during the financial year ended 31st March 2022. Further there have been no material changes and commitments affecting financial position of the Company from the end of financial year till the date of this report.

SHARE CAPITAL AND LISTING OF SHARES:

During the year under review, the paid-up capital of the Company has been increased by Rs. 95,25,000/- from Rs. 24,25,18,040/- to Rs.25,20,43,040/-. The allotment committee has made allotment of 28,80,000 Share Warrants Convertible into equity shares to the Promoters and Promoter Group on 5th April 2021 after obtaining required In-principle approvals from BSE and NSE. Out of 2880000 warrants, 952500 warrants have been converted

into 952500 equity shares in the allotment committee meeting held on 20.11.2021 and 1927500 warrants are still pending for conversion which can be converted on or before 04.10.2022. The equity shares of the Company are listed at "Bombay Stock Exchange (BSE)" and "National Stock Exchange of India (NSE)".

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Board of Directors consists of Nine (9) Directors, out of which Four (4) are Executive Director and Five (5) are Independent Directors including One (1) Woman Director.

Mr. Subhash Chander Garg, Whole Time Director retiring by rotation and being eligible, offered himself for re-appointment at the ensuing Annual General Meeting.

During the period under review, Sh. Vipin Gupta was re-appointed as Whole Time Director of the Company by the members at the 41st Annual General Meeting of the Company held on 28th September 2021 to hold office for five years commencing from 01st November 2021 till 31st October 2026, with their period of office liable to determination by retirement of rotation.

Independent Directors have given declarations that they meet the criteria of independence as prescribed under the provisions of the Companies Act, 2013 read with schedules and rules issued as well as Regulation 16(1)(b) of Listing Regulations.

Sh. Vishav Sethi, Company Secretary and Compliance Officer of the company, has resigned from his office on 16th April 2022 and Sh. Iqbal Singh has appointed as Company Secretary and Compliance Officer of the company on the place of Sh. Vishav Sethi by the Board of Director at its meeting on 27th May 2022.

ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND OF DIRECTORS:

In terms of applicable provisions of the Companies Act, 2013 read with Rules framed there under and provisions of Listing Regulations and on the recommendation of Nomination and Remuneration Committee, the Board of Directors has put in place a process to formally evaluate the effectiveness of the Board, its Committees along with performance evaluation of each Director carried out on an annual basis. Accordingly, the annual performance of the Board, its committees and each director was carried out for the Financial Year 2021-22. The Independent Directors in their separate meeting held on 24th March 2022 have reviewed the performance of non-independent directors, Chairman and Board as a whole along with review of quality, quantity and timeliness of flow of information

between Board and management and expressed their satisfaction over the same. Further the Board, at its meeting held on 27th May 2022 also reviewed the performance of the Board, its committees and all Individual Directors of the Company and expressed its satisfaction over the performance of the Board, its Committees and individual Directors. Furthermore, Board is of the opinion that Independent directors of the company are persons of high repute, integrity & possess the relevant expertise & experience in their respective fields.

Criteria for evaluation of individual Directors include aspects such as professional qualifications, prior experience, especially experience relevant to the Company, knowledge and competency, fulfillment of functions, ability to function as a team, initiative, availability and attendance, commitment, contribution, integrity, independence and guidance/ support to management outside Board/ Committee Meetings. In addition, the Chairman is also evaluated on key aspects of his role, including effectiveness of leadership and ability to steer meetings, impartiality, ability to keep shareholders' interests in mind and effectiveness as Chairman.

Criteria for evaluation of the Committees of the Board include mandate and composition; effectiveness of the Committee; structure of the Committee; regularity and frequency of meetings, agenda, discussion and dissent, recording of minutes and dissemination of information; independence of the Committee from the Board; contribution to decisions of the Board; effectiveness of meetings and quality of relationship of the Committee with the Board and management.

In terms of the Section 203 of the Companies Act, 2013, the following are the Key Managerial Personnel of the Company as on 31st March 2022:

1. Mr. Jatinder Singh - Chairman & Whole Time Director
2. Mr. Subhash Chander Garg - Co Chairman & Whole Time Director
3. Mr. Umesh Chander Garg- Managing Director
4. Mr. Vipin Gupta- CFO & Executive Director
5. Mr. Vishav Sethi- Company Secretary & Compliance Officer*

* Mr. Vishav Sethi has resigned from his office of Company Secretary and Compliance Officer on 16th April 2022.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:

The Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures

and practices. The details of such familiarization programmes for Independent Directors are posted on the website of the Company and can be accessed at <http://www.ruchirapapers.com/investors.html>.

PUBLIC DEPOSITS:

The Company has not accepted any public deposits within the meaning of Section 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force) and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of Balance Sheet.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company does not have any Subsidiary, Joint Ventures or Associate Company as on 31st March 2022.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis forms an integral part of this report and gives details of the overall industry structure, economic developments, performance and state of affairs of your company, risk management systems and other material developments during the Financial Year 2021-22.

CORPORATE GOVERNANCE:

Your Company continues to be committed to good Corporate Governance aligned with good practices. A separate report on Corporate Governance along with Auditors' Certificate on compliance with the Corporate Governance as stipulated in Regulation 34 of the Listing Regulations forms an integral part of this Annual Report.

HUMAN RESOURCE MANAGEMENT:

Our Employees are most valuable assets of the Company. We encourage innovation, meritocracy and the pursuit of excellence. We have setup a scalable recruitment and human resources management process, which enables us to attract and retain employees. Cordial employee relations were maintained throughout the year in the Company. The directors express their appreciation for the contribution made by employees to operations of the Company during the year.

CORPORATE SOCIAL RESPONSIBILITY:

Your Company has constituted an independent Corporate Social Responsibility Committee pursuant to section 135 of the Companies Act, 2013.

Company's Philosophy:

The Company's CSR philosophy is based on the belief that a successful business can develop only by creating

a prosperous society around. Reaching out to deprived communities is part of the Company's vision and its CSR initiatives aim at supplementing government endeavors' to help the citizens in the vicinity to achieve better living standards and good quality of life. The Company has been engaging with civil society, public at large through dissemination of its CSR initiatives.

The Company would also undertake other need based initiatives in compliance with Schedule VII of the Act.

Corporate Social Responsibility Policy:

The Company has adopted a Corporate Social Responsibility Policy as required under section 135 of the Companies Act, 2013 for the activities covered under Schedule VII of the Act. The CSR Policy may be accessed on the Company's website at the link: <http://www.ruchirapapers.com/investors.html>.

The Annual Report on CSR activities is annexed herewith marked as **Annexure I**.

RISK MANAGEMENT:

Your Directors continually evaluate the risks faced by the Company which could affect its business operations or threaten its existence. The Company takes appropriate risk containment measures and manages the same on an ongoing basis. The Company has adopted a Risk Management Policy pursuant to Section 134 of the Act.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The Directors have laid down internal financial controls to be followed by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and the completeness of the accounting records and the timely preparation of reliable financial information. During the year, such controls were tested and no reportable material weakness in the design or operation were observed.

EMPLOYEE STOCK OPTION SCHEME:

At present, the Company is not having any Employee Stock Option Scheme.

INSURANCE:

The assets of Company are adequately insured against loss of fire, riot, earthquake, flood etc. and other risks which are considered necessary by the Management.

AUDITORS AND AUDITOR'S REPORT:

Pursuant to provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, at the 38th Annual General Meeting held on

28th September 2018, M/S Subhash Sajal & Associates, Chartered Accountant (Registration No. 018178N) were re-appointed as Statutory Auditors of the Company to hold office until the conclusion of 43rd Annual General Meeting at such remuneration and out of pocket expenses, as shall be fixed by the Board of Directors of the Company. The Ministry of Corporate Affairs vide notification dated 7th May 2018 obliterated the requirement of seeking Member's ratification at every AGM on appointment of Statutory Auditors.

AUDITOR'S REPORT:

M/S Subhash Sajal & Associates, Chartered Accountants, Statutory Auditors of the Company have submitted Auditor's Report on the financial statement of the Company for the Financial Year ended 31st March 2022. The Report given by the Auditors on the financial statement of the Company is part of the Annual Report. The Auditor's Report for the financial year ended 31st March 2022 does not contain any qualification, reservation or adverse remark(s).

COST-AUDITORS:

Maintenance of Cost Records as specified by Central Government under sub section (1) of section 148 of Companies Act, 2013 is applicable to the company and accordingly such accounts and records are made and maintained by the Company.

The Board of Directors of your Company, on the recommendations made by the Audit Committee at its meeting held on 27th May 2022 has approved the re-appointment of M/s Sanjay Kumar Garg & Associates, Cost Accountants as Cost Auditors of the Company for the financial year 2022-23. The remuneration proposed to be paid to the Cost Auditor, subject to your ratification at the ensuing Annual General Meeting is Rs.75,000/- (Seventy Five Thousand Only) excluding taxes and out of pocket expenses, if any. The appointment of the Cost Auditor has been intimated to the Central Government.

The Cost Audit report for the Financial Year 2020-21 has been filed by the Cost Auditors with the Ministry of Corporate Affairs, Government of India. Whereas Cost Audit Report for the Financial Year 2021-22 will be submitted by Cost-Auditors with Ministry of Corporate Affairs within in prescribed time.

SECRETARIAL AUDITOR:

M/S. M. Kumar & Associates, Practicing Company Secretary had been appointed as Secretarial Auditors by the Board of Directors to conduct Secretarial Audit for the financial year 2021-22. The Secretarial Audit Report for the financial year ended 31st March 2022 is annexed herewith marked as **Annexure II** to this report. The Secretarial Audit

Report does not contain any qualification, reservation or adverse remark(s).

As per amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in addition to the above mentioned Secretarial Audit Report, listed company is also required to obtain an Annual Secretarial Compliance Report from a Practicing Company Secretary w.r.t the compliances of all applicable SEBI Regulations, amendments, circulars or guidelines etc. by the Company. Accordingly, the same has been obtained and filed with the concerned Stock Exchanges.

INVESTOR EDUCATION AND PROTECTION FUND:

During the year under review, the Company has transferred an unpaid final dividend of Rs. 99,534/- related to FY 2013-14 to the Investor Education and Protection Fund on dated 13th November 2021. Furthermore, in terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) shares on which dividend remains unpaid or unclaimed for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits, if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. Accordingly, the company has transferred 1100 equity shares to the Demat Account of IEPFA as the dividend on these shares was unpaid for the continuous period of 7 Years. These shares can be claimed back by the shareholder from IEPFA by following the procedure prescribed under the aforesaid rules. Therefore, it is in the interest of the shareholders to regularly claim the dividends declared by the Company.

DISCLOSURES:

CSR Committee

The CSR Committee comprises Mr. Surinder Kumar Gupta (Chairman), Mr. Umesh Chander Garg, Mr. Subhash Chander Garg, Mr. Jatinder Singh and Mr. Vipin Gupta as members.

Audit Committee

The Audit Committee comprises Mr. Dalbir Singh (Chairman), Mr. Surinder Kumar Gupta, Mr. Avtar Singh and Mr. Jatinder Singh as members. All the recommendations made by the Audit Committee were accepted by the Board.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises Mr. Dalbir Singh (Chairman), Mr. Surinder Kumar Gupta and Mr. Avtar Singh as members.

The Company's Policy relating to appointment of Directors, payment of Managerial Remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished as **Annexure III** and forms part of this Report.

Whistle Blower Policy/Vigil Mechanism

The Company has a Vigil Mechanism/Whistle Blower Policy under which the employees are free to report violations of applicable laws, regulations and the code to the Chairman of the Audit Committee. During the year under review, no employee(s) was denied access to the Audit Committee. Further there were no instances of fraud reported to the Audit Committee/Board. The Policy on vigil mechanism/whistle blower policy may be accessed on Company's website at the link <http://www.ruchirapapers.com/investors.html>. The reportable matters may be disclosed to the Vigilance and Ethics Officer, who operates under the supervision of the Audit Committee.

Meetings of the Board

Four meetings of the Board of Directors and five meetings of committees were held during the year. For further details regarding dates of Board Meetings, Committee Meetings and attendance of Directors, please refer Corporate Governance report forming part of this Annual Report. Further a separate meeting of the Independent Directors of the Company was also held on 24th March 2022, where at the prescribed items enumerated under Schedule IV to the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, were discussed. The maximum gap between any two consecutive Board meetings was as per applicable provisions.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Energy conservation continues to be an area of major emphasis in your company. A statement giving details of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo, as stipulated under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is set out herewith as **Annexure IV** to this Report.

Annual Return

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on 31st March 2022 is available

on Company's website at <https://www.ruchirapapers.com/financial.html>.

Secretarial Standards of ICSI

The Company is in compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

No Default

The company has not defaulted in payment of interest and/or repayment of loans to any of the financial institutions and/or banks during the year under review.

RELATED PARTY TRANSACTIONS:

All Related Party Transactions that were entered into during the year were on an arm's length basis and were in compliance with applicable provisions of the Act and the Listing Regulations. Further the Board of Directors at their meeting held on 13th August 2021, pursuant to recommendation of Audit Committee, accorded its approval for related party transactions with Tirlokpur Boards Private Limited, for Purchase of Raw Material/Packing Material and Sale of Finished Goods/Scrap/other by product, up to maximum aggregate value of Rs. 1.00 Crore (One Crore Only) each Financial Year for the period of Five Financial Years starting from 2021-22, 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, subject to approval of shareholders in the ensuing Annual General Meeting.

A statement of all Related Party Transactions is placed before the Audit Committee for its review on quarterly basis, specifying the nature, value and terms and conditions of the transactions. The particulars of every contract and arrangement entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 are disclosed in Form No. AOC-2 in **Annexure V** of Directors' Report and were at arm's length price.

The details of the related party transactions as per IND AS 24 are set out in Note- 28 to the Financial Statement forming part of this report. The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the Link: <http://www.ruchirapapers.com/investors.html>.

DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULAR OF EMPLOYEES:

The remuneration paid to the Directors is in accordance with the Nomination and Remuneration Policy formulated

in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations (Including any statutory modification(s) or re-enactment(s) for the time being in force).

The information required pursuant to Section 197(12) read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, in respect of the Directors/employees of the Company is set out in **Annexure-VI** to this report.

GENERAL:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- a) Details relating to particulars of Loans given, Investment made, Guarantee given and Securities provided u/s 186.
- b) Material changes and commitments after the closure of the financial year till the date of this Report, which affects the financial position of the Company.
- c) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- d) Significant or material orders passed by the Regulators or Courts of Tribunals which impact the going concern status and Company's operations in future.
- e) No fraud has been reported by the Auditors to the Audit Committee or the Board.

Your Directors further state that during the year under review, there was no case filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT:

That pursuant to statement of the Directors' Responsibility on Annual Accounts of the Company referred to in clause (c) of sub-section (3) of Section 134 read with Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm:

- a. that in preparation of annual accounts, the applicable accounting standards and Schedule III of the

Companies Act, 2013 had been followed along with proper explanation relating to material departures (if any);

- b. that directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of profits and loss of the Company for that period;
- c. that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the directors had prepared Annual Accounts on going concern basis;
- e. that the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f. that the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

APPRECIATION:

Your Directors wish to express their grateful appreciation for the cooperation and continued support received from Bankers, Financial Institutions, Government agencies, Shareholders, Vendors, Customers and Society at large. Your directors also take on record, their appreciation for contribution and hard work of Executives, Employees and Workers.

For and on behalf of the Board

Date: 30th August, 2022

Place: Kala-Amb

Jatinder Singh

(Chairman & Whole Time Director)

Annexure-I to Directors' Report

Annual Report on Corporate Social Responsibility (CSR) activities for the Financial Year 2021-22

1. Brief outline of Company's CSR Policy:

As a responsible business, Ruchira Papers takes pride in being socially inclined and focuses on sustained and effective Corporate Social Responsibility Projects. Today we define Corporate Social Responsibility as the way a Company balances its economic, social and environmental objectives while addressing stakeholder expectations and enhancing shareholders value. Our employees are also encouraged to volunteer their time and skills and enjoy the experience of giving back to the communities in which they work.

The Company has identified the projects in a participatory manner, in consultation with the interested communities and in consonance with Schedule VII of the Companies Act, 2013. Arising from this, the focus areas that have emerged are the Rural and Infrastructure Development, providing quality education, preventive health care, sustainable livelihood and environment sustainability. All of our projects of CSR to be carried by the Ruchira Papers Limited or through the Trust/Society in accordance with the Act and Rules.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Surinder Kumar Gupta	Chairman/ Independent Director	4	4
2	Subhash Chander Garg	Member/ Whole Time Director	4	4
3	Umesh Chander Garg	Member/ Managing Director	4	4
4	Jatinder Singh	Member/ Whole Time Director	4	4
5	Vipin Gupta	Member/ Executive Director	4	4

3. Web Link: <https://www.ruchirapapers.com/investors.html>

4. Details of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year: Nil

6. Average net profit of the Company as per section 135(5): Rs. 31.34 Crore.

7. (a) Two percent of average net profit of the company as per section 135(5): 62.68 Lakhs

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil

(c) Amount required to be set off for the financial year: Nil

(d) Total CSR obligation for the financial year (7a+7b-7c): 62.68 Lakhs

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
63,34,200	Nil	Nil		Nil	

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location of the project		Project duration	Amount allocated for the project (In Rs.)	Amount spent in the current financial year (In Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (In Rs.)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR registration number

NIL

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

Ruchira Papers Limited											
CSR activities/projects for FY 2021-22											
(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)			(9)
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (Rs).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.			Status
				State.	District.			Name	CSR registration number		
1	Expenditure/ Contribution towards Fighting COVID-19 including distribution of Oxygen Flow Meters, Face Masks, Handsanitizers and other materials etc.	Promotion of Healthcare	Yes	Himachal Pradesh	Sirmaur	220799	No	Ruchira Charitable Trust	CSR00003033	Completed	
2	Distribution of Sweater, Shoes, socks, pens and other education material at Govt. School at Kala Amb, Jattan wala, Pallion and others in the area etc.	Promotion of Education	Yes	Himachal Pradesh	Sirmaur	885708	No	Ruchira Charitable Trust	CSR00003033	Completed	
3	Construction of School Room at Vill-Rampur Jattan, Kala Amb and other education promotional activities	Promotion of Education	Yes	Himachal Pradesh	Sirmaur	1187318	No	Ruchira Charitable Trust	CSR00003033	Completed	
4	Repairing of School Building at Vill Sainwala, Kala Amb. Payment of fees of student of economic weaker section to Mata Padmavati College and doing other promotion activities in the filed of education	Promotion of Education	Yes	Himachal Pradesh	Sirmaur	1243786	Yes	NA	NA	Completed	
5	Electricity Bill/Repairing etc for the Street Lights installed at Rampur Jattan Road	Rural Development Project	Yes	Himachal Pradesh	Sirmaur	44737	No	Ruchira Charitable Trust	CSR00003033	Completed	
6	Construction of RCC Drain at Vill Rampur Jattan, Kala Amb	Rural Development Project	Yes	Himachal Pradesh	Sirmaur	544350	Yes	NA	NA	Completed	
7	Expenditure towards Animal Welfare	Animal Welfare	Yes	Haryana	Ambala	107502	Yes	NA	NA	Completed	
8	Contribution towards Eradication of Polio/ Medical Mission with Rotary Foundation-INDIA	Promoting health Care	Yes	PAN India	PAN India	2100000	No	Rotary Foundation, India	CSR00008486	Completed	
TOTAL						6334200					

- (d) Amount spent in Administrative Overheads: Nil
(e) Amount spent on Impact Assessment: Nil
(f) Total amount spent for the Financial Year: 63,34,200
(8b+8c+8d+8e)
(g) Excess amount for set off: Nil

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per Section 135(5)	62,68,350
(ii)	Total amount spent for the Financial Year	63,34,200
(iii)	Excess amount for the Financial Year[(ii)-(i)]	65,850
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	65,850

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135(6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs.).	Date of transfer.	
1	2021-22	47,82,816	Nil	Nil	Nil	Nil	47,82,816

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1) Sl. No	(2) Project ID.	(3) Name of the Project.	(4) Financial Year in which the project was commenced.	(5) Project duration.	(6) Total amount allocated for the project (in Rs.).	(7) Amount spent on the project in the reporting Financial Year (in Rs.).	(8) Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	(9) Status of the project – Completed / Ongoing.
Refer note								

Note: The Company had transferred Rs. 47,82,816/- to "Unspent CSR Account" which would be spent on above mentioned ongoing project of CSR activities. Somehow due to some unavoidable circumstances (refer below para) the said ongoing project has no progress during the year resulting which company is unable to spend abovesaid amount on the said project. The said unspent amount is laid down in "Unspent CSR Account" and as per section 135 (6) of the companies Act, 2013 and such amount shall be spent by the company on said project up to 31.03.2024.

Reason:- Installation and construction of CETP (Common Effluent Treatment Plant) is under implementation at Kala Amb and as per government policy the sewerage water to be treated in the above CETP for which the necessary pipe lines and allied activities are parallelly under implementation on the route of the project. Due to above reason the project envisaged under CSR activities could not be implemented during the year.

In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details):

- (a) Date of creation or acquisition of the capital asset(s): **NA**
(b) Amount of CSR spent for creation or acquisition of capital asset: **NA**
(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc: **NA**
(d) details of the capital asset(s) created or acquired (including complete address and location of the capital asset): **NA**

10. Reasons for failure to spend two per cent of the average net profit as per section 135(5): **NA**

Umesh Chander Garg
Managing Director

Surinder Kumar Gupta
Chairman-CSR Committee

Annexure-II to Directors' Report

FORM NO. MR-3 SECRETARIAL AUDIT REPORT

For The Financial Year Ended On 31st March, 2022
(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of
the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
Ruchira Papers Limited
Tirlokpur Road, Kala Amb
Himachal Pradesh-173030

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Ruchira Papers Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on **31st March, 2022** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not Applicable to the Company during the year**);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**Not Applicable to the Company during the year**);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (**Not Applicable to the Company during the year**);
- (vi) OTHER APPLICABLE ACTS,
 - (a) Factories Act, 1948 and Rules made there under
 - (b) Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and Rules made there under,

- (c) Employees' State Insurance Act, 1948, and rules made thereunder,
- (d) Payment of Wages Act, 1936, and rules made there under,
- (e) Air (Prevention & Control of Pollution) Act, 1981
- (f) Water (Prevention & Control of Pollution) Act, 1974
- (g) Minimum Wages Act, 1948
- (h) Payment of Bonus Act, 1965
- (i) Industrial Employment (Standing Orders) Act, 1946

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange and National Stock Exchange read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The changes (if any) in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation of the meeting.

All decisions of the board and committee meetings were taken with the requisite majority and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

During the year under review, the Company has allotted Share Warrants Convertible into Equity Shares on 5th April 2021 to Promoters and Promoter Group on Preferential Basis approval of the same has been obtained by way of passing special resolution in the General Meeting through Postal Ballot and complied with all the applicable provisions of the Companies Act, 2013 and SEBI Regulations. The In-Principle approval from BSE and NSE has obtained in this regard on dated 22nd March 2021.

Further, the company has made the conversion of 9,52,500 Share Warrants into Equity Shares on 20th November 2021 and complied with all the applicable provisions of the Companies Act, 2013 and SEBI Regulations. The Trading approval from BSE and NSE has obtained in this regard on 13th December 2021.

Further, We report that there were no instances of:

- I. Public/Right/ debentures/ sweat equity etc.
- II. Redemption / buy back of securities.
- III. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- IV. Merger/amalgamation/reconstruction, etc.
- V. Foreign technical collaborations etc.

**For M. Kumar & Associates
Company Secretaries**

Manoj Kumar
(Proprietor)

Membership No.: 11460

CP No: 12439

UDIN No.: F011460D000371710

Date:23.05.2022

Place: Ghaziabad

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

ANNEXURE A

To,
The Members,
Ruchira Papers Limited
Tirlokpur Road, Kala Amb
Himachal Pradesh-173030

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For M. Kumar & Associates
Company Secretaries

Manoj Kumar
(Proprietor)

Membership No.: 11460

CP No: 12439

UDIN No.: F011460D000371710

Date:23.05.2022

Place: Ghaziabad

Annexure-III to Directors' Report

Nomination and Remuneration Policy of Ruchira Papers Limited

Introduction

In terms of the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 (earlier old listing agreement) the Company has formulated "Nomination and Remuneration Policy." This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company. This policy shall supersede the earlier "Nomination and Remuneration Policy" as approved by the Board of Directors on 28th May 2014.

I. Definitions

1. "Act" means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
2. "Board" means Board of Directors of the Company.
3. "Company" means Ruchira Papers Limited.
4. "Directors" mean Directors of the Company.
5. "Committee" means Nomination and Remuneration committee of the Company as constituted or re-constituted by the Board, from time to time.
6. "Key Managerial Personnel" means
 - i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole Time Director;
 - ii. Chief Financial Officer;
 - iii. Company Secretary; and
 - iv. Such other officer as may be prescribed.
7. "Senior Management" means the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.
8. "Independent Director" is as provided under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Companies Act, 2013.

II. Objectives

The Key Objectives are:

1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
2. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
3. Formulation of criteria for evaluation of Independent Director and the Board.
4. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
5. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
6. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
7. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
8. To develop a succession plan for the Board and to regularly review the plan.
9. To assist the Board in fulfilling responsibilities.
10. To implement and monitor policies and processes regarding principles of corporate governance.

III. Constitution of Nomination and Remuneration Committee

The Board of Directors of the Company constituted the committee known as the "Nomination and Remuneration Committee" consisting of three non-executive directors out of which not less than one-half are independent directors. The Chairman of the Committee is an Independent Director.

IV. Policy for appointment and removal of Director, KMP and senior Management

1. Appointment Criteria and Qualification

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board of his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he/ she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient/ satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- d) A whole-time KMP of the Company shall not hold office in more than one Company except in its Subsidiary Company at the same time. However they can be appointed as Director in any Company with the permission of the Board of Directors of the Company.

2. Term/Tenure

a) Managing Director/ Whole Time Director

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of up to maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of

ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

Every Independent Director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change, give a declaration that he meets the criteria of independence.

c) Evaluation

The Committee shall carry out evaluation of performance of every Director including Independent Director, KMP and Senior Management Personnel at regular interval (yearly). Based on the evaluation performance report of the board, it shall be determined whether to extend or continue the term of appointment of the independent Directors

d) Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

e) Retirement

The Directors, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

V. Policy for Remuneration to Directors/ KMP/ Senior Management Personnel

1. Remuneration to Managing Director/ Whole Time/ Executive / KMP and Senior Management Personnel

The Remuneration/ Compensation/ Commission etc. to be paid to Director/ Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

2. Remuneration to Non –Executive/ Independent Director

The Non-Executive Independent Director may receive remuneration/ compensation/ commission as per the provisions of Companies Act, 2013. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

VI. Policy Review

This policy is framed based on the provisions of the Companies Act, 2013 read with rules made there under and the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Earlier Clause 49 of the Listing Agreement).

This policy shall be reviewed by Nomination and Remuneration Committee as and when any changes are to be incorporated in the policy due to change in regulations or as may be felt appropriate by the Committee. Any changes in the policy shall be approved by the Board of Directors.

Annexure-IV to Directors' Report

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

A) CONSERVATION OF ENERGY

i) Energy conservation is continued to be an important thrust area for the Company and is continuously monitored. The steps taken or impact of conservation of energy were:

- Existing power turbine of 5.6 MW replaced with new high rating turbine of 6.1 MW which facilitated company to generate additional power with same steam consumption.
- Foam tank pump interlock with level transmitter with this upgradation running hours of pump reduced from 24 hrs. to 14 hrs. resulted reduction in consumption of power.
- Old motors of Equalizing screw and Johnson Screw of digester replaced with lower rating motors resulted saving in power consumption.
- In Chemical recovery plant white liquor pump motor of 22KW replaced with lower rating motor of 11KW resulted saving in power consumption without effecting the efficiency of the pump.

ii) The steps taken by the Company for utilizing alternate source of energy:

The Company is generating steam from Chemical Recovery Boiler, wherein Black Liquor Solids are fired to generate the steam and the same is confirmed as Renewable Biomass Source by Ministry of New & Renewable Energy, Govt. of India.

Total Energy Consumption per unit of production of paper for the year 2021-22 is given in table below.

Power and Fuel Consumption:

Particulars		2021-22	2020-21
1.	Electricity		
	a) Purchased		
	Units (KVAH)	36118980	36363322
	Total Amount (Rs.)	212886399	213226260
	Rate per Unit (Rs.)	5.89	5.86
	b) Own Generation		
	i) Through Diesel generator	Nil	Nil
	Total Units generated	Nil	Nil
	Units per litre of diesel	Nil	Nil
	Cost per unit generated (Rs.)	Nil	Nil
	ii) Through Steam Turbine		
	Units	61475460	45947370
	Units per Ltr. Of fuel oil/ gas	Nil	Nil
	Cost / units	Nil	Nil
2.	Coal (specify quality and where used)		
	Quantity (ton)- Used in Boiler	44445.74	38909.28
	Total Cost (Rs. In Lakhs)	5925.72	3551.09
	Average Rate (PMT)	13332.49	9126.58

Particulars		2021-22	2020-21
3.	Used in Boiler		
	Furnace Oil :-		
	Quantity (K.Itrs)	140.20	114.88
	Total amount(Rs. Lakhs)	58.09	33.13
	Average Rate (Rs./K.Itrs)	41436	28840
4.	Others: Used in Boiler		
a)	Rice Husk (M.T.)	29866.73	39857.11
	Cost (in Lakhs)	1520.16	1367.90
b)	Boiler Fuel-Misc(M.T)	29595.55	8416.44
	Cost (in Lakhs)	903.96	176.90
c)	Lime Stone (M.T)	305.90	312.89
	Cost (In Lakhs)	4.95	4.53
	Total Fuel Cost (in Lakhs)(2+3+4)	8412.88	5133.55

Consumption per Unit of Production

Particulars		2021-22	2020-21
a.	Liner Kraft Paper		
	Production(M.T.)	87835	81709
	Electricity (in Units) per Ton of production	391	404
	Furnace oil	Nil	Nil
	Coal/Tonne (MT)	0.075	0.061
	Others (Rice Husk)/Tonne (MT)	0.154	0.257
b.	Writing & Printing Paper		
	Production(M.T.)	52853	42265
	Electricity (in Units) per Ton of production	1196	1157
	Furnace oil/Tonne(KL)	0.003	0.003
	Coal/Tonne (MT)	0.716	0.802
	Others (Rice Husk)/Tonne(MT)	0.308	0.446

B) TECHNOLOGY ABSORPTION

Research and Development (R&D)		
1.	Specific areas in which R&D carried out by the Company.	Nil
2.	Benefits derived as a result of the above R&D.	Nil
3.	Future plan of action.	Nil
4.	Expenditure on R&D	
	a) Capital	Nil
	b) Recurring	Nil
	c) Total	Nil
	d) Total R&D expenditure as a percentage of total turnover.	Nil
Technology absorption ,adaptation and innovation		
1.	Efforts, in brief, made towards technology absorption, adaptation and innovation.	Nil
2.	Benefits derived as a result of the above efforts, e.g. product improvement , cost reduction, product development, import substitution, etc.	Nil
3.	In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished:	Nil
	(a) Technology imported.	Nil
	(b) Year of import.	Nil
	(c) Has technology been fully absorbed?	Nil
	(d) If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action.	Nil

C) FOREIGN EXCHANGE EARNINGS AND OUTGO

Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services and export plans.

Total Foreign Exchange used and earned:

(Rs. In Lakhs)

Particulars	2021-22	2020-21
Foreign Exchange earned	15.89	7.37
Foreign Exchange Used	3241.87	2284.09

Annexure-V to Directors' Report

Form AOC-2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

FORM FOR DISCLOSURE OF PARTICULARS OF CONTRACTS/ARRANGEMENTS ENTERED INTO BY THE COMPANY WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013 INCLUDING CERTAIN ARMS LENGTH TRANSACTIONS UNDER THIRD PROVISIO THERETO.

Sl. No.	Particulars						
1	Details of Contracts or arrangements or transactions not at arm's length basis.	N/A					
	Name (s) of the related party and nature of ownership						
	Nature of Contracts/ arrangements/ transaction						
	Duration of the Contracts/ arrangements/ transactions						
	Salient terms of the Contracts or arrangements or transactions including the value if any						
	Justification for entering into such contracts or arrangements or transactions						
	Date(s) of approval by the Board						
	Amount paid as advances, if any						
	Date on which the special resolution was passed in the general meeting as required under first proviso to section 188.						
2	Details of material contracts or arrangement or transactions at arm's length basis						
	Name (s) of the related party	M/S Jasmer Pack Limited	M/S Jasmer Packers	M/S Ruchira Printing & Packaging	M/S Ruchira Packaging Products P Ltd	M/S Well Pack Industries	M/S York Cellulose Private Limited
	Nature of Relationship	Enterprises of Relatives of KMP	Enterprises of Relatives of KMP	Enterprises of Relatives of KMP	Enterprises of Relatives of KMP	Enterprises of Relatives of KMP	Enterprises of Relatives of KMP
	Nature of Contracts/ arrangements/ transaction	Purchase of Raw Material/ Packing Material and Sale of Finished Goods/Scrap/ other by-product(s),	Sale of Finished Goods and Purchase of Raw Material	Sale of Finished Goods and Purchase of Raw Material & Packing Material	Sale of Finished Goods and Purchase of Raw Material & Packing Material	Sale of Finished Goods and Purchase of Raw Material & Packing Material	Sale of Finished Goods and Purchase of Raw Material

Sl. No.	Particulars						
	Duration of the Contracts/ arrangements/ transactions	On Going subject to renewal as per contractual terms.	On Going subject to renewal as per contractual terms.	On Going subject to renewal as per contractual terms.	On Going subject to renewal as per contractual terms.	On Going subject to renewal as per contractual terms.	On Going subject to renewal as per contractual terms.
	Silent terms of the Contracts or arrangements or transactions including the value if any	Sale of Finished Goods upto Rs.75.00 Crore P.A. and Purchase of Raw Material up to 7.50 Crore Per Annum	Sale of Finished Goods up to Rs.20.00 Crore per Annum. Purchase of Raw Material up to Rs.7.50 Crore Per Annum	Sale of Finished Goods up to Rs.7.50 Crore per Annum. Purchase of Raw Material & Packing Material up to Rs.5.00 Crore Per Annum	Sale of Finished Goods up to Rs.30.00 Crore per Annum. Purchase of Raw Material & Packing Material up to Rs.5.00 Crore Per Annum	Sale of Finished Goods up to Rs.15.00 Crore per Annum. Purchase of Raw Material & Packing Material up to Rs.5.00 Crore Per Annum	Sale of Finished Goods up to Rs.1.00 Crore per Annum. Purchase of Raw Material up to Rs.1.00 Crore Per Annum
	Date(s) of approval by the Board	12.02.2018	12.02.2018	12.02.2018	12.02.2018	12.02.2018	12.02.2018
	amount paid as Advances, if	N.A	N.A	N.A	N.A	N.A	N.A
	Date of Shareholders Resolution Passed if any.	22.03.2018	22.03.2018	22.03.2018	22.03.2018	22.03.2018	22.03.2018
3	Details of material contracts or arrangement or transactions at arm's length basis						
	Name (s) of the related party	M/s Jasmer Foods Private Limited	M/s Trilokpur Boards Private Limited	Mrs. Parveen Garg	Mr. Deepan Garg	Mr. Daljeet Singh Mandhan	Mr. Jagdeep Singh
	Nature of Relationship	Enterprises in Which KMP holding Directorship	Enterprises of Relatives of KMP	Relative holding office or place of profit	Relative holding office or place of profit	Relative holding office or place of profit	Relative holding office or place of profit
	Nature of Contracts/ arrangements/ transaction	Sale of finished goods and Purchase of Raw material/ Fuel	Sale of finished goods and Purchase of Raw material/ Fuel	Sr. Vice President-CSR	Vice President-Technical	Vice President-Commercial	Vice President-Operations
	Duration of the Contracts/ arrangements/ transactions	On Going subject to renewal as per contractual terms.	On Going subject to renewal as per contractual terms.	Remuneration Paid	Remuneration Paid	Remuneration Paid	Remuneration Paid

Sl. No.	Particulars						
	Salient terms of the Contracts or arrangements or transactions including the value if any	Sale of finished goods up to Rs.1.00 Crore per annum and Purchase of Paper/Fuel up to Rs.1.00 Crore per Annum	Sale of finished goods up to Rs.1.00 Crore per annum and Purchase of Paper/Fuel up to Rs.1.00 Crore Per Annum	Relative holding office or place of profit at a gross monthly remuneration of Rs. 4.60 Lakh.	Relative holding office or place of profit at a gross monthly remuneration of Rs. 4.60 Lakh.	Relative holding office or place of profit at a gross monthly remuneration of Rs. 4.60 Lakh.	Relative holding office or place of profit at a gross monthly remuneration of Rs. 4.60 Lakh.
	Date(s) of approval by the Board	12.02.2018	13.08.2021	22.05.2017	22.05.2017	22.05.2017	22.05.2017
	amount paid as advances, if any	N.A	N.A	N.A	N.A	N.A	N.A
	Date of Shareholders Resolution Passed if any.	22.03.2018	28.09.2021	21.09.2017	21.09.2017	21.09.2017	21.09.2017
4	Details of material contracts or arrangement or transactions at arm's length basis						
	Name (s) of the related party	Mr. Lucky Garg	Mr. Atul Garg	Mrs. Ruchica G Kumar	Ms. Radhika Garg		
	Nature of Relationship	Relative holding office or place of profit	Relative holding office or place of profit	Relative holding office or place of profit	Relative holding office or place of profit		
	Nature of Contracts/ arrangements/ transaction	Vice President-Marketing	Vice President-Administration	Vice President-Marketing	Vice President-Marketing-NR		
	Duration of the Contracts/ arrangements/ transactions	Remuneration Paid	Remuneration Paid	Remuneration Paid	Remuneration Paid		
	Salient terms of the Contracts or arrangements or transactions including the value if any	Relative holding office or place of profit at a gross monthly remuneration of Rs. 4.60 Lakh.	Relative holding office or place of profit at a gross monthly remuneration of Rs. 4.60 Lakh.	Relative holding office or place of profit at a gross monthly remuneration of Rs. 4.60 Lakh.	Relative holding office or place of profit at a gross monthly remuneration of Rs. 4.60 Lakh.		
	Date(s) of approval by the Board	22.05.2017	22.05.2017	22.05.2017	22.05.2017		
	Amount paid as advances, if any	N.A	N.A	N.A	N.A		
	Date of Shareholders Resolution Passed if any.	21.09.2017	21.09.2017	21.09.2017	21.09.2017		

Annexure-VI to Directors' Report

Information required under Section 197 of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

i	Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the Financial Year	S. No	Name of Director(s)	Ratio of Remuneration of Each Director to the Median	
		01.	Subhash Chander Garg	109.87	
		02.	Jatinder Singh	109.87	
		03.	Umesh Chander Garg	109.87	
		04.	Vipin Gupta	31.59	
ii	Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year.	S. No	Name of KMP	Designation	Increase (in %)
		01.	Subhash Chander Garg	Whole Time Director	Nil
		02.	Jatinder Singh	Whole Time Director	Nil
		03.	Umesh Chander Garg	Managing Director	Nil
		04.	Vipin Gupta	CFO & Executive Director	12.20
05.	Vishav Sethi	Company Secretary	15.74		
iii	Percentage increase in the median remuneration of employees in the financial	7.87%			
iv	Number of permanent employees on the rolls of the Company as on 31st March	1012 Employees			
v	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point	Average increase in remuneration of Managerial Personnel- 0.95% Average Increase in remuneration of employees other than the Managerial Personnel: 5.16%			
vi	Key Parameters for any variable component of remuneration availed by the directors	The key parameters for the variable components of remuneration to the Directors are decided by the Nomination and Remuneration Committee in accordance with the principles laid down in the Nomination and Remuneration Policy. At present there are no variable components of remuneration of directors.			
vii	Affirmation that the remuneration is as per the remuneration policy of the Company.	The remuneration is as per the Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and other employees of the Company, formulated pursuant to the provisions of section 178 of the Companies Act, 2013.			

Notes:

- The sitting fees paid to Independent Directors for the financial year 2021-22 is not considered as remuneration paid to directors.
- Median remuneration Statement containing the particulars of employees in accordance with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014: of the company for all its employees is Rs. 200963 for the F.Y 2021-22.
- The median remuneration of those employees has been taken who has worked for the whole F.Y 2021-22.

Statement containing the particulars of employees in accordance with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. List of Top Ten Employees of the Company in terms of remuneration drawn during the F.Y 2021-22.

Sl. No.	Name	Designation & Nature of Employment	Date of Commencement of Employment	Education	Age. (Yrs)	Experience (Yrs)	%age of Equity Shares	Remuneration Paid (Rs.) p.a.	Previous Employment & Designation	Whether Relative of Director or not.
1	Mr. Jatinder Sing	Chairman and Whole Time Director	08/12/1980	B.Tech	68	32	9.90	2,30,40,000	Nil	Nil
2	Mr. Subhash Chander Garg	Co-Chairman and Whole Time Director	08/12/1980	Law Graduate	80	32	6.06	2,30,40,000	Nil	Related to Mr. Umesh Chander Garg
3	Mr. Umesh Chander Garg	Managing Director	08/12/1980	Graduation	73	32	3.71	2,30,40,000	Nil	Related to Mr. Subhash Chander Garg
4	Mr. Vipin Gupta	CFO and Executive Director	08/01/1990	Graduation	53	33	0.00	61,75,500	Nil	No relation with any director
5	Mrs. Parveen Garg	Sr. Vice President-CSR	01/04/2013	Graduation,	75	27	2.99	55,20,000	Nil	Related to Mr. Subhash Chander Garg
6	Deepan Garg	VP-Technical	01/10/2008	B.Tech	46	21	3.08	55,20,000	Nil	Related to Mr. Umesh Chander Garg
7	Lucky Garg	VP-Marketing	01/10/2008	Master of Business Administration	42	17	2.25	55,20,000	Nil	Related to Mr. Umesh Chander Garg
8	Atul Garg	VP Administration	01/09/2012	Master of Business Administration	45	20	2.40	55,20,000	Nil	Related to Mr. Umesh Chander Garg
9	Jagdeep Singh	VP-Operations	01/10/2008	B.Tech	36	12	1.56	55,20,000	Nil	Related to Mr. Jatinder Singh
10	Daljeet Singh Mandhan	VP-Commercial	01/10/2008	Post Graduation	34	11	1.65	55,20,000	Nil	Related to Mr. Jatinder Singh

2. List of Employees of the Company (other than directors) employed throughout the F.Y 2021-22 and were paid remuneration not less than Rupees Rs. One Crore and Two Lakhs per annum: Nil

3. Employees employed for the part of the year (other than Directors) and were paid remuneration during the F.Y 2021-22 at a rate which in aggregate was not less than Rs.8.50 Lakh Per Month: Nil

4. None of the employee was in receipt of remuneration in excess of that drawn by the Managing Director.

Report on

Corporate Governance

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is essentially a system by which Companies are governed and controlled by the management under the direction and supervision of the Board in the best interest of all stakeholders. It is not mere compliance of laws, rules and regulations, but also the application of best management practices and adherence to the highest ethical principles in all its dealings, to achieve the objects of the Company, enhance stakeholder value and discharge its social responsibility. Above all, it is a way of life, rather than merely a legal compulsion.

Your Company's philosophy on the Code of Governance is based on the belief that effective Corporate Governance practices constitute a strong foundation on which successful commercial enterprises are built to last. Good Corporate Governance is indispensable to resilient and vibrant capital markets and is, therefore, an important instrument of investor protection. Your Company lays great emphasis on a corporate culture of conscience, integrity, fairness, transparency, accountability and responsibility for efficient and ethical conduct of its business.

The Company has adopted a Code of Conduct for its employees including the Managing Director and Whole Time Directors. The Board of Directors is at the core of our Corporate Governance practice and oversees how the management serves and protects long-term interest of all our stakeholders. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of corporate governance. It is well recognized that an effective Board is a pre-requisite for strong and effective corporate governance. Our Board exercises its fiduciary responsibilities in widest sense of the term.

Your Company is in compliance with the requirements of Corporate Governance stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

1. BOARD OF DIRECTORS

In terms of Company's Corporate Policy, all statutory and other significant and material information are placed before the Board to enable it to discharge its responsibilities of supervision, control and direction.

A. Size & Composition of Board of Directors:

The Board has an optimum combination of Executive and Non-Executive Directors. More than 50% of the Directors are Non-Executive Independent Directors. The Company has three Whole Time Directors and one Managing Director to look after finance, projects, commercial, technical and personnel affairs of the Company. The total number of Directors of the Company is 9 (Nine) as on 31st March, 2022 consisting of 4 Executive Directors and 5 Independent Directors. None of the Independent Directors is responsible for the day to day affairs of the Company. The Board periodically evaluates need for change in its composition and size.

Detailed profile of the Directors is available on the Company's website <http://www.ruchirapapers.com/investors.html>.

As per the disclosure received from the Directors, the Board hereby confirms that none of the Directors hold office in more than 20 companies and in more than 10 public companies as prescribed under Section 165(1) of the Act. No Director holds Directorships in any other listed companies. Further, none of the Independent Directors ('ID') served as ID in more than 7 listed companies. The Managing Director did not serve as an Independent Director in any listed company.

None of the Directors on the Board is Member of more than ten committees or Chairman of more than five Committees across all the public companies in which he is a Director. Necessary disclosures regarding Committee positions in other public companies as on 31st March 2022 have been made by the Directors.

The Composition of the Board is in conformity with Regulation 17 of the Listing Regulations as well as the Companies Act, 2013.

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of independence as provided under law.

Evaluation of Board Effectiveness: In terms of applicable provisions of the Companies Act, 2013 read with Rules framed there under and provisions of Listing Regulations and on the recommendation of Nomination and

Remuneration Committee, the Board of Directors has put in place a process to formally evaluate the effectiveness of the Board, its Committees along with performance evaluation of each Director carried out on an annual basis. Accordingly, the annual performance of the Board, its committees and each Director was carried out for the Financial Year 2021-22.

Criteria for evaluation of individual Directors includes aspects such as professional qualifications, prior experience, especially experience relevant to the Company, knowledge and competency, fulfillment of functions, ability to function as a team, initiative, availability and attendance, commitment, contribution, integrity, independence and guidance/ support to management outside Board/ Committee Meetings. In addition, the Chairman is also evaluated on key aspects of his role, including effectiveness of leadership and ability to steer meetings, impartiality, ability to keep shareholders' interests in mind and effectiveness as Chairman.

Criteria for evaluation of the Committees of the Board include mandate and composition; effectiveness of the Committee; structure of the Committee; regularity and frequency of meetings, agenda, discussion and dissent, recording of minutes and dissemination of information; independence of the Committee from the Board; contribution to decisions of the Board; effectiveness of meetings and quality of relationship of the Committee with the Board and management.

Familiarization programmes for Board Members: The Board members are provided with necessary documents/ brochures, reports and internal policies to enable them to familiarize with the Company's procedures and

practices. The details of such familiarization programmes for Independent Directors are posted on the website of the Company and can be accessed at <http://www.ruchirapapers.com/investors.html>.

Meetings of Independent Directors: One separate meeting of Independent Directors was held during the year on 24th March 2022 without the attendance of Non-Independent Directors. All the Independent Directors were present at the meeting.

Skills, Expertise and Competencies of the Board:

Pursuant to provisions in sub-para 2(h) of Part C of Schedule V of the Listing Regulations, given below is the list of core skills, expertise/competencies that the Company's Board has identified as particularly valuable to the effective oversight and functioning of the Company:

- Leadership Experience & Business Dynamics: Leadership experience in managing companies, understanding of business dynamics, across various markets, industry experience including its entire value chain and regulatory jurisdictions.
- Strategy and Planning: Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments. Experience in Human Resources and Communication.
- Corporate Governance: Experience in developing good governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.

A chart or matrix setting out the skills/expertise/competence of the Directors is given below:

Area of Expertise	Leadership Experience & Business Dynamics	Strategy and Planning	Corporate Governance	Technical Knowledge
Availability of Expertise with the Board				
Subhash Chander Garg	√	√	√	√
Umesh Chander Garg	√	√	√	√
Jatinder Singh	√	√	√	√
Vipin Gupta	√	√	√	√
Dalbir Singh	√	√	√	√
Surinder Kumar Gupta	√	√	√	√
Avtar Singh	√	√	√	√
Swatantar Kumar Dewan	√	√	√	√
Suhasini Yadav	√	√	√	√

Confirmation as regards to independence of Independent Directors: In the opinion of the Board of Directors of the Company, the existing Independent Directors fulfill the conditions specified in the SEBI Listing Regulations and are Independent of the Management. Further, the Independent Directors have affirmed their registration on the Independent Director's database as notified by the Ministry of Corporate Affairs.

Reasons for resignation of Independent Director before the expiry of term, if any: Not Applicable

B. Board Meetings:

The Board meets at regular intervals to discuss and decide on business strategies/policies and review financial performance of the Company.

The notice of each Board Meeting is given in writing to every Director. The Agenda along with relevant notes and other material information are sent in advance separately to each Director. This ensures timely and informed decisions by the Board. The Minutes of Board Meetings are also circulated well in time to all Directors and confirmed at subsequent Meeting. The Board reviews the performance of the Company vis-à-vis budgets/targets. Every director on the Board/Committee is free to suggest any item for inclusion in the agenda for the consideration of the Board/Committee. The information as required under Regulation 17 and Part A of schedule II of the SEBI (LODR) Regulations, 2015 and Combined Code of Corporate Governance and Conduct are made available to the members of the Board/Committee.

Four Board Meetings were held during the year on the dates specified below and gap of two Board Meetings did not exceed 120 days.

Date of Board Meeting	Board Strength	No. of Directors Present
18th June 2021	09(Nine)	09(Nine)
13th August 2021	09(Nine)	09(Nine)
12th November 2021	09(Nine)	09(Nine)
11th February 2022	09(Nine)	09(Nine)

C. Attendance record of Directors at Board Meetings and Annual General Meeting and number of other Directorships*/ Committee Memberships**/ Chairmanships** thereof during the Financial Year.

Name of Directors	Category of Directors#	Attendance in Board meetings during the F.Y 2021-22		Attendance at Last AGM	No. of Directorship held in Public Ltd Companies (Including this Company)*	Chairmanship(s) and Memberships of Committee (Including this Company)**		Relationship Inter-se Directors
		Held	Attended			Member	Chairman	
Jatinder Singh DIN 01594919	Chairman & Whole Time Director Executive & Promoter	4	4	Yes	1	2	Nil	-
Subhash Chander Garg DIN 01593104	Co-Chairman & Whole Time Director Executive & Promoter	4	4	No	1	1	Nil	Related to Umesh Chander Garg
Umesh Chander Garg DIN 01593400	Managing Director Executive & Promoter	4	4	Yes	1	Nil	Nil	Related to Subhash Chander Garg
Vipin Gupta DIN 05107366	CFO & Executive Director Executive & Professional	4	4	Yes	1	Nil	Nil	-
Dalbir Singh DIN 01538540	Non- Executive Independent	4	4	Yes	1	1	1	-
Surinder Kumar Gupta DIN 01108489	Non- Executive Independent	4	4	Yes	1	1	Nil	-
Avtar Singh DIN 01605978	Non- Executive Independent	4	4	No	1	1	Nil	-
Swatantar Kumar Dewan DIN 00427404	Non- Executive Independent	4	4	Yes	1	1	1	-
Mrs. Suhasini Yadav DIN 06925910	Non- Executive Independent	4	4	Yes	1	Nil	Nil	-

#as at 31st March 2022.

* Excludes directorship in Private Companies, Foreign Companies, Dormant Companies, Companies Incorporated under Section 8 of the Companies Act, 2013 and Alternate Directorship.

** For the purpose of considering the limit of Committee Memberships and Chairmanships of a Director, Audit Committee and Stakeholders Relationship Committee of Public Companies have been considered.

2. COMMITTEES OF THE BOARD

A. AUDIT COMMITTEE:

The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. Members of the Audit Committee possess financial/accounting expertise/exposure. The Primary objective of Committee is to monitor and provide effective supervision of Management's financial reporting process to ensure accurate and timely disclosures, with highest level of transparency, integrity and quality of financial reporting. All possible measures have been taken by Committee to ensure the independence and objectivity of the independent auditors. The Audit Committee invites such of the executives, as it considers appropriate, representatives of Statutory Auditors and representatives of the Internal Auditors to be present at its meetings. The Company Secretary acts as the secretary to the Audit Committee. The composition of the Audit Committee as on 31st March, 2022 is as follows:

Sl. No.	Names of Members	Designation	Category of Director	Audit Committee Meetings	
				Held	Attended
1	Dalbir Singh	Chairman	Independent, Non-Executive	4	4
2	Surinder Kumar Gupta	Member	Independent, Non-Executive	4	4
3	Avtar Singh	Member	Independent, Non-Executive	4	4
4	Jatinder Singh	Member	Non-Independent, Executive	4	4

Keeping in view the provisions of section 177 of the Companies Act, 2013 and matters specified under Regulation 18 of the Listing Regulations, terms of reference, inter alia, includes the following:

- To recommend the appointment/re-appointment of the statutory auditors, internal auditors, secretarial auditors and cost auditors and to review their performance.
- To review reports of the internal auditors and decide about the scope of work.
- To review the financial statements and to seek clarifications etc. from the Statutory/ Internal Auditors.
- To review the adequacy of internal control system.
- To review with the management the annual/half-yearly/quarterly financial statement.
- To review the transactions entered with related parties.
- Perform other activities consistent with the Company's Memorandum and Articles, the Companies Act, 2013 and other Governing Laws and referred by the Board of Directors.
- Generally, all items listed in Part C of Schedule II to the Listing Regulations and in Section 177 of the Act and any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee met four times during the year on 18th June 2021, 13th August 2021, 12th November 2021 and 11th February 2022. The Chairman of the Audit Committee was present at the previous AGM held on 28th September 2021. The Audit Committee has been given the powers prescribed under Regulation 18(2)(c) of the Listing Regulations.

B. NOMINATION & REMUNERATION COMMITTEE:

The Committee's constitution and terms of reference are in compliance with provisions of the Companies Act, 2013 & Regulation 19 of the Listing Regulations.

Terms of reference inter alia includes the following:

- To Recommend the Board the set up and composition of the Board and its Committees including the formulation of the criteria for determining qualifications, suitable experience, positive attributes and independence of a Director.
- To nominate the appointment of director, recommend/ review the remuneration package of Executive Directors and their relatives based on performance and keeping in view applicable provisions of the Companies Act, 2013.
- To formulate the criteria for evaluation of Independent Directors and the Board as a whole.
- To devise a policy on Board diversity.
- To Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal.

- (f) To determine whether to extend or continue the term of appointment of the Independent Director(s), on the basis of performance evaluation report related to them.
- (g) To perform such other functions as may be necessary or appropriate for the performance of its duties that the Board may decide from time to time.

The Composition of committee is as follows:

Sl. No.	Names of Members	Designation	Category of Director	Audit Committee Meetings	
				Held	Attended
1	Dalbir Singh	Chairman	Independent, Non-Executive	01	01
2	Surinder Kumar Gupta	Member	Independent, Non-Executive	01	01
3	Avtar Singh	Member	Independent, Non-Executive	01	01

The Nomination & Remuneration Committee met one time on 18th June 2021. The Chairman of the Nomination and Remuneration Committee was present at the previous AGM held on 28th September 2021.

Remuneration Policy: The Nomination and Remuneration Committee has adopted a charter which, inter alia, deals with the manner of selection of Board of Directors and their remuneration. The detailed policy in this regard can be accessed at <http://www.ruchirapapers.com/investors.html>.

Non-Executive/Independent Directors' remuneration:

The Non-Executive Directors were paid sitting fees for each meeting of the Board of Directors attended by them of such sum as approved by the Board of Directors with in the overall limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. As at 31st March 2022 the Company was paying sitting fees of Rs. 20,000/- per meeting to Non-Executive Directors. Other than sitting fees, no other remuneration has paid to Non-Executive Directors for the year 2021-22. The Non-Executive Independent Director's do not have any material pecuniary relationship or transaction with the Company.

Executive Directors' Remuneration:

The appointment and payment of remuneration to Executive Directors including Managing and Whole Time Directors is governed by recommendation of Nomination & Remuneration Committee. The remuneration policy is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high caliber talent. All the components of remuneration of directors are fixed, there is no variable component. i.e performance linked incentives etc.

Presently Company does not have a scheme for grant of stock options or performance linked incentives for its directors.

The details of Remuneration of directors for the financial year ended 31st March 2022 are as follows:

Name	Category of Directors (As at 31st March 2022)	Salary including allowances (Rs.)	Sitting fees	Total (Rs.)
Subhash Chander Garg	Chairman & Whole Time Director Executive & Promoter	2,30,40,000	-	2,30,40,000
Jatinder Singh	Co-Chairman & Whole Time Director Executive & Promoter	2,30,40,000	-	2,30,40,000
Umesh Chander Garg	Managing Director Executive & Promoter	2,30,40,000	-	2,30,40,000
Vipin Gupta	CFO & Executive Director Executive & Professional	61,75,500	-	61,75,500
Dalbir Singh	Non-Executive Independent	-	1,00,000	1,00,000
Surinder Kumar Gupta		-	1,00,000	1,00,000
Avtar Singh		-	1,00,000	1,00,000
Swatantar Kumar Dewan		-	1,00,000	1,00,000
Suhasini Yadav		-	1,00,000	1,00,000

Review of Performance and Compensation to Senior Management:

The Nomination and Remuneration Committee reviews the performance of the senior management of the Company. The Committee ensures that the remuneration to the Key Managerial Personnel and Senior Management involves balanced fixed pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

Service Contracts, Notice Period and Severance Fees:

The employment of Managing Director/Whole Time Directors shall terminate automatically in the event of his ceasing to be a Director of the Company in the General Meeting and/or in the event of his resignation as a Director of the Company and subsequent resignation by the Board and no severance fees is payable to the Managing Director. Notice period shall be as per the appointment letter/contract entered at the time of joining.

C. STAKEHOLDERS'RELATIONSHIP COMMITTEE

The Committee oversees redressal of shareholders and investors grievances, like transfer of shares, non-receipt of Annual Report, dividends and approves transmission, issue of duplicate shares and other related matters.

The Secretarial Department of the Company and Registrar & Share Transfer Agent i.e Link Intime India Private Limited attends all grievances of the shareholders directly or through SEBI (SCORE), Stock Exchange etc. Further continuous efforts are made to ensure that grievances are expeditiously redressed to the complete satisfaction of the investors.

The Committee's constitution and terms of reference are in compliance with provisions of Section 178 of the Companies Act, 2013 & Regulation 20 of the Listing Regulations.

Terms of reference inter alia includes the following:

- (a) Oversee the performance of the Company's Registrar and Share Transfer Agent.
- (b) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicated certificates, general meetings etc.
- (c) Review of measures taken for effective exercise of voting rights by shareholders.
- (d) Review of the various measures and initiative taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
- (e) To perform such other functions as may be necessary or appropriate for the performance of its duties that the Board may decide from time to time.

The Composition of committee is as follows:

Sl. No.	Names of Members	Designation	Category	Meetings	
				Held	Attended
1	Swatantar Kumar Dewan	Chairman	Independent, Non-Executive	04	04
2	Jatinder Singh	Member	Non-Independent, Executive	04	04
3	Subhash Chander Garg	Member	Non-Independent, Executive	04	04

The Company Secretary acts as the Secretary and Compliance Officer of the Committee.

The Committee met four times during the year on 18th June 2021, 13th August 2021, 12th November 2021 and 11th February 2022.

Number of Complaints received during the year: 13(Thirteen).

Number of Complaints resolved during the year: 14 (Fourteen)

Number of Complaints pending at the close of the year: 0 (Zero)

There was 1(one) complaint pending at beginning of the year.

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating, monitoring and implementation of "Corporate Social Responsibility Policy". The other responsibilities include the recommendation of amount of expenditure to be incurred on CSR activities, monitoring the implementation of framework of the CSR policy and other like matters.

Terms of Reference of the Committee, inter alia, includes the following:

- To formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy indicating activities to be undertaken by the Company in compliance with the provisions of the Companies, Act, 2013 and rules made there under.
- To recommend the amount of expenditure to be incurred on the CSR activities.
- To monitor the implementation of the CSR policy of the Company from time to time.
- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for performance of its duties.

The Composition of committee is as follows:

Sl. No.	Names of Members	Designation	Category	Meetings	
				Held	Attended
1	Surinder Kumar Gupta	Chairman	Independent, Non-Executive	04	04
2	Jatinder Singh	Member	Non-Independent, Executive	04	04
3	Subhash Chander Garg	Member	Non-Independent, Executive	04	04
4.	Umesh Chander Garg	Member	Non-Independent, Executive	04	04
5.	Vipin Gupta	Member	Non-Independent, Executive	04	04

The Committee met four times during the year on 18th June 2021, 13th August 2021, 12th November 2021 and 11th February 2022.. The details of the CSR initiatives of the Company forms part of the CSR section in the Annual Report.

E. ALLOTMENT COMMITTEE

The Allotment Committee has been constituted to specifically look into the allotment of Securities as and when required within the limits approved by the Shareholders etc. The Composition of the Allotment Committee is as follows:

Sl. No.	Names of Members	Designation	Category	Meetings	
				Held	Attended
1	Avtar Singh	Chairman	Independent Non-Executive	02	02
2	Jatinder Singh	Member	Non-Independent Executive	02	02
3	Vipin Gupta	Member	Non-Independent Executive	02	02
4	Suhasini Yadav	Member	Independent Non-Executive	02	02

The Company Secretary acts as the Secretary of the Committee.

The Committee met two times during the year on 05th April 2021 and 20th November 2021.

F. PROJECT COMMITTEE

The Project Committee has been constituted specifically to look into the project related activities for the proposed Green Field Project at Chamkaur Sahib, Punjab.

The composition of committee is as follows:

Sl. No.	Names of Members	Designation	Category	Meetings	
				Held	Attended
1	Umesh Chander Garg	Chairman	Non-Independent, Executive	Nil	Nil
2	Jatinder Singh	Member	Non-Independent. Executive	Nil	Nil
3	Deepan Garg	Member	Vice President-Technical	Nil	Nil
4	Jagdeep Singh	Member	Vice President-Operations	Nil	Nil

3. GENERAL BODY MEETINGS:

Details of last three Annual General Meetings of the Company are given hereunder:

Year	Date	Time	Venue	No. of Special Resolution(s) set out at
2019	25.09.2019	11.15 AM	Hotel Black Mango, Nahan Road, Kala-Amb, Distt. Sirmour.(H.P.)-173030	06
2020	25.09.2020	12.00 PM	The Meeting was conducted through Video Conferencing (VC)/Other Audio Visual Means(OAVM)	04
2021	28.09.2021	12.00 PM	The Meeting was conducted through Video Conferencing (VC)/Other Audio Visual Means(OAVM)	01

No Extraordinary General Meeting of the Members was held during the year 2021-22.

4. MEANS OF COMMUNICATION:

- i) The quarterly and the half yearly results, published in the format prescribed by the Listing Regulations read with the Circular issued there under, are approved and taken on record by the Board of Directors of the Company within stipulated period after the close of the relevant quarter. The approved results are forthwith uploaded on the designated portals of the Stock Exchanges where the Company's shares are listed, viz. NSE Electronic Application Processing System (NEAPS) of the National Stock Exchange of India Ltd. (NSE) and BSE Online Portal of BSE Ltd. (BSE). The results are also published within 48 hours in Financial Express (English) and Jansatta (Hindi) and also displayed on the Company's website, www.ruchirapapers.com.
- ii) The Company publishes the audited annual results within the stipulated period after the close of the financial year as required by the Listing Regulations. The annual audited results are also uploaded on NEAPS and Listing Centre, Online Portal of NSE and BSE respectively, published in the newspapers and displayed on the Company's website.
- iii) Official news releases and presentations made to institutional investors and analysts are uploaded on NEAPS and Listing Centre, Online Portal of NSE and BSE respectively and posted on the Company's website.
- iv) The "Investor" and "Financial" section of the website of the Company gives information relating to financial results, annual reports, shareholding pattern and presentations made to analysts and at Annual General Meetings.
- v) The quarterly Shareholding Pattern and Corporate Governance Report of the Company are filed with NSE through NEAPS and with BSE through BSE Online Portal. The Shareholding Pattern is also displayed on the Company's website under the "Investor" section.
- vi) Material events or information, as detailed in Regulation 30 of the Listing Regulations, are disclosed to the Stock Exchanges by filing them with NSE through NEAPS and with BSE through BSE Online Portal.
- vii) The Company sends reminder to shareholders who have not claimed their dividends. Circulars are also sent periodically to shareholders urging them to opt for the electronic mode for receiving dividends.

5. GENERAL SHAREHOLDERS INFORMATION

A. General Shareholder Information:

Annual General Meeting (Date ,time and venue)	Tuesday, 29th September 2022, 12.00 PM through Video Conferencing (VC)/Other Audio Visual means (OAVM)			
Financial Year	01st April 2021 to 31st March 2022.			
Dividend Payment Date	On or after 12th October 2022			
Book Closure date	N.A.			
Details of the Dividend Declared and Paid by the Company for the Last Five Years.	Year(s)	Percentage (%)	In Rs. Per Share (FV-Rs.10)	Dividend Amount (Rs.In Crores)
	2016-17	22.5%	2.25	5.04
	2017-18	22.5%	2.25	5.04
	2018-19	22.5%	2.25	5.46
	2019-20	Nil	Nil	Nil
	2020-21	10%	1.00	2.42
Listing on Stock Exchanges	The Company's Equity Shares are currently listed with the BSE Limited and the National Stock Exchange of India Limited under Stock Codes "532785" and "RUCHIRA" respectively. The Company has already paid the requisite fees to stock exchanges for the financial year 2021-22			
ISIN Number for NSDL and CDSL	Equity: INE803H01014			
Corporate Identification Number	L21012HP1980PLC004336			
Registrar & Share Transfer Agents	Link Intime India Private Limited. Mumbai Office:C-13,Pannalal Silk Mills compound, LBS Road, Bhandup (W) Mumbai-440078. Tel:022-25963838,Email:mumbai@linkintime.co.in Delhi Office: Noble Height 1st Floor, Plot No. NH-2, C-1 Block, LSC Near Savitri Market, Janakpuri, New Delhi-110058. Email: delhi@linkintime.co.in			
Share Transfer System	99.99%of the equity sharesof the Company are in electronic form.Transfer of these shares are done through the depositories with no involvement of the Company. As regards transfer of shares held in physical form, the transfer documents can be lodged with the Company's Registrar and Share Transfer Agent, M/s Link Intime India Pvt. Limited. The Share Transfers are processed and certificates normally returned within 14 days from the receipt, if the documents are clear in all respects.			
National Electronic Clearing System (NECS) for dividend.	The remittance of dividend through Electronic Clearing System has been moved to National Electronic Clearing System (NECS) platform through core banking system effective. Accordingly, dividend will be credited to the shareholders' bank account through NECS where complete core banking details are available with the Company. In the event any branch of a bank has not migrated to core banking system, or where core banking account is not furnished by the shareholder to the Depository/Company as the case may be, your Company will print details available in its records on the dividend warrants to be issued to the shareholders. (a) For shares held in physical form: Investors who would like to avail NECS facility and are holding shares in physical form may send in their NECS Mandate Form, duly filled in to the M/s. Link Intime India Private Limited. The NECS Mandate instruction should be under the signature of the shareholder(s) as per the specimen signature lodged with your Company.			

	(b) For shares in electronic/dematerialized form: Investors holding shares in dematerialized or electronic form may check the details on record with the concerned Depository Participant (DP). Pursuant to the Depository Regulations, your Company is obliged to pay dividend on dematerialized shares as per the details furnished by the concerned DP. The Company or the Registrar & Transfer Agent cannot make any change in such records received from the Depository.
Address for Correspondence	Ruchira Papers Limited, Trilokpur Road, Kala Amb, Distt. Sirmaur (Himachal Pradesh) -173030. Tel.No: 08053800897, 08091270801 Email: cs@ruchirapapers.com, investor@ruchirapapers.com
Plant Location	Trilokpur Road, Kala Amb, Distt. Sirmour (Himachal Pradesh) -173030
Compliance Officer	Mr. Iqbal Singh Company Secretary and Compliance Officer cs@ruchirapapers.com

B. Market Price Data: Monthly High/low during each month of FY 2021-22 on both Stock exchanges, Mumbai:

Months	Share prices of the Company for the FY 2021-22			
	NSE		BSE	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April 2021	65.70	56.50	70.95	57.00
May 2021	73.00	61.85	77.00	61.55
June 2021	100.45	67.00	100.45	66.90
July 2021	105.75	87.60	105.60	88.65
August 2021	97.90	72.45	97.90	73.00
September 2021	90.00	76.05	89.80	76.45
October 2021	94.25	78.50	94.10	78.85
November 2021	89.90	75.00	90.00	75.00
December 2021	82.40	72.25	82.35	72.25
January 2022	88.20	74.85	88.00	75.55
February 2022	90.50	69.70	90.80	69.90
March 2022	124.80	73.05	125.00	72.55

C. Share Price Performance in comparison to broad based indices- BSE Sensex and NSE Nifty as on 31st March 2022:

	BSE (% Change)		NSE (% Change)	
	Ruchira	Sensex	Ruchira	Nifty
F.Y 2021-22	77.84	17.45%	79.92	18.02%

D. Distribution of equity shareholding as on 31st March 2022:

Shareholding of Shares	Shareholders		Shares	
	Number	% of Total Shareholders	No. of Shares	% of Total Shares
Up to 500	18636	88.02	2135426	8.47
501 - 1000	1290	6.09	1034959	4.12
1001 - 2000	621	2.93	930669	3.69
2001 - 3000	195	0.92	510122	2.02
3001 - 4000	97	0.46	344202	1.37
4001 - 5000	88	0.42	410141	1.63
5001 - 10000	129	0.61	932118	3.70
10001 & Above	116	0.55	1890667	75.00
TOTAL	21172	100	25204304	100

E. Categories of equity shareholders as on 31st March 2022:

Categories	Number of Shares	%
Promoter and Promoter Group	16490778	65.43
Director and Director's relative	22742	0.09
Independent Directors	500	0.00
Financial Institutions/Banks	40	0.00
Foreign Portfolio Investors (Corporate)	141411	0.56
Bodies Corporate	264701	1.05
Non Resident Indians	323214	1.28
Clearing Members	164350	0.65
Indian Public	7482920	29.69
HUF	297835	1.18
NBFC	0	0.00
Alternate Investment Fund-III	0	0.00
Investor Education and Protection Fund	6816	0.03
Body Corp-Ltd Liability Partnership	8997	0.02
TOTAL	25204304	100.00

F. Top Ten Equity Shareholders of the Company as on 31st March 2022:

Sr. No.	Name of the Shareholder	Number of Equity Shares held	Percentage of holding
01.	Jatinder Singh	2494090	10.08
02.	Umesh Chander Garg	1526455	6.06
03.	Charanjeet Kaur	1294534	5.14
04.	Subhash Chander Garg	936170	3.71
05.	Umesh Chander Garg (HUF)	929669	3.69
06.	Shashi Garg	888109	3.52
07.	Radhika Garg	798341	3.17
08.	Parveen Garg	788005	3.13
09.	Deepan Garg	766959	3.04
10.	Vaishali Viral Jhaveri	761020	3.02

G. Shares held by Independent Directors as on 31st March 2022:

Sr. No.	Name	No. of Shares
1.	Dalbir Singh	100
2.	Surinder Kumar Gupta	100
3.	Avtar Singh	100
4.	Swatantar Kumar Dewan	100
5.	Suhasini Yadav	100

H. Dematerialization of Shares:

The shares of the Company can be held in dematerialized form with NSDL and CDSL. As on 31st March, 2022, a total of 25204143 Equity shares of the Company which form 99.99% of the share capital, stand dematerialized. The Company through its Registrar and Share Transfer Agents provides the facility of simultaneous transfer and dematerialization of shares. The Company's equity shares are regularly traded on NSE and BSE, in dematerialized form.

I. Outstanding GDRs/ADRs/Warrants/Convertible Instruments and their impact on Equity:

The Company does not have any outstanding GDRs/ADRs/Warrants/Convertible Instruments as on 31st March 2022. The Board of Directors at their meeting held on 12th February 2021 has approved the issuance of 28,80,000 Share Warrants Convertible into equity shares to the Promoter and Promoters Group. The shareholders' approval has been obtained through postal ballot on dated 22nd March 2021. Thereafter the allotment of Share Warrants was completed on 5th April 2021 after obtaining required In-principle approvals from BSE and NSE.

J. Commodity price risk or foreign exchange risk and hedging activities:

The Company does not have any exposure to commodity price risk. The Company manages commodity and foreign exchange risk as per its policies.

K. Credit Rating:

During the year under review, the facility wise credit rating is as under:

Facilities	Rating
Long Term Bank Facilities	CRISIL BBB+/STABLE (Reaffirmed)
Short Term Bank Facilities	CRISIL A2 (Reaffirmed)

6. DISCLOSURES:

- A.** All Related Party Transactions that were entered into during the year were on an arm's length basis and were in compliance with applicable provisions of the Act and the Listing Regulations.

A statement of all Related Party Transactions is placed before the Audit Committee for its review on quarterly basis, specifying the nature, value and terms and conditions of the transactions. The particulars of every contract and arrangement entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 are disclosed in Form No. AOC-2 in Annexure V of Directors' Report and were at arm's length price.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the Link: <http://www.ruchirapapers.com/investors.html>.

- B. Whistle blower policy/vigil mechanism:**

The Company has a Vigil Mechanism and Whistle Blower Policy under which the employees are free to report violations of applicable laws and regulations and the code of conduct. The reportable matters may be disclosed to the Vigilance officer which operates under the supervision of the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

- C. Management Discussion and Analysis:**

A detailed report on the Management discussion and analysis is provided in the Management Discussion and Analysis section of the Annual Report.

- D. Disclosure regarding appointment or re-appointment of directors:**

Mr. Subhash Chander Garg, Whole Time Director retiring by rotation and being eligible, offered himself

for re-appointment at the ensuing Annual General Meeting. Further the board has approved and recommend the appointment of Mr. Deepan Garg, Mr. Daljeet Singh Mandhan and. Mrs. Ruchica G Kumar as Whole Time Director of the company for term of 5 years subject to the approval of Shareholders in the ensuing AGM through special Resolution along with approved and recommended the appointment of Sh. Ashwini Aggarwal and Sh. Kapil Gupta as Non-Executive Independent directors of the company subject to the approval of Shareholders in the ensuing AGM through ordinary resolution for term of 5 years.

- E. Other Disclosures:**

There was no non-compliance during last three years by the Company on any matter relating to the Capital Market and any requirement of Corporate Governance Report. There were no penalties, strictures passed by stock exchanges/SEBI or any statutory authority.

There is no pecuniary or business relationship between the Independent Directors and the Company, except for the sitting fees payable to them for attending the Board Meeting(s). A declaration to this effect is also submitted by all the Independent Directors at the beginning of each financial year.

The Managing Director and the Chief Financial Officer have certified to the Board in accordance with Regulation 17(8) read with Part B of Schedule II to the Listing Regulations pertaining to CEO/ CFO certification for the Financial Year ended 31st March 2022.

The Company does not have any non-listed Subsidiary Companies in terms of Regulation 16 of the Listing Regulations. Compliance status with mandatory and non-mandatory requirements pursuant to the provisions of Listing Regulations:-

Mandatory Requirements: The Company has complied with all the mandatory requirements pursuant to the provisions of Listing Regulations.

Non-Mandatory Requirements adopted by the Company:

- Mr. Jatinder Singh an Executive Director, was Chairman of the Company as at 31st March 2022 and more than 50% of the Board comprises of Non-Executive and Independent directors.
- Presently, half yearly financial performance is not being sent to any shareholder.
- The Company is having separate posts of Chairperson and Managing Director.
- The Internal Auditor directly reports to the Audit Committee.
- The financial statements of the Company are with unmodified audit opinion.

F. Details of utilization of funds raised through preferential allotment or qualified institutional placement:

During the year under review, the Company has issued issue of 28,80,000 fully convertible Equity Warrants to Promoters and Promoter Group Entities on a preferential basis on 05th April 2021 entitling them to obtain equivalent number of equity shares of Rs 10 each at Rs. 62/- each (including premium of Rs 52/-) in one or more tranches at any time after the date of allotment but on the before the expiry of 18 (eighteen) months from the said date. Detail of raised the funds during the year:-

Date of Allotment	Raised Amount	Utilization
05.04.2021	Being 25% upfront amount received on allotment of 28,80,000 warrants convertible into equity shares of RS. 4,46,40,000/- (Rs. Four Crore Forty Six Lakh and Forty Thousand Only)	The proceeds of the preferential issue used by the Company as long term resources for its business purposes, working capital requirements and for general corporate purposes which shall enhance the business of the Company.
20.11.2021	4,42,91,250/- (Rs. Four Crore Forty Two Lakh Ninty One Thousand Two Hundred Fifty Only) Being 75% balanced amount received for conversion of 9,52,500 Warrants into Equity Shares.	The proceeds of the preferential issue used by the Company as long term resources for its business purposes, working capital requirements and for general corporate purposes which shall enhance the business of the Company.

G. Mr. Manoj Kumar of M/S M. Kumar & Associates, Practicing Company Secretary has issued a certificate confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority.

H. Confirmation by the Board of Directors acceptance of recommendation of mandatory committees:

In terms of the amended SEBI Listing Regulations, the Board of Directors of the Company confirms that during the year under review, it has accepted all recommendations received from its mandatory committees.

I. Details of total fees paid to the Statutory of the Company:

The total fees paid to M/S Subhash Sajal & Associates, Statutory Auditors of the Company during the Financial Year ended 31st March, 2022 is Rs. 2,71,450/- (Including Rs. 11,450/- paid as reimbursement of expenses)

J. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Number of complaints filed during the Financial Year 2021-22	Nil
Number of complaints disposed of during the Financial Year 2021-22	Nil
Number of complaints pending as on end of the Financial Year 2021-22	Nil

K. Details of non-compliance with requirements of corporate governance:

The Company has complied with all the requirements of the corporate governance report as specified in Sub-Para (2) to (10) of Part C of Schedule V of the Listing Regulations.

L. Details of compliance with corporate governance requirements:

The Company has complied with the applicable corporate governance requirements as stipulated in regulation 17 to 27 and clauses (b) to (i) of

sub-regulation (2) of regulation 46 of the Listing Regulations.

M. Reconciliation of Share Capital:

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with Depositories (i.e. with the NSDL and CDSL) and in physical form, tallying with the admitted, issued/paid-up capital and listed capital. This audit is carried out every quarter and the Report thereon is submitted to the Stock Exchange and is placed before the Board of Directors for their noting.

N. Dividend Policy:

Dividends, other than interim dividend(s), are to be declared at the Annual General Meetings of shareholders based on the recommendation of the Board of Directors. Generally, the factors that may be considered by the Board of Directors before making any recommendations for dividend includes, without

limitation, the Company's future expansion plans and capital requirements, profits earned during the fiscal year, cost of raising funds from alternate sources, liquidity position, applicable taxes including tax on dividend, as well as exemptions under tax laws available to various categories of investors from time to time and general market conditions. The Board of Directors may also pay interim dividend(s) to shareholders.

O. Company's Policy on Prohibition of Insider Trading:

The Company has also formulated a Policy for prohibition of Insider Trading to deter the insider trading in the securities of the Company based on the unpublished price sensitive information. The policy envisages procedures to be followed and disclosures to be made while dealing in the securities of the Company. The full text of the policy is available on the website of the Company <http://www.ruchirapapers.com/investors.html>.

P. Equity shares in the suspense account:

Particulars	Number of Shareholders	Number of Equity Shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on April 1st 2021	02	615
Shareholders who approached the Company for transfer of shares from suspense account during the year	Nil	Nil
Shareholders to whom shares were transferred from the suspense account during the year	Nil	Nil
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31st 2022	02	615

The voting rights on the shares outstanding in the suspense account as on 31st March 2022 shall remain frozen till the rightful owner of such shares claims the shares.

Q. Transfer of unclaimed/unpaid amounts to the Investor Education and Protection Fund (IEPF):

Pursuant to Section 124 and other applicable provisions, if any, of the Companies Act, 2013, all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, in relation to the Company shall be transferred to the Investor Education and Protection Fund.

During the Year, the Company was required to transfer an amount of Rs.99,534/- to the Investor Education and Protection Fund related to unpaid dividend for the FY 2013-14. The company transferred the aforesaid amount to IEPF on 13th November 2021 i.e within due date. The following table contains the information relating to outstanding dividend account as on 31st March 2022 and the proposed dates of transfer the same to IEPF.

Financial Year	Dividend Per Share	Date of Declaration	Proposed/Due date of transfer to IEPF
2014-15	Rs. 1.30	September 25, 2015	October 31, 2022
2015-16	Rs. 1.50	September 30, 2016	November 06, 2023
2016-17	Rs. 2.25	September 21, 2017	October 28, 2024
2017-18	Rs. 2.25	September 28, 2018	November 03, 2025
2018-19	Rs. 2.25	September 25, 2019	October 31, 2026
2019-20	Nil	NA	NA
2020-21	Rs. 1.00	September 28, 2021	November 3, 2028

Declaration of Compliance with the Code of Conduct.

I hereby confirm that:

The Company has obtained affirmation(s) from all the members of the Board and Senior Management Personnel, that they have complied with Code of Conduct for Board Members and Senior Management Personnel in respect of the Financial Year ended 31st March 2022.

Place: Kala Amb
Date: 27th May 2022

Umesh Chander Garg
Managing Director

Practicing Company Secretary's Certificate under Sub- Para 10(i) of part C of Schedule V of SEBI (LODR), Regulations, 2015

To
The Members of
Ruchira Papers Limited,
Kala Amb Himachal Pradesh- 173030

I have examined the relevant registers, records, forms, returns, and disclosures received from the Directors of Ruchira Papers Limited having CIN-L21012HP1980PLC004336 and having registered office at Kala Amb Trilokpur Road, Himachal Pradesh-173030 (hereinafter referred to as "the Company"), produced before me by the Company for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with schedule V para-C sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the directors on the board of the Company as stated below for the Financial Year ended on 31st March 2022 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs.

Sr. No.	Name of Director	Din No.
1.	Shri Jatinder Singh	01594919
2.	Shri Subhsh Chander Garg	01593104
3.	Shri Umesh Chander Garg	01593400
4.	Shri Vipin Gupta	05107366
5.	Shri Swatantar Kumar Dewan	00427404
6.	Shri Surinder Kumar Gupta	01108489
7.	Shri Avtar Singh Bajwa	01605978
8.	Shri Dalbir Singh	01538540
9.	Smt. Suhasini Yadav	06925910

Ensuring the eligibility of for the appointment/continuity of every Director on the board is the responsibility of the management of the company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which management has conducted the affairs of the Company.

For M. Kumar & Associates
Company Secretaries

Manoj Kumar

(Proprietor)

Membership No.: F11460

CP No: 12439

UDIN No.:A033604C000318207

Date: 26.05.2022

Place: Ghaziabad

Auditor's Certificate on Corporate Governance

To,
The Members
Ruchira Papers Limited

We, Subhash Sajal & Associates, Chartered Accountants, the Statutory Auditors of the Company have examined the compliance of conditions of Corporate Governance by the Company, for the year ended 31st March 2022, as stipulated in Regulation 17 to 27 and Clause (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with the Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the company in accordance with the Guidance Note on certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the standard on auditing specified under section 143(10) of the Company Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standards on Quality Control (SQC) 1, Quality Control for firms that perform audits and reviews of historical financial information, and other assurance and related services engagements.

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V of the Listing Regulations during the year ended 31st March 2022.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Subhash Sajal & Associates**
Chartered Accountants
Registration No.018178N

Subhash Mittal (F.C.A.)
Partner

Membership No.089077
UDIN: 22089077ANGWEB9330

Place- Kala Amb
Date- 20.07.2022

Certification by Managing Director & Chief Financial Officer

To,
The Board of Directors,
Ruchira Papers Limited
Kala Amb (H.P.)

We hereby certify that on the basis of the review of the financial statements and the cash flow statement for the financial year ended 31st March 2022 and that to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;

We hereby certify that, to the best of our knowledge and belief, no transactions entered into during the year by the Company are fraudulent, illegal or violative of the Company's Code of Conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

We have indicated to the Auditors and the Audit Committee:

1. There has not been any significant change in internal control over financial reporting during the year under reference;
2. There has not been any significant changes in accounting policies during the year under reference; and
3. We are not aware of any instance during the year of significant fraud with involvement therein, if any, of the management or an employee having a significant role in the internal control system over financial reporting.

For Ruchira Papers Limited

Place: Kala Amb
Date: 27th May 2022

Umesh Chander Garg
(Managing Director)

Vipin Gupta
(CFO & Executive Director)

Independent Auditor's Report

To
The Members of
Ruchira Papers Limited

Report on the Audit of the Financial Statements Opinion

We have audited the accompanying financial statements of Ruchira Papers Limited ("The Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equities and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (herein after referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standard) Rules, 2015 as amended (Ind AS) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have

obtained is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements for the financial year ended March 31, 2022. We have determined that there are no key audit matters to communicate in our report.

Information other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including annexures, Corporate Governance and Shareholders' Information, but does not include the Financial Statements and our auditor's report thereon.

Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Indian Accounting Standards (Ind AS) and other generally accepted accounting principles in

India including the Accounting Standards specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures

responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to

communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020, (the order) issued by the Central Government in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, based on our audit, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of accounts.
 - (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - (e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of those companies, for reasons stated therein.

- (g) In our opinion, the managerial remuneration for the year ended March 31, 2022 has been paid/provided by the company to its directors in accordance with the provisions of section 197 read with Schedule V of the Act.
- (h) With respect of the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - (i) The Company did not have any pending litigation, which may have impact on its financial position in its financial statements.
 - (ii) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - (iv) (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend

or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- (c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- (v) The dividend paid during the year by the company is in compliance with section 123 of the act to the extent it applies to declaration of dividend. Further, the Board of Directors

of the company have proposed final dividend of Rs.2/- per share for the year ended 31.03.2022, which is subject to the approval of the shareholders at the Annual General Meeting. The amount of dividend declared is in accordance with section 123 of the act to the extent it applies to declaration of dividend.

For **Subhash Sajal & Associates**
Chartered Accountants
Registration No.018178N

Subhash Mittal (FCA)
Partner
Membership No.089077
UDIN: 22089077AJSHIS2421

Date: 27th May 2022
Place: Kala Amb

Annexure A to Independent Auditor's Report

Referred to in our Independent Auditor's Report of even date to the members of Ruchira Papers Limited on the financial statements as of and for the year ended March 31, 2022, we report the following:

- i. (a) The company has maintained proper records showing full particulars, including quantitative details and situation, of Property Plant and Equipment.
 - iii. The Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs). Accordingly, provisions of clause 3(iii) said order the company are not applicable to the Company.
 - iv. No transactions relating to Loans, Investment, Guarantees and Security has been made during the year under the provisions of Section 185 and 186 of the Companies Act, 2013. Accordingly, the provisions of clause 3 (iv) of the said Order are not applicable to the Company.
 - v. In our opinion and according to information and explanations given to us the company has not accepted any deposit from the public within the meaning of Sections 73 to 76 of the Act or any other relevant provisions of the Act and the Rules framed thereunder. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
 - vi. Pursuant to the rules by the Central Government of India, the Company is required to maintain cost records as specified under Section 148 (1) of the Act in respect of its products. We have broadly reviewed the same, and are of the Opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however made a detailed examination of the same.
- (b) The Property Plant and Equipment were physically verified by the Management during the year in accordance with a regular verification programme which, in our opinion provides for physical verification of all the Property Plant and Equipment at reasonable interval. According to information and explanations given to us, no material discrepancies have been noticed on such verification.
- (c) In our opinion and according to information and explanations given to us and based on an examination of the records of the Company, the title deeds of immovable properties included in Property Plant and Equipment are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment, Right of Use assets or intangible assets during the year.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable to the Company.
- ii. (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed.
 - vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, amounts deducted/ accrued in the books of account in respect of the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Taxes, Goods and Service Tax, Duty of Customs and other material statutory dues, as applicable, have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State
- (b) The Company has a working capital limit in excess of Rs 5 crore sanctioned by bank(s) based on the security of current assets. The quarterly returns/statements, in respect of the working capital limits have been filed by the Company with such banks and such returns/statements are materially in agreement with the books of account

Insurance, Income Taxes, Goods and Service Tax, Duty of Customs and other material statutory dues, were in arrears as at 31st March 2022 for a period of more than 6 months from the date they became payable.

- (b) According to the information and explanations given to us the records of the Company examined by us, there are no statutory dues referred in sub-clause which have not been deposited with the appropriate authorities. on account of any dispute. viii. According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.
- ix. a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us including confirmations received from banks and representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or other lender.
- (c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.
- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis/working capital limits have prima facie not been utilized for long term purposes.
- e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has no subsidiary/joint venture/associate company accordingly clause 3(ix) (e) is not applicable to Company.
- (f) According to the information and explanations given to us, the Company has no subsidiary/joint venture/associate company accordingly clause 3(ix) (e) is not applicable to Company.
- x (a) The Company has not raised any money by way of IPO/FPO (including debt instruments) except term loans. The term loans raised during the year were utilized for the purpose for which those were raised.
- (b) During the year, the Company has made preferential allotment of convertible warrants. In our opinion and according to the information and explanations given to us, the Company has complied with the requirements of section 42 and section 62 of the Act and the rules framed thereunder with respect to the same. Further, the amounts so raised were used for the purposes for which the funds were raised. During the year, the Company had not made preferential allotment/private placement of fully/partly or optionally convertible debentures.
- xi (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit
- (b) Since no fraud by the company or on the company has been noticed or reported during the period covered by our audit. Therefore, no report under section 143(12) of the Act has been filed with the Central Government for the period.
- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the order are not applicable to the Company.
- xiii. In our opinion and according to information and explanations given to us, the Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act, wherever applicable. The details of such related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as required under section

138 of the Act which commensurate with the size and nature of its business.

- (b) We have considered the Internal audit reports for the year under audit issued to the company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion and according to information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3 (xvi) of the order are not applicable to the Company.
- xvii The Company has not incurred any cash loss in the current as well as the immediately preceding financial year.
- xviii There has been no resignation of the statutory auditors during the year.
- xix (a) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the

audit report. The Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

- xx According to the information and explanations given to us, the Company does not have any unspent amount in respect of any ongoing or other than ongoing project as at the expiry of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- xxi The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Subhash Sajal & Associates**
Chartered Accountants
Registration No.018178N

Subhash Mittal (FCA)
Partner

Date: 27th May 2022
Place: Kala Amb

Membership No.089077
UDIN: 22089077AJSHIS2421

Annexure B to Independent Auditor's Report

Referred to in paragraph 2(f) of the Independent Auditor's Report of even date to the members of Ruchira Papers Limited on the financial statements for the year ended March 31, 2022, we report the following:

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of Ruchira Paper Limited ("the Company") as at March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Controls Over Financial Reporting ("the Guidance Note") and the Standards on Auditing, issued by ICAI deemed to be prescribed under section 143 (10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and, both issued by the ICAI. Those standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial control over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their

operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (iii) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls,

material misstatements due to error or fraud may occur and not be detected. Also, Projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal controls over

financial reporting criteria established by the Company considering the essential components over internal control stated in the Guidance Note on audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Subhash Sajal & Associates**
Chartered Accountants
Registration No.018178N

Subhash Mittal (FCA)
Partner

Date: 27th May 2022
Place: Kala Amb

Membership No.089077
UDIN: 22089077AJSHIS2421

Balance Sheet as at 31st March 2022

(AMOUNT IN LAKHS)

Particulars	Note No.	As at 31st March 2022	As at 31st March 2021
1	2	3	4
A ASSETS			
1 Non-current assets			
(a) Property, Plant and Equipment	2A	25082.20	23515.40
(b) Capital work-in-progress	2B	2660.28	2971.59
(c) Financial Assets:			
(i) Investments	3	0.03	0.03
(d) Other non-current assets	4	39.62	34.62
Total Non Current Assets(A1)		27782.13	26521.64
2 Current assets			
(a) Inventories	5	9394.79	7315.34
(b) Financial Assets			
(i) Trade receivables	6	6933.94	6493.47
(ii) Cash and cash equivalents	7	54.89	58.05
(iii) Loans & Advances	8	1813.02	1034.31
Total Current Assets(A2)		18196.64	14901.17
Total Assets(A1+A2)		45978.77	41422.81
B EQUITY AND LIABILITIES			
1 EQUITY			
(a) Equity Share capital	9	2520.43	2425.18
(b) Other Equity		28438.61	24588.32
Total Equity(B1)		30959.04	27013.50
LIABILITIES			
2 Non-Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	10	960.50	1540.70
(b) Provisions	11	197.90	137.01
(c) Deferred tax liabilities (Net)	12	2643.68	2453.81
(d) Other non-current liabilities	13	936.53	874.15
Total Non Current Liability(B2)		4738.61	5005.67
3 Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	4620.68	4878.38
(ii) Trade payables	15	2506.19	2131.78
(b) Other current liabilities	16	1800.83	1845.40
(c) Provisions	17	459.63	445.22
(d) Current Tax Liabilities (Net)	18	893.79	102.86
Total Current Liabilities(B3)		10281.12	9403.64
Total Equity and Liabilities (B1+B2+B3)		45978.77	41422.81

SIGNIFICANT ACCOUNTING POLICIES

1

This is the Balance Sheet referred to in our report of even date.
The Notes refer to above form part of the Financial Statements.

Auditors Report

Certified in terms of our separate report of even Date

For Subhash Sajal and Associates
Chartered Accountants
Registration No.018178N

Subhash Mittal (F.C.A.)

Partner
Membership No.089077

Place: Kala Amb
Date: 27.05.2022

For and on behalf of Board of Directors

Jatinder Singh
(Chairman & Whole Time Director)
Din No. 01594919

Vipin Gupta
(CFO & Executive Director)
Din No. 05107366

Umesh Chander Garg
(Managing Director)
Din No. 01593400

Iqbal Singh
(Company Secretary)

Statement of Profit and Loss for the period ended 31st March 2022

(AMOUNT IN LAKHS)

Particulars	Note No.	2021-22	2020-21
I Revenue From Operations	19	61286.25	41542.07
II Other Income	20	143.40	124.47
III Total Income (I+II)		61429.65	41666.54
IV EXPENSES			
Cost of materials consumed	21	44876.65	28589.80
Purchases of Stock-in-Trade		-	-
Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	22	(961.69)	582.68
Employee benefits expense	23	4472.15	4218.87
Finance costs	24	609.27	580.54
Depreciation and amortization expense	2A	1445.66	1378.59
Other expenses	25	6533.99	5697.94
Total expenses (IV)		56976.03	41048.42
V Profit/(loss) before exceptional items and tax (III- IV)		4453.62	618.12
VI Exceptional Items - (profit)/loss		-	-
VII Profit/(loss) before tax (V-VI)		4453.62	618.12
VIII Tax expense:			
(1) Current tax		947.00	103.35
(2) Deferred tax		189.87	25.27
(3) Earlier year Taxes		7.38	(9.98)
IX Profit (Loss) for the period from continuing operations (VII-VIII)		3309.37	499.48
X Profit/(loss) from Discontinued operations (after tax)		-	-
XI Profit/(loss) for the period (IX+X)		3309.37	499.48
XII Other Comprehensive Income:			
A (i) Items that will not be reclassified to profit or (loss):- Remeasurements of the net defined benefits plans		(14.19)	76.55
(ii) Income tax relating to items that will not be reclassified to profit or (loss):- Remeasurements of the net defined benefits plans		(3.57)	19.27
B (i) Items that will be reclassified to profit or (loss)		-	-
(ii) Income tax relating to items that will be reclassified to profit or (loss)		-	-
XIII Total Comprehensive Income for the period (XI+XII) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		3298.75	556.76
XIV Earnings per equity share (for continuing operation):			
(1) Basic	26	13.13	2.06
(2) Diluted	26	12.89	2.06

This is the Statement of Profit and Loss referred to in our Report of even date.
The Notes refer to above form part of the Financial Statements.

Auditors Report

Certified in terms of our separate report of even Date

For Subhash Sajal and Associates
Chartered Accountants
Registration No.018178N

Subhash Mittal (F.C.A.)

Partner
Membership No.089077

Place: Kala Amb
Date: 27.05.2022

For and on behalf of Board of Directors

Jatinder Singh
(Chairman & Whole Time Director)
Din No. 01594919

Vipin Gupta
(CFO & Executive Director)
Din No. 05107366

Umesh Chander Garg
(Managing Director)
Din No. 01593400

Iqbal Singh
(Company Secretary)

Statement of Cash Flow for the period ended 31st March 2022

(AMOUNT IN LAKHS)

	For the Year ended at 31st March 2022	For the year ended at 31st March 2021
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax as per Profit and Loss Account	4453.61	618.12
Adjusted for:		
Loss/(Profit) on sale of Fixed Assets (Net)	(21.18)	(5.89)
Depreciation and amortization expenses	1445.66	1378.59
Net Defined Benefits Plans Charged to OCI	(14.19)	76.55
Interest/Dividend Income	(121.76)	(116.29)
Interest Expense	593.29	557.15
	1881.82	1890.11
Operating Profit before working capital changes		
Adjusted for:		
Decrease/(increase) in Trade Receivables	(440.47)	(173.86)
Decrease/(increase) in Inventories	(2079.45)	420.01
Decrease/(increase) in Loans & advances	(205.89)	321.17
(Decrease)/increase in Trade Payables	374.41	333.01
(Decrease)/increase in Other Current Liabilities	249.51	12.78
	(2101.89)	913.11
Cash generated from Operations	4233.54	3421.34
Income Tax Paid(Net)	(736.20)	(19.25)
Net Cash from Operating Activities	3497.34	3402.09
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(2708.86)	(3933.61)
Proceeds from sale of Fixed assets	27.41	8.72
Interest/Dividend received	121.76	116.29
Net Cash (Used in) Investing Activities	(2559.69)	(3808.60)
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Long Term Borrowings	797.59	2033.08
Repayments of Long Term Borrowing	(1534.19)	(777.87)
Proceeds from Short Term Borrowings(Net)	(257.70)	(395.97)
Proceeds from share Issue (Including Security Premium)	889.31	-
Dividend Paid	(242.52)	-
Dividend Tax	-	-
Interest Paid	(593.29)	(557.15)
Net Cash (Used in) From Financing activities	(940.80)	302.09
Net Increase/(Decrease) in Cash & Cash equivalents (A+B+C)	(3.15)	(104.42)
Cash & Cash equivalents at beginning of the period	58.04	162.46
Cash & Cash equivalents at end of the period*	54.89	58.04

* Include towards unclaimed dividend of Rs. 6.57 Lakhs (Previous year Rs. 7.08 Lakhs)

Notes:

1. Previous year figures have been regrouped / rearranged wherever necessary.
2. Negative figures have been shown in brackets.

Auditors Report

Certified in terms of our separate report of even Date

For Subhash Sajal and Associates
Chartered Accountants
Registration No.018178N

Subhash Mittal (F.C.A.)

Partner
Membership No.089077

Place: Kala Amb
Date: 27.05.2022

For and on behalf of Board of Directors

Jatinder Singh
(Chairman & Whole Time Director)
Din No. 01594919

Vipin Gupta
(CFO & Executive Director)
Din No. 05107366

Umesh Chander Garg
(Managing Director)
Din No. 01593400

Iqbal Singh
(Company Secretary)

Statement of Change in Equity for the period ended 31st March 2022

A. Equity Share Capital

Particular	No. of Share	Amount in Lakhs.
Balance as at 01/04/2020	24251804	2425.18
Changes in equity share capital during the period	-	-
Balance as at 01/04/2021	24251804	2425.18
Changes in equity share capital during the period	952500	95.25
Balance as at 31/03/2022	25204304	2520.43

B. Other Equity

Particular	Reserves and Surplus			Retained Earnings	Other items of Other Comprehensive Income Remeasurements of net defined benefits plans	Money received against share warrants	Total
	Securities Premium Reserve	General Reserve					
Balance as at 01/04/2020	4199.02	396.27	-	19559.87	(123.60)	-	24031.56
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	4199.02	396.27	-	19559.87	(123.60)	-	24031.56
Profit for the Year	-	-	499.48	499.48	-	-	499.48
Other Comprehensive Income for the year	-	-	-	-	57.29	-	57.29
Dividends paid	-	-	-	-	-	-	-
Dividend Tax paid	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-
Cash Proceeds/(Payments)	-	-	-	-	-	-	-
Balance as at 31/03/2021	4199.02	396.27	20059.35	20059.35	(66.32)	-	24588.32
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	4199.02	396.27	20059.35	20059.35	(66.32)	-	24588.32
Profit for the Year	-	-	3309.37	3309.37	-	-	3309.37
Other Comprehensive Income for the year	-	-	-	-	(10.62)	-	(10.62)
Dividends paid	-	-	-	242.52	-	-	242.52
Dividend Tax paid	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-
Cash Proceeds/(Payments)	495.30	-	-	-	-	-	298.76
Balance as at 31/03/2022	4694.32	396.27	23126.20	23126.20	(76.94)	298.76	28438.61

For and on behalf of Board of Directors

Jatinder Singh
(Chairman & Whole Time Director)
Din No. 01594919

Vipin Gupta
(CFO & Executive Director)
Din No. 05107366

Umesh Chander Garg
(Managing Director)
Din No. 01593400

Iqbal Singh
(Company Secretary)

Auditors Report

Certified in terms of our separate report of even Date

For: Subhash Sajal and Associates
Chartered Accountants
Registration No.018178N

Subhash Mittal (F.C.A.)
Partner
Membership No.089077

Place: Kala Amb
Date: 27.05.2022

Notes to Financial Statements for the period ended 31st March 2022

1. Corporate Information:

Ruchira Papers Limited (the Company) is a manufacturing company. The Company manufactures Kraft Paper and Writing and Printing Paper. The Company is a public limited company incorporated and domiciled in India. The address of its Registered Office is Tirlokpur Road, Kala Amb, Distt-Sirmaur, Himachal Pradesh-173030. The equity shares of the company are listed on National Stock Exchange of India Ltd (NSE) and BSE Limited (BSE).

The Financial Statements for the year ended 31st March 2022 were approved by the Board of Directors and authorized for issue on 27th May, 2022.

2. Basis for preparation, measurement and significant accounting policies

2.1 Basis for preparation and measurement

These financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS" as prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time under the historical cost convention on the accrual basis.

Accounting Policies have been consistently applied except where a newly issued Accounting Standard is initially adopted or a revision to existing accounting standard requires a change in the accounting policy either to in use.

2.2 Statement of Compliance

The Financial Statements comply with all material aspects with Indian Accounting Standards.

2.3 Functional and Presentation Currency

The functional currency of the Company is the Indian Rupee. These financial statements are presented in Indian Rupees. All amounts have been rounded off to the nearest rupees unless otherwise indicated.

2.4 Use of estimates and judgments

The preparation of these financial statements in conformity with recognition and measurement principles of Ind AS requires the management of the Company to make judgments, estimates and assumptions. These estimates, judgments and assumptions effect the application of accounting policy and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in notes. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes and estimates are made as the Management becomes aware of the changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their affects are disclosed in the notes to the financial statements.

The areas involving significant estimates and judgement include determination of useful life of property, plant and equipment, measurement of defined benefit obligations, recognition and measurement of provisions and contingencies and recognition of deferred tax assets/liabilities.

3. Critical accounting estimates

a) Revenue recognition

Revenue is recognized to the extent that is probable that the economic benefit will flow to the Company and the revenue can be reliably measured. Sales are recognized when goods are supplied and the significant risks and rewards or ownership of the goods have passed to the buyer. Dividend income is accounted in the year in which it is received. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

b) Export Incentives

The revenue in respect of export benefits is recognized on post export basis at the rate at which the entitlements accrue.

Notes to Financial Statements for the period ended 31st March 2022

c) Insurance and other claims

Insurance and other claims are recognized when there exist no significant uncertainty with regard to the amount to be realized and the ultimate collection thereof.

d) Income Taxes

Significant judgments are involved in determining the provisions for income taxes including amount expected to be paid/incurred on uncertain tax positions.

e) Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The change in respect of periodic depreciation is derived after determining an estimate of an assets expected useful life and the expected residual value at the end of its life. The useful lives and residual values of the Company's assets determine by the management at the time asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as change in technology.

4. Significant Accounting Policies

a) Property, plant and equipment:

Property, plant and equipment is stated at acquisition cost net of Input Tax Credit/Cenvat, accumulated depreciation and accumulated impairment losses, if any. The Cost of these assets comprise its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use. Subsequent expenditure relating to an item of assets are added to its book value only if they increase the future benefits from the existing assets beyond its previously assessed standard of performance. All other repairs and maintenance cost are charged to the statement of profit and loss during the period in which they are incurred.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as Capital Work in Progress.

Depreciation on fixed assets other than vehicles and furniture & fixtures is provided on straight line method based on estimated useful life prescribed under Schedule II of the Companies Act, 2013. Depreciation on vehicles and furniture & fixtures has been provided on written down value method under Schedule II of the Companies Act, 2013.

The depreciation on plant and machinery and effluent treatment plant has been provided on the rates applicable to continuous process plant.

Freehold land is not depreciated.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at the end of each financial year and adjusted prospectively, if appropriate.

b) Inventories:

Inventories are valued at the lower of cost and net realizable value after providing for obsolescence, if any except in case of by-product which are valued at net realizable value. The cost is computed on First in First out (FIFO) basis. Cost for the purpose of valuation of finished goods and goods in process is computed on the basis of cost of material, labour and other related overheads.

c) Cash and Cash Equivalents:

Cash and Cash Equivalents are short term (3 months or less from the date of acquisition), highly liquid investments that are daily convertible into cash and which are subject to and insignificant risk of changes in value.

d) Trade Receivables:

Trade receivables are recognized at fair value.

Notes to Financial Statements for the period ended 31st March 2022

e) Impairment of Non Financial Tangible Assets:

Property, plant and equipment with finite life are evaluated for recoverability whenever there is an indication that carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e higher of fair value less cost to sell and the value in use) is determined on an individual asset basis unless the asset does not generate cash flow that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the assets belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss.

f) Cash Flow Statement

The cash flow statement is prepared in accordance with the Indian Accounting Standard (Ind AS)-7 "Statement of Cash Flows" using the Indirect Method for operating activities.

g) Borrowing costs

Borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset are capitalized as a part of cost of such asset. Qualifying asset is one that takes substantial period of time to get ready for its intended use. All other borrowing costs are recognized as expenditure in the period in which these are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

h) Foreign currency transactions

Functional and Presentation currency

The functional currency of the company is Indian rupee. These financial statements are presented in Indian rupees.

Transaction and balances

Transactions in foreign currency are initially recorded, on initial recognition in the functional currency, by applying to the foreign currency amount the exchange rate between the functional currency at the date of the transaction.

Effective 01 April 2018, the company has adopted Appendix-B to Ind-AS 21 'Foreign currency transaction and advance consideration', which clarifies the date of transaction for the purpose of determining the exchange rate to be used on initial recognition of the related asset, expense or income where an entity has paid or received advance consideration in a foreign currency. The effect on account of adoption of this amendment is insignificant.

Exchange differences arising on the settlement of monetary items or on reporting of monetary items at rates different from rates at which these were recognized on initial recognition during the period or reported in previous financial statements as recognized in the statement of profit or loss in the period in which they arise.

i) Provisions, Contingent Liabilities & Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be out flow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

j) Expenditure:

Expenses are accounted on accrual basis.

k) Employee Benefits:

Defined benefit plans

For defined benefit plans, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuation being carried out at each Balance Sheet date. Actuarial Gains and losses on funded obligations are recognized in full in other comprehensive income for the period in which they occur.

Notes to Financial Statements for the period ended 31st March 2022

Defined Contribution Plans

Contributions to defined contribution plans are recognized as expense when employee have rendered services entitling them to such benefits.

l) Income Taxes:

Income Tax expense for the year comprises both current and deferred taxes. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. It is recognized in the statement of profit and loss. Deferred Income Taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of early years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets are recognized on carry forward of unabsorbed depreciation and tax losses only if there is virtual certainty that such deferred tax assets can be realized against future taxable profits. Unrecognized deferred tax assets of earlier years are reassessed and recognized to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realized.

Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

m) Earnings per Share:

Basic Earnings per Share is computed by dividing profit or loss attributable to equity shareholders of the company by the weighted average number of equity share outstanding during the year.

For the purpose of calculating diluted Earnings per share, the net profit for the period attributable to equity shares and the weighted average number of equity share outstanding during the period is adjusted for the effect of all dilutive potential equity shares.

Notes to Financial Statements for the period ended 31st March 2022

2.) PROPERTY, PLANT AND EQUIPMENTS AND CAPITAL WORK IN PROGRESS

(Amount in Lakhs)

Particular	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	AS AT 01.04.2021	ADDITIONS	DISPOSALS/ TRANSFER	AS AT 31.03.2022	AS AT 01.04.2021	FOR THE YEAR(21-22)	DISPOSALS/ TRANSFER	AS AT 31.03.2022	AS AT 31.03.2021
A) PROPERTY, PLANT & EQUIPMENT									
TANGIBLE ASSETS:									
LAND	4344.46	-	-	4344.46	-	-	-	4344.46	4344.46
BUILDING	3733.22	-	-	3733.22	1496.71	118.34	1615.05	2118.17	2236.51
OFFICE BUILDING	593.63	-	-	593.63	81.49	9.38	90.87	502.76	512.14
PLANT & MACHINERY	28194.77	676.10	-	28870.87	12502.93	1082.43	13585.36	15285.51	15691.84
E.T.P.	634.51	2082.76	-	2717.27	478.90	44.46	523.36	2193.91	155.61
TUBE WELL	77.27	-	-	77.27	65.90	5.00	70.90	6.37	11.37
FURNITURE	291.77	2.65	-	294.42	209.80	20.65	230.45	63.97	81.96
OFFICE EQUIPMENTS	146.79	14.65	-	161.44	111.06	15.59	126.65	34.79	35.73
VEHICLES	1221.82	206.94	161.27	1267.49	835.71	136.49	817.15	450.34	386.12
MISC. FIXED ASSETS	298.66	37.08	-	335.74	239.00	14.82	253.82	81.92	59.66
SUB-TOTAL (A)	39536.90	3020.18	161.27	42395.81	16021.50	1447.16	17313.61	25082.20	23515.40
B) CAPITAL WORK IN PROGRESS									
PLANT & MACHINERY (CWIP)	-	-	-	-	-	-	-	2336.74	2633.41
BUILDING UNDER CONSTRUCTION (CWIP)	-	-	-	-	-	-	-	-	-
TUBEWELL (CWIP)	-	-	-	-	-	-	-	-	-
PRE-OPERATIVE EXP. (CWIP)	-	-	-	-	-	-	-	323.54	338.18
SUB-TOTAL (B)	-	-	-	-	-	-	-	2660.28	2971.59

* NOTE- Rs. 1.50 Lakhs (PREVIOUS YEAR Rs.2.18 Lakhs) BEING THE AMOUNT OF DEPRECIATION CHARGED ON ASSETS BELONGING TO PUNJAB PROJECT/ UNIT IS NOT CHARGED TO THE STATEMENT OF PROFIT & LOSS AND IS CHARGED TO PRE-OPERATIVE EXPENSES AS THE PUNJAB PROJECT /UNITS UNDER IMPLEMENTATION.

Notes to Financial Statements for the period ended 31st March 2022

B) CAPITAL WORK IN PROGRESS AEGING SCHEDULE

(Amount in Lakhs)

PARTICULARS	Amount in CWIP for a period of				Total as at 31.03.2022
	Less than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
PLANT & MACHINERY(CWIP)	1876.43	-	-	-	1876.43
BUILDING UNDER CONSTRUCTION(CWIP)	460.31	-	-	-	460.31
PRE-OPERATIVE EXP.(CWIP)	323.54	-	-	-	323.54
SUB-TOTAL (B)	2660.28	-	-	-	2660.28
PROJECTS TEMPORARILY SUSPENDED	0.00	-	-	-	0.00
SUB TOTAL	0.00	-	-	-	0.00
TOTAL	2660.28	-	-	-	2660.28

3 NON CURRENT INVESTMENTS

(Long term investments)

(Amount in Lakhs)

	As at 31st March 2022	As at 31st March 2021
Other Investments		
In Equity Shares-Unquoted, fully paid up		
250 Shivalik Solid waste Management Ltd. Rs.10 each	0.03	0.03
TOTAL	0.03	0.03

4 OTHER NON CURRENT ASSETS

(Unsecured and Considered Good)

(Amount in Lakhs)

	As at 31st March 2022	As at 31st March 2021
Security Deposits		
With HPSEB and Others	39.62	34.62
TOTAL	39.62	34.62

5 INVENTORIES

(Amount in Lakhs)

	As at 31st March 2022	As at 31st March 2021
Raw Materials and components	3829.73	2981.83
Work-in-progress	814.63	498.47
Finished goods	1051.50	405.97
Stores and spares	3698.93	3429.07
TOTAL	9394.79	7315.34

Notes to Financial Statements for the period ended 31st March 2022

6 TRADE RECEIVABLES

(Amount in Lakhs)

	As at 31st March 2022	As at 31st March 2021
Unsecured and Considered Good	6933.94	6493.47
TOTAL	6933.94	6493.47

6.1 Trade Receivables ageing schedule for the year ended on 31.03.2022 and 31.03.2021 is disclosed under Note No. 32

7 CASH & CASH EQUIVALENT

(Amount in Lakhs)

	As at 31st March 2022	As at 31st March 2021
Balances with Banks*	6.70	7.25
Cash in hand	13.37	14.67
Margin Money*	34.82	36.13
TOTAL	54.89	58.05

*Balance with bank includes Rs.6.57 Lakhs as Unpaid Dividend (Previous Year- Rs.7.08 Lakhs) and margin money includes Rs. 10.63 Lakhs as fixed deposits with Banks having maturity period of more than 12 months (Previous Year - Rs.9.20 Lakhs).

8 SHORT TERM LOANS AND ADVANCES

(Unsecured and Considered Good)

(Amount in Lakhs)

	As at 31st March 2022	As at 31st March 2021
Others	1001.30	424.97
Balance with revenue authorities	809.50	604.93
Other loan and advances	2.22	4.41
Interest incurred but not due	1813.02	1034.31
TOTAL	1813.02	1034.31

9 SHARE CAPITAL

(Amount in Lakhs)

	As at 31st March 2022	As at 31st March 2021
Authorised Share Capital		
31000000 Equity Shares of Rs. 10/- each (31000000)	3100.00	3100.00
Issued Subscribed and Paid up		
25204304 Equity Shares of Rs. 10/- each fully paid up	2520.43	2425.18
TOTAL	2520.43	2425.18

Notes to Financial Statements for the period ended 31st March 2022

9.1 The reconciliation of the number of shares outstanding is set out below:

(Amount in Lakhs)

	As at 31st March 2022	As at 31st March 2021
	Number of Shares	Number of Shares
Equity Shares at the beginning of the Year	24251804	24251804
Add: Equity Shares Issued during the year	952500	-
Less: Equity Shares bought back during the year	-	-
Equity Shares at the end of the year	25204304	24251804

9.2 The details of Shareholders holding more than 5% Shares

(Amount in Lakhs)

Name of Shareholder	As at 31st March 2022		As at 31st March 2021	
	No. of Shares	% held	No. of Shares	% held
Sh. Jatinder Singh	2494090	9.90%	2444090	10.08%
Sh. Umesh Chander Garg	1526455	6.06%	1470455	6.06%
Smt. Charanjeet Kaur	1295434	5.14%	1273534	5.25%

9.3 The details of Share held by Promoters at the end of the Year

(Amount in Lakhs)

Name of Promoters	As at 31st March 2021		% Change during the Year
	No. of Shares	% held	
Sh. Jatinder Singh	2444090	10.08%	Nil
Sh. Umesh Chander Garg	1470455	6.06%	Nil
Sh. Subhash Chander Garg	936170	3.86%	Nil
Smt. Parveen Garg	724505	2.99%	Nil
Smt. Charanjeet Kaur	1273534	5.25%	Nil
Smt. Shashi Garg	870109	3.50%	Nil

(Amount in Lakhs)

Name of Promoters	As at 31st March 2022		% Change during the Year
	No. of Shares	% held	
Sh. Jatinder Singh	2494090	9.90%	-0.18%
Sh. Umesh Chander Garg	1526455	6.06%	0.00%
Sh. Subhash Chander Garg	936170	3.71%	-0.15%
Smt. Parveen Garg	788005	3.13%	0.14%
Smt. Charanjeet Kaur	1294534	5.14%	-0.11%
Smt. Shashi Garg	888109	3.52%	0.02%

Notes to Financial Statements for the period ended 31st March 2022

- 9.4 The company has only one class of equity shares having a face value of Rs. 10/- per share. Accordingly all equity shares rank equally with regards to dividends and share in the company's residual assets on winding up if any. Each holder of equity share is entitled to one vote per share.
- 9.5 During the five year immediately preceding 31st March 2022, neither any bonus shares have been issued nor any shares have been bought back. Further, no share have been issued for consideration other than cash.

10 NON CURRENT BORROWINGS

(Amount in Lakhs)

	As at 31st March 2022	As at 31st March 2021
	Non-Current	Non-Current
Secured		
Term Loans		
From Banks	926.08	1096.59
From Others	34.42	89.62
	960.50	1186.20
Unsecured		
From Other(Promoters)	-	354.50
TOTAL	960.50	1540.70

- 10.1 The term loans from Banks are secured by first Parri Passu charge created/ to be created on existing and proposed block of assets of the Company by way of hypothecation of Machinery and Equipment and other fixed assets and equitable Mortgage of Land and Building of the company and further secured by the personal guarantee of the Managing Director and the Whole Time Directors . Term loans are further secured by 2nd Parri Passu charge on the current assets of the Company. The Vehicle loans are secured by hypothecation of vehicles acquired against such loans.Home loan is secured by first charge on flat at GK-II New Delhi.

11 NON CURRENT PROVISIONS

(Amount in Lakhs)

	As at 31st March 2022	As at 31st March 2021
Provision for employee benefits		
Leave Encashment	197.90	137.01
TOTAL	197.90	137.01

12 DEFERRED TAX LIABILITY (Net)

(Amount in Lakhs)

	As at 31st March 2022	As at 31st March 2021
Deferred Tax Liability		
Related to fixed assets	2699.26	2491.89
Deferred Tax Assets		
Disallowances under the Income Tax Act, 1961	55.58	38.08
TOTAL	2643.68	2453.81

Notes to Financial Statements for the period ended 31st March 2022

13 OTHER NON CURRENT LIABILITIES

(Amount in Lakhs)

	As at 31st March 2022		As at 31st March 2021	
Others				
Creditors for Capital Work	325.28		282.85	
Security Deposit From Suppliers	82.35		81.85	
Security Deposit From Customers	528.90		509.45	
		936.53		874.15
TOTAL		936.53		874.15

14 CURRENT BORROWINGS

(Amount in Lakhs)

	As at 31st March 2022		As at 31st March 2021	
Secured				
Working Capital Loans from Banks				
Rupee Loans		4620.68		4878.38
TOTAL		4620.68		4878.38

14.1 The working capital limits (Fund Based and Non-Fund Based) from banks are secured by first Parri Passu charge on current assets of the company both present and future and shall include raw materials, semi finished goods in process, finished goods, stores and spares and book debts of the Company and further secured by personal guarantees of the Managing Director and Whole Time Directors. The limits are further secured by first Parri Passu charge on the surplus fixed assets of the company.

15 TRADE PAYABLES

(Amount in Lakhs)

	As at 31st March 2022		As at 31st March 2021	
Micro Small and Medium Enterprises		824.89		661.09
Others		1681.30		1470.69
TOTAL		2506.19		2131.78

15.1 The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the Company is as under:

(Amount in Lakhs)

	As at 31st March 2022		As at 31st March 2021	
Principal amount due and remaining unpaid		-		-
Interest due on above and the unpaid interest		-		-
Interest paid		-		-
Payment beyond the appointee day during the year		-		-
Interest due and payable for the period of delay		-		-
Interest accrued and remaining unpaid		-		-
Amount of further interest remaining due and payable in succeeding years.		-		-

15.2 Trade Payables ageing schedule for the year ended on 31.03.2022 and 31.03.2021 is disclosed under Note No. 33

Notes to Financial Statements for the period ended 31st March 2022

16 OTHER CURRENT LIABILITIES

(Amount in Lakhs)

	As at 31st March 2022		As at 31st March 2021	
Current maturities of long-term debts	1046.83		1203.23	
Advances from Customers*	81.04		28.15	
Unclaimed dividend	6.57		7.09	
Statutory dues	424.08		388.74	
Other provisions (expenses payable)	242.31		218.19	
		1800.83		1845.40
TOTAL		1800.83		1845.40

* Amount received for supply of goods/material and outstanding amount does not exceed the period of 365 days.

17 CURRENT PROVISIONS

(Amount in Lakhs)

	As at 31st March 2022		As at 31st March 2021	
Provision for employee benefits				
Salary & Reimbursements	251.60		247.19	
Leave Encashment	22.94		14.30	
Contribution to EPF	50.92		49.53	
Superannuation	4.28		4.23	
Annual Bonus	129.89		129.97	
		459.63		445.22
TOTAL		459.63		445.22

18 CURRENT TAX LIABILITY (NET)

(Amount in Lakhs)

	As at 31st March 2022		As at 31st March 2021	
PROVISION FOR INCOME TAX	943.43		122.62	
LESS TDS AND TCS	49.64	893.79	19.76	102.86
TOTAL		893.79		102.86

19 REVENUE FROM OPERATIONS

(Amount in Lakhs)

	2021-22	2020-21
Sale of products	61513.05	41729.23
Less: Rebate & Discount	226.80	187.16
TOTAL	61286.25	41542.07

Notes to Financial Statements for the period ended 31st March 2022

19.1 PARTICULARS OF SALE OF PRODUCTS

(Amount in Lakhs)

	2021-22	2020-21
Kraft Paper	31953.87	22229.64
Writing & Printing Paper	29065.43	19243.33
Ash/Sludge or Others	402.39	195.75
Sale of iron scrap	91.36	60.52
TOTAL	61513.05	41729.24

19.2 INFORMATION ABOUT MAJOR CUSTOMERS

No customer represents 10% or more of the Company's total revenue during the year ended 31st March 2022. (31st March 2021 :NIL)

20 OTHER INCOME

(Amount in Lakhs)

	2021-22	2020-21
Interest Income	121.77	116.28
Duty Draw Back Incentive	-	-
Dividend Income	-	-
Profit on sale of fixed assets	21.18	5.89
Short & excess recoveries	0.13	0.07
MEIS Incentives	-	-
PMRPY (BENEFIT)	0.32	2.23
TOTAL	143.40	124.47

21 COST OF MATERIALS CONSUMED

(Amount in Lakhs)

	2021-22		2020-21	
	Amount	Consumption Percentage	Amount	Consumption Percentage
Imported	2533.59	5.65	2314.43	8.10
Indigenous	42343.06	94.35	26275.37	91.90
TOTAL	44876.65	100	28589.80	100

21.1 PARTICULARS OF MATERIAL CONSUMED

(Amount in Lakhs)

	2021-22		2020-21	
Raw Materials	29461.29		19072.29	
Fuel	8412.88		5133.54	
Chemicals	7002.48	44876.65	4383.97	28589.80
TOTAL		44876.65		28589.80

Notes to Financial Statements for the period ended 31st March 2022

22 CHANGES IN INVENTORIES OF FINISHED GOODS & STOCK IN PROCESS

(Amount in Lakhs)

	2021-22	2020-21
Inventories (At close)		
- Finished Goods	1051.50	405.97
- Semi Finished Goods and Goods in process	814.63	498.47
	1866.13	904.44
Inventories (At commencement)		
- Finished Goods	405.97	757.05
- Semi Finished Goods and Goods in process	498.47	730.07
	904.44	1487.12
TOTAL	(961.69)	582.68

23 EMPLOYEE BENEFITS EXPENSE

(Amount in Lakhs)

	2021-22	2020-21
Bonus to Staff	16.94	17.23
Bonus to Workers	106.57	106.41
Contribution towards Gratuity Fund	87.58	101.77
Conveyance Allowance	0.53	0.55
News Paper & Periodical Allowance	11.93	9.18
Directors' Remuneration	752.95	747.78
E.D.L.I. Charges	7.24	10.40
E.S.I.	35.20	35.00
Labour & Staff Welfare	35.37	25.25
Leave Encashment	85.77	(144.81)
EPF & Administrative Charges	304.97	301.22
Production Staff Salaries	2071.43	2055.48
Salaries Adm. Staff	914.03	909.73
Wages	41.64	43.68
TOTAL	4472.15	4218.87

23.1 As per IND AS 19 "Employee benefits", the disclosures are given below:

Defined Benefit Plan

The employees' gratuity fund scheme managed by trust is a defined benefit plan. The present value of obligation is determined based on Actuarial Valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is determined based on Actuarial valuation using Projected Unit Credit Method

Notes to Financial Statements for the period ended 31st March 2022

I) Reconciliation of opening and closing balances of Defined Benefit Obligation

(Amount in Lakhs)

	Gratuity (Funded)		Leave Encashment (Un-Funded)	
	2021-22	2020-21	2021-22	2020-21
Defined Benefit Obligation at the beginning of Year	1113.67	1132.19	151.31	313.95
Current service cost	85.83	81.14	30.63	16.90
Interest Cost	77.07	78.35	10.47	21.72
Past Service Cost	-	-	-	-
Actuarial (Gain)/Loss	2.21	(73.85)	44.67	(183.43)
Benefits paid	(160.31)	(104.16)	(16.23)	(17.83)
Defined Benefit Obligation at the Year end	1118.47	1113.67	220.85	151.31

II) Reconciliation of opening and closing balances of Fair Value of Plan Assets

(Amount in Lakhs)

	Gratuity (Funded)	
	2021-22	2020-21
Fair Value of Plan Assets at the beginning of year	1088.46	949.81
Actual return on plan Assets	63.34	68.43
Employer Contribution	87.05	174.38
Benefits paid	(160.31)	(104.16)
Fair Value of Plan Assets at year end	1078.54	1088.46

III) Reconciliation of Fair Value and Obligations

(Amount in Lakhs)

	Gratuity (Funded)		Leave Encashment (Un-Funded)	
	2021-22	2020-21	2021-22	2020-21
Fair Value of Obligation	1118.47	1113.67	220.85	151.31
Funded status/difference	(39.93)	(25.21)	(220.85)	(151.31)
Fair Value of Plan Assets at the end of the year	1078.54	1088.46	0.00	0.00
Amount recognized in Balance Sheet	(39.93)	(25.21)	(220.85)	(151.31)

IV) The charge to the statement of profit and loss comprises

(Amount in Lakhs)

	Gratuity (Funded)		Leave Encashment (Un-Funded)	
	2021-22	2020-21	2021-22	2020-21
a) Employee Benefit Expenses:-				
Current Service Cost	85.83	81.14	30.63	16.90
Past service cost	-	-	-	-
Interest Cost on defined benefits obligation	77.07	78.35	10.47	21.72
Interest Income on plan assets	(75.32)	(57.72)		
Net Actuarial (Gain)/Loss	-	-	44.67	(183.43)
Net impact on profit before tax	87.58	101.77	85.77	(144.81)

Notes to Financial Statements for the period ended 31st March 2022

(Amount in Lakhs)

	Gratuity (Funded)	
	2021-22	2020-21
b) Remeasurement of the net defined benefit plans:-		
Net cumulative unrecognized actuarial gain/(loss) opening	-	-
Actuarial gain/(loss) for the year on PBO	(2.21)	73.85
Actuarial gain/(loss) for the year on Assets	(11.98)	2.70
Net Impact on other Comprehensive income before tax	(14.19)	76.55

V) Actuarial Gain/(loss) on plan assets

(Amount in Lakhs)

	Gratuity (Funded)	
	2021-22	2020-21
Expected interest income	75.32	65.73
Actual Income on plan assets	63.34	68.43
Actuarial gain/(loss) on plan assets during the year	(11.98)	2.70

VI) Actuarial (Gain)/loss on Obligation

(Amount in Lakhs)

	Gratuity (Funded)		Leave Encashment	
	2021-22	2020-21	2021-22	2020-21
Actuarial (gain)/loss on arising from change in demographic assumption	-	-	-	-
Actuarial (gain)/loss on arising from change in financial assumption	-	-	-	-
Actuarial (gain)/loss on arising from change in experience adjustment	(2.21)	73.85	44.67	(183.43)
Actuarial (gain)/loss on plan assets during the year	(2.21)	73.85	44.67	(183.43)

VII) Investments Details

(Amount in Lakhs)

	% Invested	
	As at 31st March 2022	As at 31st March 2021
GOI Securities	-	-
Public Securities	-	-
State Government Securities	-	-
Insurance Policies	-	-
Others(including Bank Balances)	100	100
TOTAL	100	100

Notes to Financial Statements for the period ended 31st March 2022

VIII) Actuarial Assumptions

(Amount in Lakhs)

	Gratuity (Funded)		Leave Encashment (Un-Funded)	
	2021-22	2020-21	2021-22	2020-21
Mortality Table(LIC)	IALM (2012-14)	IALM (2012-14)	IALM (2012-14)	IALM (2012-14)
Discounting rate (per annum)	7.23%	6.92%	6.92%	6.92%
Expected rate of return on Plan Assets(per annum)				
Kraft Paper Unit	6.92%	7.65%	-	-
Writing & Printing Paper Unit	6.92%	7.65%	-	-
Future salary Increase (per annum)	5.50%	5.50%	5.50%	5.50%

The Estimates of salary growth rate is considered in actuarial valuation, taking into account inflation, seniority, promotion and other relevant factors on long term basis.

The discount rate is generally based upon the market yields available on Government Bonds at the accounting date with a term that matches that of the liabilities.

24 FINANCE COSTS

(Amount in Lakhs)

	2021-22	2020-21
Interest on Working Capital	440.70	420.84
Interest on Term Loans	141.31	126.65
Bank Charges	15.99	23.40
Interest on Others	11.27	9.65
TOTAL	609.27	580.54

25 OTHER EXPENSES

(Amount in Lakhs)

	2021-22	2020-21
Manufacturing Expenses		
Consumable Stores & Electric Repairs	1005.86	778.55
E.T.P. Expenses	178.74	90.70
Land Rent Expenses	5.34	2.78
Packing Material Consumed	1030.61	828.59
Power	2128.86	2132.26
Repairs to Building	102.19	96.15
Repairs to Machinery	1144.56	875.03
Testing Charges	12.01	12.76
Tractor Running & maintenance	54.60	40.24
	5662.77	4857.06
Selling & Distribution Expenses		
Advertisement & Publicity	3.27	2.85
Business/ Sales Promotion	17.48	2.29
Commission Paid	242.37	231.09
Freight & Forwarding	76.03	60.31
	339.15	296.54

Notes to Financial Statements for the period ended 31st March 2022

(Amount in Lakhs)

	2021-22		2020-21	
Establishment Expenses				
Directors' Meeting Fees	5.00		6.00	
Travelling & Conveyance	44.91		37.02	
Rent	2.53		3.74	
Water & Electricity Expenses	2.15		1.84	
Postage & Courier	4.46		3.74	
Printing & Stationery	5.85		6.01	
Corporate Social Responsibility (CSR)	63.34		97.40	
Donation	0.15		2.24	
Bad Debts	0.00		65.11	
Telephone Expenses	13.88		10.95	
Legal & Consultancy Expenses	46.39		40.07	
Vehicle Running & Maintenance	59.14		28.44	
Bus Running & Maintenance	38.95		14.47	
Repairs & Maintenance others	56.71		51.33	
Insurance	158.52		141.09	
News Papers & Periodicals	0.36		0.41	
Auditors Remuneration				
- Statutory Audit	2.60		2.40	
- Internal Audit	6.60		6.00	
- Cost Audit	0.70		0.70	
- GST Audit	0.00		1.40	
- Audit Expenses	2.27		2.41	
Fees and Taxes	11.32		18.81	
Filling Fee	0.19		0.14	
Subscription	3.83		2.62	
Export Exps.	2.22		0.00	
		532.07		544.34
TOTAL		6533.99		5697.94

25.1 VALUE OF STORES, CONSUMABLES AND PACKING MATERIAL CONSUMED

(Amount in Lakhs)

	2021-22		2020-21	
	Amount	Consumption Percentage	Amount	Consumption Percentage
Imported	149.89	4.71	135.57	5.46
Indigenous	3031.14	95.29	2346.60	94.54
TOTAL	3181.03	100	2482.17	100

Notes to Financial Statements for the period ended 31st March 2022

25.2 VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF

(Amount in Lakhs)

	2021-22	2020-21
Raw Materials and Chemicals	2836.67	1750.63
Stores, Consumables and Packing materials	229.44	90.31
Plant & Machinery	150.00	652.46

25.3 PAYMENTS TO AUDITORS AS

(Amount in Lakhs)

	2021-22	2020-21
Statutory & Tax Audit Fees	2.60	2.40
Reimbursement of Expenses	0.11	0.05
Cost Audit Fees	0.70	0.70
TOTAL	3.41	3.15

25.4 EXPENDITURE IN FOREIGN CURRENCY:

(Amount in Lakhs)

	2021-22	2020-21
Royalty ,know-how, professional and consultation fee	-	-
Interest and other matters	-	-
Foreign Travelling	-	-
Machinery Spares including Advances	188.06	114.05
Machinery Purchase	150.00	413.71

26 EARNINGS PER SHARE (EPS)

(Amount in Lakhs)

	2021-22	2020-21
i) Net Profit after tax as per Statement of profit and Loss attributable to Equity shareholders	3309.37	499.48
ii) Weighted Average number of equity share used as denominator for calculating Basic EPS	25204304	24251804
iii) Basic Earning per share	13.13	2.06
iv) Weighted Average number of equity share used as denominator for calculating Diluted EPS as per treasury stock method	25673480	24251804
v) Diluted Earning per share	12.89	2.06
vi) Face Value per equity share	10.00	10.00

27 EARNINGS IN FOREIGN EXCHANGE

(Amount in Lakhs)

	2021-22	2020-21
FOB value of exports	15.89	7.37

Notes to Financial Statements for the period ended 31st March 2022

28 RELATED PARTY DISCLOSURES :

Rs.in lakhs

As per IND AS 24, the disclosure of transactions with the related parties are given below:

- i) List of related parties where control exists and related parties with whom transactions have taken place and relationship:

Name of Related Party	Relationship	
Shri Umesh Chander Garg	Key Managerial Personnel	
Shri Subhash Chander Garg		
Shri Jatinder Singh		
Shri Vipin Gupta		
Shri Vishav Sethi		
Shri Dalbir Singh	Independent Directors	
Shri Avtar Singh Bajwa		
Shri Surinder Kumar Gupta		
Shri Swatantar Kumar Dewan		
Smt. Suhasini Yadav		
Sirmour Hotels Private Limited	Enterprises in which Key Managerial Personnel holds directorship	
Jasmer Foods Private Limited		
RPL Employees Gratuity Fund	Post Employment Benefits Plans	
Ruchira Charitable Trust	Enterprises over which Key Management Personnel (KMP) is able to exercise significant influence or control	
Ruchira Packaging Products Private Limited		
Ruchira Printing & Packaging	Enterprises of Relatives of Key Managerial Personnel	
Ruchira Green Earth Private Limited		
Jasmer Pack Limited		
Jasmer Packer		
Well Pack Industries		
Tirlokpur Boards Private Limited		
York Cellulose Private Limited		
Smt. Parveen Garg		Relatives of Key Managerial Personnel holding office or place of profit.
Sh. Deepan Garg		
Sh. Jagdeep Singh		
Sh. Dajeet Singh Mandhan		
Sh. Lucky Garg		
Smt. Ruchica G Kumar		
Sh. Atul Garg		
Ms. Radhika Garg		

Notes to Financial Statements for the period ended 31st March 2022

ii a) Transactions during the Period ended 31st March 2022 with related parties:

(Excluding reimbursements)

	Sales of finished goods	Purchase of raw /packing material	Interest received on delayed payments	Closing Balance
Ruchira Packaging Products Private Limited	2932.35	474.00	8.80	289.83
	<i>2240.23</i>	<i>254.98</i>	<i>2.13</i>	<i>116.73</i>
Ruchira Printing & Packaging	142.62	257.40	-	-
	<i>69.26</i>	<i>222.59</i>	-	<i>(19.32)</i>
Jasmer Pack Limited	4715.92	554.74	89.86	998.56
	<i>3149.31</i>	<i>312.19</i>	<i>21.97</i>	<i>695.81</i>
Jasmer Packer	-	1.55	-	-
	<i>387.35</i>	<i>10.92</i>	<i>0.87</i>	<i>78.80</i>
Well Pack Industries	716.68	253.80	32.91	304.33
	<i>517.61</i>	<i>226.65</i>	<i>28.18</i>	<i>336.89</i>
Jasmer Foods Private Limited	-	-	-	-
	<i>0.09</i>	<i>0.90</i>	-	<i>(0.82)</i>
York Cellulose Private Limited	0.14	3.22	-	(2.19)
	<i>0.02</i>	<i>1.61</i>	-	<i>(0.68)</i>

Note :Figures in italic represents previous year's amount.

ii b) Transactions with Key Managerial Personnel:

(Amount in Lakhs)

	Salary and Allowances		Reimbursements	
	2021-22	2020-21	2021-22	2020-21
Shri Umesh Chander Garg	230.40	230.40	4.46	4.25
Shri Subhash Chander Garg	230.40	230.40	21.34	5.52
Shri Jatinder Singh	230.40	230.40	17.40	8.40
Shri Vipin Gupta	61.76	56.58	1.82	1.21
Shri Vishav Sethi	16.66	14.90	0.81	0.50

ii c) Transactions with the Relatives of Key Managerial Personnel holding office or place of profit.

(Amount in Lakhs)

	Salary and Allowances		Reimbursements	
	2021-22	2020-21	2021-22	2020-21
Smt. Parveen Garg	55.20	55.20	0.00	0.21
Sh. Deepan Garg	55.20	55.20	1.12	1.15
Sh. Jagdeep Singh	55.20	55.20	2.82	0.32
Sh. Daljeet Singh Mandhan	55.20	55.20	3.22	0.16
Sh. Lucky Garg	55.20	55.20	-	-
Sh. Atul Garg	55.20	55.20	-	-
Smt Ruchica G Kumar	55.20	55.20	1.28	0.37
Ms. Radhika Garg	55.20	55.20	4.39	0.07

Notes to Financial Statements for the period ended 31st March 2022

ii d) Transactions with Independent Directors.

(Amount in Lakhs)

	Salary and Allowances		Reimbursements	
	2021-22	2020-21	2021-22	2020-21
Shri Dalbir Singh	1.00	1.20	-	-
Shri Avtar Singh Bajwa	1.00	1.20	-	-
Shri Surinder Kumar Gupta	1.00	1.20	-	-
Shri Swatantar Kumar Dewan	1.00	1.20	-	-
Ms. Suhasini Yadav	1.00	1.20	-	-

29 SEGMENT INFORMATION

Primary segment information:

The Company operates in only one main segment i.e. manufacturing of Paper

Secondary segment information:

(Amount in Lakhs)

	2021-22	2020-21
Segment Revenue		
India	60507.91	41217.41
Overseas	1005.14	511.82
TOTAL	61513.05	41729.23

30 CONTINGENT LIABILITIES AND COMMITMENTS

(Amount in Lakhs)

	31st March 2022	31st March 2021
Contingent Liabilities		
(A) Claims against the Company/disputed liabilities not acknowledged as debts		
In respect of Excise Duty demand raised, which in the opinion of the Management are not tenable and are under appeal at Custom, Excise & Service Tax Appellate Tribunal, New Delhi.	Nil	Nil
(B) Guarantees		
Outstanding guarantees furnished to various banks in respect of the guarantees given by those banks in favour of various government authorities and others including Letters of Credits	145.99	151.99
Commitments		
(A) Estimated amount of contracts remains to be executed on capital account (Net of advances)	-----	-----

Notes to Financial Statements for the period ended 31st March 2022

31 CORPORATE SOCIAL RESPONSIBILITY

(Amount in Lakhs)

	31st March 2022		31st March 2021	
	Spent	Yet to Spent (Transferred to Unpaid CSR Account) on Ongoing Project	Spent	Yet to Spent (Transferred to Unpaid CSR Account) on Ongoing Project
a. Gross amount required to be spent by the Company during the year as per the provisions of Section 135 of the Companies, 2013	62.68		97.39	
b. Amount spent during the year on				
Construction/acquisition of any asset	Nil	Nil	Nil	Nil
On purpose other than above	63.34	-	49.57	47.83
Excess spent during the year	0.66	-	-	-

The previous year figures have been regrouped/reclassified, wherever necessary to confirm to the current year presentation.

32 Trade Receivables Ageing Schedule

Particulars	Outstanding as on 31st March 2021 for following periods from the due date of payment					
	Less Than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More Than 3Years	Total
(i) Undisputed Trade Receivables- Considered Good	6186.10	168.54	1.55	3.00	134.28	6493.47
(ii) Undisputed Trade Receivables- Considered Doubtful						
(iii) Disputed Trade Receivables- Considered Good						
(iv) Disputed Trade Receivables- Considered Doubtful						

Particulars	Outstanding as on 31st March 2022 for following periods from the due date of payment					
	Less Than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More Than 3Years	Total
(i) Undisputed Trade Receivables- Considered Good	6755.71	63.17	21.29	5.34	88.43	6933.94
(ii) Undisputed Trade Receivables- Considered Doubtful						
(iii) Disputed Trade Receivables- Considered Good						
(iv) Disputed Trade Receivables- Considered Doubtful						

Notes to Financial Statements for the period ended 31st March 2022

33 Trade Payables Ageing Schedule

Particulars	Outstanding as on 31st March 2021 for following periods from the due date of payment				
	Less Than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	Total
(i) MSME Creditors	661.09				661.09
(ii) Other Creditors	1470.69				1470.69
(iii) MSME Creditors - Disputed					
(iv) Other Creditors - Disputed					

Particulars	Outstanding as on 31st March 2021 for following periods from the due date of payment				
	Less Than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	Total
(i) MSME Creditors	824.89				824.89
(ii) Other Creditors	1681.30				1681.30
(iii) MSME Creditors - Disputed					
(iv) Other Creditors - Disputed					

Notes to Financial Statements for the period ended 31st March 2022

RATIOS

Ratio	Ratio Formula	Year 2021-22	Year 2020-21	Variance %	Explanation of Variance
Current Ratio	Current Assets/ Current Liabilities	1.77	1.58	12.03	Growth in Revenue along with improved operating efficiencies in business resulting in higher current assets and lower current liability.
Debt Equity Ratio	Total Debts/ Shareholders Equity	0.06	0.10	(40.00)	Repayment of terms loans availed in previous financial year
Debt Service Coverage Ratio	Earning available for debt service(i.e Net Profit after tax + Interest + Depreciation and Amortisation Expenses + Loss on sale of PPE -Profit on sale of PPE)/Debt Service (i.e Interest Payments +Principal Repayments)	2.48	0.78	217.95	Significant increase in profitability, and reduction in debts
Return on Equity Ratio (%)	Profit for the year/ Average Shareholder Equity	14.39	2.29	528.38	Significant increase in profitability.
Inventory Turnover Ratio	Cost of Goods Sold / Average Inventory	56	64	(12.50)	
Trade Receivable Turnover Ratio	Revenue from Operations / Average Trade Receivables	41	57	(28.07)	
Trade Payable Turnover Ratio	Purchase of Raw Materials /Average Trade Payables	21	27	(22.22)	
Net Capital Turnover Ratio	Revenue from Operations / Working Capital (i.e Current Assets- Current Liabilities)	7.74	7.56	2.38	Increase in Revenue
Net Profit Ratio (%)	Net Profit for the year/ Revenue from Operations	7.27	1.49	387.92	Significant increase in profitability together with higher value added products and optimization of product and customer mix.
Return on Capital Employed (%)	Earning before interest & Taxes /Capital Employed (i.e Total Equity+ Borrowings including Accrued Interest)	14.18	3.74	279.14	Significant increase in profitability.
Return on Investment (%)	Profit After Tax/Total Assets	7.20	1.21	495.04	Significant increase in profitability.

Significant Event after the reporting period

The Board of Directors as recommended a dividend of Rs 2/- per share for the year 2021-22 (March 31st, 2021 Re 1/- per share) subject to approval by the shareholders at the ensuing Annual General Meeting of the company, No liability has been recognised as at March 31st 2022.

There were no other significant adjusting events that occur subsequent to the reporting period other than events disclosed in the relevant notes.

NOTICE

NOTICE is hereby given that the 42nd ANNUAL GENERAL MEETING of Members of RUCHIRA PAPERS LIMITED will be held on Thursday, 29th September 2022 at 12.00 PM through Video Conferencing (VC)/ Other Audio Visual means (OAVM) 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 2022 together with the reports of Board of Directors and Independent Auditor's thereon.
2. To declare a dividend on equity shares for the financial year ended 31st March 2022.
3. To appoint a Director in place of Mr. Subhash Chander Garg (DIN: 01593104), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Issue of Bonus Shares by way of capitalization of Reserves and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") [including any statutory modification(s) or reenactment(s) thereof, for the time being in force] and other applicable regulations, rules and guidelines issued by SEBI, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company ("the Board"), which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of a sum not exceeding 2,71,31,810/- (Rupees Two Crore Seventy One Lakh Thirty One thousand Eight Hundred Ten

Only) from and Out of free reserves and/or securities premium account for the purpose of issue of bonus equity shares of Rs. 10/- (Rupees Ten only) each, credited as fully paid-up equity shares to the holders of existing equity share(s) of the company whose names appear in the Register of Members on a 'Record Date' to be determined by the Board for this purpose, in the proportion of 1:10 i.e. 1 (One) new fully paid-up equity share of Rs. 10/- (Rupees Ten only) each for every 10 (Ten) existing fully paid-up equity shares of Rs.10/- (Rupees Ten only) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board of Directors who would hold them in trust for such Members and shall, as soon as possible, sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expense in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT in the case of Members who hold equity shares or opt to receive equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the share certificate(s) in respect of the bonus equity shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) and other Foreign Investors, shall be subject to the compliance of Foreign Exchange Management Act / RBI / other regulatory approvals as may be necessary in this regard.

RESOLVED FURTHER THAT Mr. Vipin Gupta, CFO and Executive Director and/or Company Secretary be and are hereby severally authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the shares of the Company are presently listed as per the provisions of the SEBI LODR Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Vipin Gupta, CFO and Executive Director and/or Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt whatsoever that may arise with regard to issue, allotment, distribution and listing of shares as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

5. **Ratification of remuneration of Cost Auditor for the financial year ending 31st March 2023 and in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the members be and is hereby accorded for ratification of remuneration of Rs.75,000/- (Rupees Seventy Five 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 2023."

6. **Approval for Material Related Party Transaction(s) and in this regard, to consider and, if thought fit, to pass 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 SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") read with SEBI Circulars SEBI/HO/CFD/CMD1/ CIR/P/2022/40 dated March 30, 2022 and SEBI/HO/CFD/ CMD1/CIR/P/2022/47 dated April 8, 2022 and other relevant circulars ("SEBI Circulars") and the Company's policy on Related Party Transactions and based on recommendation of the Audit Committee and the Board of Directors, consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into material Contract(s)/Arrangement(s)/ Transaction(s), including any modifications, alternations or amendments thereto, as mentioned in detail in the Explanatory Statement annexed herewith, with Jasmer Pack Limited, a related party within the meaning of section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase of raw material and sale of Finished goods/scrap/ other by-product(s), on such term(s) and condition(s) as Audit committee and/or Board of Directors may deem fit, up to maximum aggregate value of Rs. 100 Crore (Rupees Hundred Crore Only) during the F.Y. 2022-23, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

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.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the forgoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

7. **To fix the managerial remuneration of Mr. Vipin Gupta, CFO & Executive Director and in this regard, to consider and, if thought fit, to pass the following resolution as a Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 197 read with Part I and Section II of Part II of Schedule V and other applicable provisions, if any,

of the Companies Act, 2013, applicable clauses of the Articles of Association of the Company, pursuant to recommendation of the Audit Committee and Nomination & Remuneration Committee, and subject to other requisite approvals, if any, the consent of the members be and is hereby accorded to fix the managerial remuneration of Mr. Vipin Gupta, CFO & Executive Director of the Company, w.e.f. 1st June 2022 for the period of One Year i.e. up to 31st May 2023 on such terms and conditions including remuneration, in case of absence of profits or if the Company has inadequate profits, as stated below:

- Basic Pay: Rs. 5,10,000/- P.M (Rs. Five 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 as per provisions of payment of Gratuity Act, 1972.

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 & 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."

8. **To approve the appointment and remuneration of Mrs. Ruchica Garg Kumar as Whole Time Director and in this regard, to consider and, if thought fit, to pass 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 appointment of Mrs. Ruchica Garg Kumar (DIN:09705909), Whole Time Director designated as Director Marketing of the company, for a period of 5 (five) years commencing from 01st October 2022 till 30th September 2027, 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 Mrs. Ruchica Garg Kumar for the period of 3 (Three) years with effect 01st October 2022 till 30th September 2025, 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. 4,00,000/- (Rs. Four Lakh Only) per month.
- House Rent Allowance @ 15% of the Basic Salary.
- 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 as per provisions of payment of Gratuity Act, 1972.

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 approve the appointment and remuneration of Mr. Deepan Garg as Whole Time Director and in this regard, to consider and, if thought fit, to pass 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 appointment of Mr. Deepan Garg (DIN: 01593003), Whole Time Director designated as Director Technical of the company, for a period of 5 (five) years commencing from 01st October 2022 till 30th September 2027, 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. Deepan Garg for the period of 3 (Three) years with effect 01st October 2022 till 30th September 2025, 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. 4,00,000/- (Rs. Four Lakh Only) per month.
- House Rent Allowance @ 15% of the Basic Salary.
- 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 as per provisions of payment of Gratuity Act, 1972.

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 approve the appointment and remuneration of Mr. Daljeet Singh Mandhan as Whole Time Director and in this regard, to consider and, if thought fit, to pass 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 appointment of Mr. Daljeet Singh Mandhan (DIN: 02633421), Whole Time Director designated as Director Commercial of the company, for a period of 5 (five) years commencing from 01st October 2022 till 30th September 2027, 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. Daljeet Singh Mandhan for the period of 3 (Three) years with effect 01st October 2022 till 30th September 2025, 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. 4,00,000/- (Rs. Four Lakh Only) per month.
- House Rent Allowance @ 15% of the Basic Salary.
- 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 as per provisions of payment of Gratuity Act, 1972.

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 appoint Mr. Ashwani Kumar Agarwal as Non-Executive Independent Director and in this regard, to consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Ashwani Kumar Agarwal (DIN 09704732), be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 01st October 2022 till 30th September 2027 on the Board 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.”

12. To appoint Mr. Kapil Gupta as Non-Executive Independent Director and in this regard, to consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including

any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Kapil Gupta (DIN 00650724), be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 01st October 2022 till 30th September 2027 on the Board 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.”

Place: Kala-Amb (HP)
Date: 30th August 2022

Registered Office:
Tirlokpur Road, Kala Amb
Distt: Sirmaur, H.P-173030

By order of the Board For Ruchira Papers Limited

Iqbal Singh
Company Secretary
CIN: L21012HP1980PLC004336
Website: www.ruchirapapers.com

NOTES:-

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2022, 13 January 2021 and 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 15 January 2021 and 12 May 2020 permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM.
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 ANNUAL GENERAL MEETING IS ANNEXED HERETO.
3. The Cut off Date for E-voting will be 22.09.2022 for the purpose of AGM for the year ended 31st March 2022.
4. The Dividend of Rs.2 per equity share of Rs.10 each i.e. (20%), If declared by the members at the AGM, will be paid subject to deduction of income tax at source ('TDS'), wherever applicable, on or after Wednesday, 12th October 2022 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 Saturday 10th September 2022; 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 Saturday 10th September 2022;
5. The deemed venue for 42nd AGM shall be the registered office of the Company.
6. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to sanjay_garg2001@yahoo.com with a copy marked to company at cs@ruchirapapers.com.
8. Brief details of the directors, who are seeking appointment/re-appointment, 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.
9. The facility of joining the AGM through VC/OAVM will be opened 30 minutes before and will remain open upto 15 minutes after the scheduled start time of the AGM, and will be available for 1,000 members on a first-come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors etc.
10. Institutional Investors, who are members of the Company are encouraged to attend and vote at the 42nd AGM of the Company.
11. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. 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 Linkintime.
13. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2021-22 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the

aforesaid MCA Circulars and circular issued by SEBI dated May 5, 2022 January 15, 2021 and May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2021-22 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. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

14. 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.
15. SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form. The Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form and requesting them to demat their physical holdings.
16. 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.
17. In 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 AGM.
18. The statutory documents of the Company and/or the documents referred to in this Notice shall be available for inspection by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect can send an email at cs@ruchirapapers.com.
19. For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance at cs@ruchirapapers.com up to 26th September 2022 mentioning their name, demat account no./Folio no., e-mail Id, mobile number etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.
20. 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.
21. SEBI has, vide the Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, mandated the furnishing of PAN, Address with PIN, email address, mobile number, bank account details and nomination by holders of physical securities. Folios, wherein any one of the cited document / details are not available on or after April 1, 2023, shall be frozen by the Registrars and Transfer Agent of the Company (RTA). The Shareholders are hereby requested to kindly furnish their PAN, Address with PIN, email address, mobile number, bank account details and nomination by holders of physical securities. The forms are duly available on the official website of the Company at <https://www.ruchirapapers.com>.
22. 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.
23. 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.

24. 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, 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. The unpaid interim dividend amount for the year ended 31st March 2014, has already been transferred to Investor Education and Protection Fund on dated 13.11.2021.
25. 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/ 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).
26. 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 06.00 PM (IST), 15th

September 2022. 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 06.00 PM (IST), 15th September 2022.

27. For more details on shareholders' matters, please refer to the chapter on General Shareholder Information, included in the Annual Report.
28. Since the meeting will be conducted through VC/OAVM facility, the Route Map is not annexed in this Notice.
29. 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 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 AGM ("remote e-voting") will be provided by the Link Intime India Private Limited (LI IPL).

The facility for e-voting shall also be made available during the AGM and the members attending the AGM through VC/OVAM, who have not already cast their vote by remote e-voting, may exercise their right to vote during the AGM through the LI IPL portal.

The remote e-voting period begins on Monday, 26th September 2022 (9.00 a.m) and ends on Wednesday, 28th September 2022 (5.00 p.m). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the close of working hours on Thursday, 22nd September 2022 ('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. Instructions for e-voting and joining the Annual General Meeting are as follows:

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. 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 and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website

for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL
 1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding

securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

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 physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

*Shareholders holding shares in NSDL form, shall provide '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).

* Click "confirm" (Your password is now generated).

3. Click on 'Login' under 'SHARE HOLDER' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. 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).
4. 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.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for 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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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".

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
- Select the "Company" and 'Event Date' and register with your following details: -
 - A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company

- B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/

Company shall use the sequence number provided to you, if applicable.

- C. Mobile No.: Enter your mobile number.
- D. Email ID: Enter your email id, as recorded with your DP/Company.

- Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 5 working days in advance with the company on email id at cs@ruchirapapers.com
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you

will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Other Instructions:

- a) 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 voting at the AGM and remote e-voting process in a fair and transparent manner.
- b) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast prior to the AGM) and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same.
- c) The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.ruchirapapers.com and on the website of Link Intime <https://instavote.linkintime.co.in> immediately. The Company shall simultaneously communicate the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

ANNEXURE TO THE NOTICE

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

ITEM NO. 04:

In appreciation of continuing support from shareholders of the Company, as recommended by the Audit, the Board of Directors at its meeting held on 30th August 2022, subject to consent of the Members of the Company, approved and recommended issue of bonus equity share of Rs. 10/- (Rupees Ten only) each as fully paid-up to eligible members of the Company in the proportion of 1:10 i.e. 1 (One) new fully paid-up equity share of Rs. 10/- (Rupees Ten only) each for every 10 (Ten) existing fully paid-up equity shares of Rs.10/- (Rupees Ten only) each held by them, by capitalizing a sum not exceeding Rs. 2,71,31,810/- (Rupees Two Crore Seventy One Lakh Thirty One Thousand Eight Hundred Ten only) out of Free reserves and securities premium account of the Company.

Articles of Association of the Company permits capitalization out of securities premium account for the purpose of issue of bonus equity shares. In case of fractional entitlements arising out of the issue of bonus equity shares, the Board will make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to allotment of total number of new equity shares representing such fractions to a person(s) to be appointed by the Board who would hold them in trust for such Members and shall, as soon as possible, sell such equity shares at the prevailing market rate and the net sale proceeds of such shares, after adjusting the cost and the expense in respect thereof, shall be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus shares of the Company requires approval of the Members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the passing of Ordinary Resolution set forth at Item Nos. 4 of the notice for approval by the members.

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 2023.

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 2023 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.

The Board recommends the passing of Ordinary Resolution set forth at Item Nos. 5 of the notice for approval by the members.

ITEM NO. 6:

Approval of Material Related Party Transactions under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ('LODR Regulations') was amended vide notification dated November 9, 2021, related party transactions (RPTs) and the materiality threshold for seeking shareholder approval with effect from April 1, 2022, i.e. if transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. The Material Related Party Transactions requires approval of the Shareholders by passing an Ordinary Resolution and in respect of voting on such resolution(s), all the related parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not, pursuant to Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Jasmer Pack Limited is Related Party as defined under Section 2 (76) of the Companies Act, 2013 and/ or under applicable accounting standards.

Your Company is engaged in the manufacturing of kraft paper which is used in packaging industry and Jasmer Pack Ltd is engaged in Manufacturing, supplying and trading a wide range of high quality cardboard and corrugated boxes, Considering the nature of business of your Company and the transactions with Jasmer Pack Ltd are of continuous in nature and are being made in the Ordinary Course of Business at an arm's length basis.

Hence approval of the Shareholders is being sought as the value of transaction(s) may exceeds the materiality threshold limit, as provided under the SEBI (LODR) Regulations, 2015, your approval is being sought for the Related Party Transactions as set out in the resolution for the financial year 2022-23. The other related information as envisaged under the Act and SEBI Regulations, 2015 are furnished hereunder:

Sl. No.	Description	Details of proposed RPTs between the company and Jasmer Pack Ltd
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Jasmer Pack Limited, Relationship- Directors and Shareholders of Jasmer Pack Ltd are relatives of Mr. Jatinder Singh Promoter and Director of Ruchira Papers Limited.
2	Type, material terms and particulars of the proposed transactions	Sale of Finished Goods/scrap/other by-product(s) and Purchase of Raw Material/packing material
3	Tenure of the proposed transaction (particular tenure shall be specified);	The Contact/agreement/arrangement shall be for a period of one year and shall be extended for further periods as mutually agreed by the parties.
4	Value of the proposed transaction;	100 crore
5	The percentage of the company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	16.32%
6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: nature of indebtedness, cost of funds and tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable
7	Name of the Director or KMP who is related, if any	None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested financially or otherwise in the Item No. 6 of the Notice, except Mr. Jatinder Singh, Whole Time director and Mr. Daljeet Singh, Proposed Whole Time Director is concerned or interested in the transaction entered between this Company.

The Board recommends the passing of Ordinary Resolution set forth at Item Nos. 06 of the notice for approval by the members.

ITEM NO. 07

Mr. Vipin Gupta was re-appointed as Whole Time Director of the Company at the Annual General Meeting of the Company held on 28th September 2021, for the period of five years w.e.f. 01st November 2021. 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 27th May 2022, on the recommendation of Nomination and Remuneration Committee and Audit Committee fixed the remuneration payable to Mr. Vipin Gupta for the period of One (1) Year effective from 01st June 2022, subject to approval of the shareholders. The detail of remuneration is mentioned in the resolution as mentioned in Item No. 7 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 AGM Notice.

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

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

- (i) the proposed remuneration has been approved by Nomination and Remuneration Committee and the Board;
- (ii) the Company has not defaulted in repaying any of its debts or interest payable for a continuous period of thirty days in the preceding financial year before the date of revision/re-appointment;
- (iii) a Special Resolution is being passed at the forthcoming Annual General Meeting for payment of the remuneration for a period not exceeding one year;
- (iv) a statement containing further information is set out in the Annexure to the Notice.

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.

The Board recommends the passing of Special Resolution set forth at Item Nos. 7 of the notice for approval by the members.

ITEM NO. 8,9 & 10:

Mrs. Ruchica Garg Kumar was appointed as Vice President-Marketing on 01.07.2016 whereas Mr. Deepan Garg and Mr. Daljeet Singh Mandhan was appointed as Vice President-Technical and Vice President-Commercial respectively on 01.04.2013. Considering their 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 13th August 2022, on the recommendations of the Audit Committee and Nomination & Remuneration Committee approved the appointment of Mrs. Ruchica Garg Kumar (promoted and designated as Director Marketing), Mr. Deepan Garg (promoted and designated as Director Technical) and Mr. Daljeet Singh Mandhan (promoted and designated as Director Commercial), as Whole Time Directors of the company for the period of five years w.e.f. 01st October 2022 till 30th September 2027, with his period of office shall be liable to determination by retirement of rotation, subject to approval of the shareholders.

Further the Board of Directors at its meeting held 13th August 2022 on the recommendation of Nomination and Remuneration Committee and Audit Committee has approved the remuneration payable to them for the period of three years i.e. w.e.f. 01st October 2022 till 30th September 2027. The detail of remuneration payable is mentioned in their 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 Mrs. Ruchica Garg Kumar, Mr. Deepan Garg and Mr. Daljeet Singh Mandhan is given in Annexure to the AGM Notice.

Except Mrs. Ruchica Garg Kumar, Mr. Deepan Garg and Mr. Daljeet Singh Mandhan and their 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.

The Board recommends the passing of Special Resolutions set forth at Item Nos. 8 to 10 of the notice for approval by the members.

ITEM NO. 11 & 12:

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company at its meeting held on 13th August 2022 recommended for approval of

the members, the appointment of Mr. Ashwani Kumar Agarwal and Mr. Kapil Gupta as an Independent Directors for the term of five consecutive years commencing from 01st October 2022 to 30th September 2027. The above Independent Directors are eligible for appointment as an Independent Director and have offered themselves for appointment.

The Company has received declaration from them stating they are not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 and given their consent to act as independent Director. Further declared that they meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, all independent Directors fulfills the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification

of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for their appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in these resolutions.

The Board recommends the passing of Special Resolutions set forth at Item Nos. 11 & 12 of the notice for approval by the members.

Place: Kala-Amb (HP)
Date: 30th August 2022

Registered Office:
Tirlokpur Road, Kala Amb
Distt: Sirmaur, H.P-173030

By order of the Board For Ruchira Papers Limited

Iqbal Singh
Company Secretary
CIN: L21012HP1980PLC004336
Website: www.ruchirapapers.com

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 ANNUAL GENERAL MEETING.

Name of Director	Mr. Subhash Chander Garg	Mr. Vipin Gupta
Director Identification Number	01593104	05107366
Category	Executive, Promoter	Executive, Professional
Nationality	Indian	Indian
Date of Birth	02.06.1942	25.05.1969
Date of re-appointment/first appointment	01.09.2020	01.11.2021
Brief Profile and Expertise in Specific functional area	<p>Mr. Subhash Chander Garg, aged 80 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. Vipin Gupta aged 53 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	Ruchira Papers Limited: Member: Stakeholders Relationship Committee & Corporate Social Responsibility Committee.	Ruchira Papers Limited: Member: Corporate Social Responsibility Committee, Allotment Committee.
Shareholding as on 31.03.2022	936170 Equity Shares.	22742 Equity Shares.
Last Remuneration Drawn (Including sitting fees, if any) paid as on 31.03.2022.	Rs. 16.00 Lakh p.m. Plus 20% (HRA) plus other benefits as approved by Shareholders vide Special Resolution dated 25.09.2020. (For remuneration details, please refer Corporate Governance Report).	Rs. 4.60 Lakh p.m. Plus 15% (HRA) plus other benefits as approved by Shareholders vide Special Resolution dated 28.09.2021. (For remuneration details, please refer Corporate Governance Report).
Terms and Conditions of Appointment/Re-appointment	As set out in the resolution at Item No. 03 of the Notice of the AGM.	As set out in the resolution at Item No. 07 of the Notice of the AGM.
Relationship with other Directors/KMP inter-se	Related to Mr. Umesh Chander Garg, Managing Director of the Company and Mrs. Ruchica Garg Kumar (Proposed Whole Time Director)	Nil
Number of Meeting of Board attended during the year and other directorship etc.	Please refer "Report on Corporate Governance" forming part of this Annual Report	Please refer "Report on Corporate Governance" forming part of this Annual Report

Name of Director	Mrs. Ruchica Garg Kumar	Mr. Deepan Garg
Director Identification Number	09705909	01593003
Category	Executive, Promoter Group	Executive, Promoter Group
Nationality	Indian	Indian
Date of Birth	14.06.1971	09.02.1975
Date of re-appointment/first appointment	NA	NA
Brief Profile and Expertise in Specific functional area	<p>Mrs. Ruchica Garg Kumar, aged 51 years, is 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 Vice President-Marketing.</p> <p>He has been looking after the Marketing and Sales functions of Ruchira Papers Limited since 01st July 2016 and has acquired rich marketing experience.</p>	<p>Mr. Deepan aged 47 years, is Graduate in Engineering and has expertise in field of Mechanical. He belongs to Promoter Group of Ruchira Papers Limited and has been associated with the company since 01st April 2013 and looking after the affairs of the company as a Vice President-Technical.</p> <p>He has been looking after the Production, Maintenance and Technical aspects of the Ruchira Papers Limited since 01st April 2013 and has acquired rich experience in technical and mechanical field.</p>
Chairman/ Member of committees of the Board of Companies of which he is a director	Nil	Nil
Shareholding as on 31.03.2022	756004 Equity Shares.	766959 Equity Shares.
Last Remuneration Drawn (Including sitting fees, if any) paid as on 31.03.2022.	Rs. 4.00 Lakh P.M. plus 15% HRA plus other benefits as approved by the shareholders vide special resolution dated 21.09.2017 in the capacity of Vice President, Marketing.	Rs. 4.00 Lakh P.M. plus 15% HRA plus other benefits as approved by the shareholders vide special resolution dated 21.09.2017 in the capacity of Vice President, Technical.
Terms and Conditions of Appointment/Re-appointment	As set out in the resolution at Item No. 08 of the Notice of the AGM.	As set out in the resolution at Item No. 09 of the Notice of the AGM.
Relationship with other Directors/KMP inter-se	Related to Mr. Subhash Chander Garg, Whole Time Director of the Company	Related to Mr. Umesh Chander Garg, Managing Director of the Company
Number of Meeting of Board attended during the year and other directorship etc.	NA	NA

Name of Director	Mr. Daljeet Singh Mandhan
Director Identification Number	02633421
Category	Executive, Promoter Group
Nationality	Indian
Date of Birth	19.03.1987
Date of re-appointment/first appointment	NA
Brief Profile and Expertise in Specific functional area	<p>Mr. Daljeet Singh Mandhan, aged 35 years, is Graduate and has expertise in the field of Commercial Procurement. He belongs to Promoter Group of Ruchira Papers Limited and has been looking after the affairs of the company as a Vice President-Commercial.</p> <p>He has been looking after the Procurement department of Ruchira Papers Limited since 01st April 2013 and has acquired rich experience.</p>
Chairman/ Member of committees of the Board of Companies of which he is a director	Nil
Shareholding as on 31.03.2022	413093 Equity Shares.
Last Remuneration Drawn (Including sitting fees, if any) paid as on 31.03.2022.	Rs. 4.00 Lakh P.M. plus 15% HRA plus other benefits as approved by the shareholders vide special resolution dated 21.09.2017 in the capacity of Vice President, Commercial.
Terms and Conditions of Appointment/Re-appointment	As set out in the resolution at Item No. 10 of the Notice of the AGM.
Relationship with other Directors/KMP inter-se	Related to Mr. Jatinder Singh, Whole Time Director of the Company
Number of Meeting of Board attended during the year and other directorship etc.	NA

Name of Director	Mr. Ashwani Kumar Agarwal	Mr. Kapil Gupta
Director Identification Number	09704732	00650724
Category	Non-Executive, Independent Director	Non-Executive, Independent Director
Nationality	Indian	Indian
Date of Birth	26.07.1964	19.01.1965
Date of re-appointment/ first appointment	NA	NA
Brief Profile and Expertise in Specific functional area	<p>Mr. Ashwani Kumar Aggarwal 58 years, is Chartered Accountant, Diploma Holder in Information System Audit (DISA-ICAI) along with certification course on Concurrent Audit of Banks and Graduate in commerce.</p> <p>He is founder and active partner in M/s Agarwal Ashwani & Co., Chartered Accountants, Yamuna Nagar and has acquired rich experience of more than 33 years in the field of Bank audits, Statutory Audits and Internal Audits and also having good Expertise in handing Direct Taxes assignments.</p>	<p>Mr. Kapil Gupta, aged 57 years, He started his education from Delhi Public School, New Delhi. He did his Diploma in Instruments Technology in 1985 followed by Post Diploma in Industrial Electronics from Central Scientific Instruments organization, Chandigarh. He added to his qualification by doing Post Graduate Diploma Plastics Molds Design from Central Institute of Plastics Engineering and Technology, Chennai in 1990. Specialized one year on job Training in Tool Designing and Manufacturing under Association of Technical Scholarship, Japan in 1992-93.</p> <p>Presently he is holding directorship in 10 companies and Joint Managing Director of Polyplastics Group of Companies. The group is engaged in manufacturing of Decorative Plastics Precision Engineering Components supplying directly to almost all the OEM's like Maruti, Tata, GM, Honda, Ford, Toyota, Renault, Mahindra, Hyundai etc.</p> <p>He joined Rotary Club in Year 1998 and serving the nation by giving helping hand to the people of nation selflessly. In Rotary Club he is serving as Chairman - Member Retention, Chairman - Endowment Fund Sub Committee and Member of Advisory Board - Rotary Club of Yamuna Nagar.</p> <p>He is also acting as a presidents and active members in various board committees in various education institutes.</p> <p>Some Honours/Achievements.</p> <ol style="list-style-type: none"> 1. Board of Governors of Maharaja Agrasen Institute of Management & Technology 2. President D N Public School Yamunanagar. 3. Founder Member of Sri Satya Sai Jagriti Seva Sadan Darwa, Yamunanagar. 4. Member Automotive components manufacturers Association. 5. Past President Yamunanagar-Jagadhri Chamber of Commerce. 6. Past President of Rotary Club of Yamunanagar. 7. Was instrumental in fixing about 50000 triangular reflectors on heavy Vehicles for road safety in Haryana, Punjab, Himachal and UP.

Name of Director	Mr. Ashwani Kumar Agarwal	Mr. Kapil Gupta
Chairman/ Member of committees of the Board of Companies of which he is a director	Nil	Nil
Shareholding as on 31.03.2022	Nil	Nil
Last Remuneration Drawn (Including sitting fees, if any) paid as on 31.03.2022.	NA	NA
Terms and Conditions of Appointment/Re-appointment	As set out in the resolution at Item No. 11 of the Notice of the AGM.	As set out in the resolution at Item No. 12 of the Notice of the AGM.
Relationship with other Directors/KMP inter-se	NA	NA
Number of Meeting of Board attended during the year and other directorship etc.	NA	NA
Skills and Capabilities required for the role of Independent Directors and Manner in which the proposed Directors meets such requirements	Mr. Ashwani Kumar Aggarwal having vast experience in experience of practice in the field of Audit, Taxation and Management Consultancy. This experience will help the Board to satisfy the integrity of financial information and that financial controls and the systems of risk management are robust and defensible	Mr. Kapil Gupta has acquired the vast experience in field of manufacturing Industry and in Social Service which will help the Company in discharging duties in the area of Good Corporate Governance, Corporate Social Responsibility and Corporate Sustainability. Hence on the basis of aforesaid skills and capabilities he meets the requirement of begin an Independent Director.

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), Neer (used in cupstock), 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 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	2021-22 (Rs. In Lakhs)	2020-21 (Rs. In Lakhs)	2019-20 (Rs. In Lakhs)
		Sales	61286.25	41542.07	48101.40
		PBT	4453.62	618.12	2513.61
		PAT	3309.37	499.48	2737.42
		Dividend proposed/ Paid	20.00%	10.00%	Nil
5.	Export Performance and Net Foreign Exchange Collection	During the year 2021-22, Foreign Exchange earnings were Rs. 15.89 Lakh			
6.	Foreign investments or collaborators, if any.	Nil			

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

	Mr. Vipin Gupta	Mrs. Ruchica Garg Kumar	Mr. Deepan Garg	Mr. Daljeet Singh Mandhan
1 Background Details	Mr. Vipin Gupta aged 53 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. He has been looking after the Taxation, Finance, Accounting and day to day operations of Ruchira Papers Limited and has acquired rich experience.	Mrs. Ruchica Garg Kumar, aged 51 years, is 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 Vice President-Marketing. He has been looking after the Marketing and Sales functions of Ruchira Papers Limited since 01st July 2016 and has acquired rich marketing experience.	Mr. Deepan aged 47 years, is Graduate in Engineering and has expertise in field of Mechanical. He belongs to Promoter Group. He has been associated with the company since 01st April 2013 and looking after the affairs of the company as a Vice President-Technical. He has been looking after the Production, Maintenance and Technical aspects of the Ruchira Papers Limited since 01st April 2013 and has acquired rich experience in technical and mechanical field.	Mr. Daljeet Singh Mandhan, aged 35 years, is Graduate and has expertise in the field of Commercial Procurement. He belongs to Promoter Group of Ruchira Papers Limited and has been looking after the affairs of the company as a Vice President-Commercial. He has been looking after the Procurement department of Ruchira Papers Limited since 01st April 2013 and has acquired rich experience.
2 Past Remuneration	Rs. 4.60 Lakh P.M Plus 15% (HRA) plus other benefits as approved by the members' vide special resolution dated 28.09.2021	Rs. 4.00 Lakh P.M. plus 15% HRA plus other benefits as approved by the shareholders vide special resolution dated 21.09.2017 in the capacity of Vice President, Marketing.	Rs. 4.00 Lakh P.M. plus 15% HRA plus other benefits as approved by the shareholders vide special resolution dated 21.09.2017 in the capacity of Vice President, Technical.	Rs. 4.00 Lakh P.M. plus 15% HRA plus other benefits as approved by the shareholders vide special resolution dated 21.09.2017 in the capacity of Vice President, Commercial.
3 Recognition or awards.				
4 Job Profile and his suitability.	As per (1) above	As per (1) above	As per (1) above	As per (1) above
5 Remuneration proposed.	As set out in the resolution at Item No. 07 of the Notice of the AGM.	As set out in the resolution at Item No. 08 of the Notice of the AGM.	As set out in the resolution at Item No. 09 of the Notice of the AGM.	As set out in the resolution at Item No. 10 of the Notice of the AGM.
6 Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin).	The remuneration proposed to be paid to the Director is comparable with the remuneration being paid for similar assignments in the Industry.	The remuneration proposed to be paid to the Director is comparable with the remuneration being paid for similar assignments in the Industry.	The remuneration proposed to be paid to the Director is comparable with the remuneration being paid for similar assignments in the Industry.	The remuneration proposed to be paid to the Director is comparable with the remuneration being paid for similar assignments in the Industry.
7 Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any.	Beside the Remuneration Proposed no pecuniary relationship with the Company.	Beside the Remuneration Proposed no pecuniary relationship with the Company except that Mr. Subhash Chander Garg, Whole Time Director is father of Mrs. Ruchica Garg Kumar.	Beside the Remuneration Proposed no pecuniary relationship with the Company except that Mr. Umesh Chander Garg, Whole Time Director is father of Mr. Deepan Garg.	Beside the Remuneration Proposed no pecuniary relationship with the Company except that Mr. Umesh Chander Garg, Whole Time Director is father of Mr. Deepan Garg.

III. OTHER INFORMATION:

1	Reasons of inadequate profits	During the Financial Year ended 31st March 2022, the Company did not have adequate profits for payment of managerial remuneration under section 197 and Schedule V of the Companies Act, 2013. The profitability and production has increased during the year but the remuneration proposed does not fall under the limits as specified under section 197 resulted inadequacies of profits during the F.Y. 2021-22.
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. 612.86 Crore during FY 2021-22 as against turnover of Rs. 415.42 Crore during the previous of FY 2020-21. During FY 22, the revenue was increased by 197.44 Crore. During the F.Y. 2021-22 company has added two new products in its basket i.e. Neer the cupstock paper Suitable for hot & cold beverages and Mogra colour paper used for wedding card and invitation. Further the Company has taken several initiatives for improvement of efficiency parameters and building a formidable branding position.
3	Expected increase in productivity and profits in measurable terms	During the FY-22 the Company achieved total production of 140688 MT as against production of 123974 MT in FY 21. The Production of the Kraft Paper Unit was 87835 MT against production of 81709 MT in FY 21. The production of Writing and Printing Paper was 52853 MT against production of 42265 MT in FY 21. The productions of both units are likely to increase in 2022-23. The revenue and profits are also likely to increase alongside with the production.

IV. DISCLOSURE

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



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