

NOTICE

NOTICE is hereby given that the 40th ANNUAL GENERAL MEETING of Members of RUCHIRA PAPERS LIMITED will be held on Friday, 25th September 2020 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 statements of the Company for the financial year ended 31st March 2020 together with the reports of Board of Directors and Independent Auditors thereon.
2. To appoint a Director in place of Mr. Jatinder Singh (DIN:01594919), who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business:

3. To ratify the remuneration of Cost Auditors for the financial year ending 31st March 2021 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), the consent of the shareholders be and is hereby accorded for ratification of remuneration of ₹70,000/- (₹ Seventy 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 2021."

4. To approve the re-appointment and remuneration of Mr. Subhash Chander 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 to the re-appointment of Mr. Subhash Chander Garg (DIN: 01593104), who has attained the age of 70 years, as Whole Time Director of the Company, for a period of 5 (five) years commencing from 01st September 2020 till 31st August 2025, with his period of office shall be liable to determination by retirement of rotation.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded for the payment of remuneration to Mr. Subhash Chander Garg for the period of 3 (Three) years with effect from 01st June 2020 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 Salary: ₹16,00,000/- (₹ Sixteen Lakhs Only) per month.
- House Rent Allowance @ 20% of the Basic Salary.
- Reimbursement of Medical expenses incurred in India or abroad for himself and family subject to ceiling of ₹1,00,000/- in a Year.
- Club membership Fees not exceeding ₹20,000/- in a year.
- Car, Telephone, Cell Phone, PC/Laptop shall be provided and their maintenance and running expenses shall be met by the Company for official purpose only.
- Reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with the Company's business.

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

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

5. To approve the re-appointment and remuneration of Mr. Jatinder Singh 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 to the re-appointment of Mr. Jatinder Singh (DIN: 01594919), as Whole Time Director of the Company, for a period of 5 (five) years commencing from 01st September 2020 till 31st August 2025, with his period of office shall be liable to determination by retirement of rotation.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded for the payment of remuneration to Mr. Jatinder Singh for the period of 3 (Three) years with effect from 01st June 2020 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 Salary: ₹16,00,000/- (₹ Sixteen Lakhs Only) per month.

- House Rent Allowance @ 20% of the Basic Salary.
- Reimbursement of Medical expenses incurred in India or abroad for himself and family subject to ceiling of ₹1,00,000/- in a Year.
- Club membership Fees not exceeding ₹20,000/- in a year.
- Car, Telephone, Cell Phone, PC/Laptop shall be provided and their maintenance and running expenses shall be met by the Company for official purpose only.
- Reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with the Company's business.

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

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

6. To approve the re-appointment and remuneration of Mr. Umesh Chander Garg as Managing 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 to the re-appointment of Mr. Umesh Chander Garg (DIN: 01593400), who has attained the age of 70 years, as Managing Director of the Company, for a period of 5 (five) years commencing from 01st September 2020 till 31st August 2025, 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. Umesh Chander Garg for the period of 3 (Three) years with effect from 01st June 2020 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 Salary: ₹16,00,000/- (₹ Sixteen Lakhs Only) per month.
- House Rent Allowance @ 20% of the Basic Salary.
- Reimbursement of Medical expenses incurred in India or abroad for himself and family subject to ceiling of ₹1,00,000/- in a Year.
- Club membership Fees not exceeding ₹20,000/- in a year.
- Car, Telephone, Cell Phone, PC/Laptop shall be provided and their maintenance and running expenses shall be met by the Company for official purpose only.
- Reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with the Company's business.

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

- Employees' Provident Fund: Company's Contribution towards Employees' Provident Fund as per the Employees' Provident Fund Act.

- Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service 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 with in 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."

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 2020 for the period of One Year i.e up to 31st May 2021 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: ₹4,10,000/- P.M (₹ Four Lakhs 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."

Place: Kala-Amb (HP)

Date: 25th August 2020

By order of the Board

For Ruchira Papers Limited

Registered Office:

Tirlokpur Road, Kala Amb

Distt: Sirmaur, H.P-173030

CIN: L21012HP1980PLC004336

Website: www.ruchirapapers.com

Vishav Sethi

Company Secretary

Notes:-

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 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 Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 19th September 2020 to Friday, 25th September 2020 (both days inclusive).
4. The deemed venue for 40th AGM shall be the registered office of the Company.
5. 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.
6. 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.
7. 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.
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 as per provisions of the Act.

9. The facility of joining the AGM through VC/OAVM will be opened 15 minutes before and will remain open upto 15 minutes after the scheduled start time of the AGM, i.e. from 12.00 noon to 12.15 pm 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 40th 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 2019-20 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 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2019-20 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. In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email addresses with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following

instructions to be followed:

- (i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration- fill in the details and upload the required documents and submit. OR
 - (ii) In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
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 23rd September 2020 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. Pursuant to provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded details of unpaid and unclaimed amounts lying as on 25.09.2019 (date of last Annual General Meeting) on website of the Company, as also with Ministry of Corporate Affairs.

Furthermore, in terms of Section 124(6) of the Companies Act, 2013, 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). 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. The details of unpaid dividend(s) along with its due dates for transfer to IEPFA is provided under the Corporate Governance report annexed with the Annual Report.

The unclaimed interim dividend amount for the year ended 31st March 2013, has already been transferred to Investor Education and Protection Fund on dated 15.05.2020.

22. For more details on shareholders' matters, please refer to the chapter on General Shareholder Information, included in the Annual Report.

23. Since the meeting will be conducted through VC/OAVM facility, the Route Map is not annexed in this Notice.

24. E-voting: 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 by electronic means and the business may be transacted through e-voting services provided by the Link Intime India Private Limited (LIPL).

The facility for e-voting shall also be made available at the AGM and the members attending the meeting and who have not cast their vote by remote e-voting shall be able to exercise their rights at the meeting through e-voting.

The voting period begins on Tuesday, 22nd September

2020 (9.00 a.m) and ends on Thursday, 24th September 2020 (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 Friday, 18th September 2020 ('Cut-off date') may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter. Instructions for e-voting and joining the Annual General Meeting are as follows:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

- Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID: Enter your User ID

- 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** Event No + 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. 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/ members holding shares in **CDSL demat account shall provide either 'C' or 'D', above**
- Shareholders/ members holding shares in **NSDL demat account shall provide 'D', above**
- Shareholders/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
- Set the password of your choice (The password should contain minimum 8

characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

- Click "confirm" (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/ or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under '**SHARE HOLDER**' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.
4. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
5. E-voting page will appear.
6. 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).
7. 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.
8. 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.

If you have forgotten the password:

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click 'forgot password?'
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members 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.
- 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 the 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".

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

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 3 days in advance with the company on the 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 panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist 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.

Annexure to the Notice

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013.

Item No. 3:

The Board 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 2021.

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 2021 by passing an Ordinary Resolution as set out at Item No. 3 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 resolution set out at Item No. 3 of the notice.

The Board recommends the passing of Ordinary Resolution set out at Item No. 3 of the notice for approval by the Members.

Item No. 04, 05 & 06:

Mr. Subhash Chander Garg, Whole Time Director, Mr. Jatinder Singh, Whole Time Director and Mr. Umesh Chander Garg, Managing Director were re-appointed for the period of five years from 01st September 2015 to 31st August 2020 at the AGM held on 25th September 2015. Their remuneration was approved for the period of 3 (three) years w.e.f 01st September 2015, with further variations in the AGM held 21st September 2017 w.e.f 01st June 2017 to 31st May 2020. Considering the vast experience and deep knowledge of the business in which the Company operates and also contribution made by them towards growth of the Company, the Board of Directors at its meeting held on 30th May 2020, on the recommendation of the Audit Committee and Nomination & Remuneration Committee approved the re-appointment of Mr. Subhash Chander Garg as Whole Time Director, Mr. Jatinder Singh as Whole Time Director and Mr. Umesh Chander Garg as Managing Director for the further period of Five years w.e.f 01st September 2020 to 31st August 2025, subject to approval of the shareholders.

Further the Board of Directors at its meeting held on 30th May 2020 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 June 2020 to 31st May 2023 at the same level. (This period of three years includes three months period i.e from 01st June 2020 to 31st August 2020 of their current tenure). The detail of remuneration payable is mentioned in the respective resolutions itself.

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

As per the proviso to Section 102(2) of the Companies Act, 2013, it is clarified that the proposed Resolution does not relate to or affect any other Company.

Information required to be disclosed under the Second Proviso to Section II(B), Part II of Schedule V of the Companies Act, 2013 is as follows:

- (i) the proposed remuneration has been approved by Nomination and Remuneration Committee and the Board;
- (ii) the Company has not defaulted in repaying any of its debts or interest payable for a continuous period of thirty days in the preceding financial year before the date of revision/re-appointment;
- (iii) a Special Resolution is being passed at the forthcoming Annual General Meeting for payment of the remuneration for a period not exceeding Three years;
- (iv) a statement containing further information is set out in the Annexure to the Notice.

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

Mr. Subhash Chander Garg, aged 78 years, is Law graduate and has expertise in field of taxation and marketing. He is one of the Promoters of Ruchira Papers Limited. He has been looking after the Taxation, Marketing and Sales functions of Ruchira Papers Limited since its inception and has acquired rich marketing experience.

Mr. Umesh Chander Garg, aged 71 years is a Graduate and has been associated with Ruchira Papers Limited right from the conceptual stage. He is controlling day-to-day affairs of the Company as the Managing Director. He has been the key man in the selection of various machineries and all



expansion projects were executed under his guidance. He has been looking after the Production, Maintenance and Technical aspects of the company.

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

Save and except Mr. Subhash Chander Garg, Mr. Jatinder Singh and Mr. Umesh Chander Garg and their relatives who are concerned/interested in their respective resolutions, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution(s).

Pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013, the Board recommends the re-appointment of Sh. Subhash Chander Garg as Whole Time Director, Sh. Jatinder Singh as Whole Time Director and Sh. Umesh Chander Garg as Managing Director of the Company for the period of 5(Five) years w.e.f 01st September 2020 to 31st August 2025 and approval of their remuneration for the period of 3(Three) years w.e.f 01st June 2020 to 31st May 2023.

The Board recommends Special Resolution set forth at Item No. 4, 5 and 6 of the notice for approval by the members.

Item No. 7:

Mr. Vipin Gupta was re-appointed as Whole Time Director of the Company at the Annual General Meeting of the Company held on 30th September 2016, for the period of five years w.e.f 01st November 2016. 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 30th May 2020, on the recommendation of Nomination and Remuneration Committee and Audit Committee fixed the remuneration payable to Mr. Vipin Gupta for the period of One Year effective from 01st June 2020 at the same level of previous year, subject to approval of the shareholders. The detail of remuneration is mentioned in the resolution itself.

Brief particulars pursuant to Regulation 36(3) of the Listing Regulations and additional information to be given to

Members in terms of Secretarial Standards on General Meetings (SS-2), of Mr. 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.

Mr. Vipin Gupta is concerned and interested in the resolution no. 7. The relatives of Mr. Vipin Gupta may be deemed to be interested in the resolution set out at Item No. 7 of the Notice, to the extent of their shareholding interest, if any in the Company.

Save and except the above, none of the other Directors and the Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested in the passing of the above resolution.

The Board recommends Special Resolution set forth at Item No. 7 of the notice for approval by the members.

Place: Kala-Amb (HP)
Date: 25th August 2020

By order of the Board
For Ruchira Papers Limited

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

Vishav Sethi
Company Secretary

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 DIRECTORS AND/OR FIXATION OF REMUNERATION AT THE FORTHCOMING ANNUAL GENERAL MEETING.

Name of Director	Mr. Subhash Chander Garg	Mr. Jatinder Singh
Director Identification Number	01593104	01594919
Category	Executive, Promoter	Executive, Promoter
Nationality	Indian	Indian
Date of Birth	02.06.1942	19.10.1954
Date of re-appointment/first appointment	01.09.2020	01.09.2020
Brief Profile and Expertise in Specific functional area	<p>Mr. Subhash Chander Garg, aged 78 years, is Law graduate and has expertise in the field of taxation and marketing. He is one of the Promoters of Ruchira Papers Limited and has been looking after the affairs of the company as a Whole Time Director.</p> <p>He has been looking after the Taxation, Marketing and Sales functions of Ruchira Papers Limited since its inception and has acquired rich marketing experience.</p>	<p>Mr. Jatinder Singh, aged 66 years, is an Engineering Graduate from Punjab University. 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>Over the years, he has acquired deep insight into the working of Paper Industry. He has been looking after the Finance, Administration and Raw Material Procurement of the company.</p>
Chairman/ Member of committees of the Board of Companies of which he is a director	<p>Ruchira Papers Limited:</p> <p>Member: Stakeholders Relationship Committee & Corporate Social Responsibility Committee.</p>	<p>Ruchira Papers Limited.</p> <p>Member: Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Allotment Committee.</p>
Shareholding as on 31.03.2020	936170 Equity Shares.	2444090 Equity Shares
Last Remuneration Drawn (Including sitting fees, if any) paid as on 31.03.2020.	₹16.00 Lakhs p.m. Plus 20% (HRA) plus other benefits as approved by Shareholders vide Special Resolution dated 21.09.2017. (For remuneration details, please refer Corporate Governance Report).	₹16.00 Lakhs p.m. Plus 20% (HRA) plus other benefits as approved by Shareholders vide Special Resolution dated 21.09.2017. (For remuneration details, please refer Corporate Governance Report).
Terms and Conditions of Appointment/Re-appointment	As set out in the resolution at Item No. 04 of the Notice of the AGM.	As set out in the resolution at Item No. 05 of the Notice of the AGM.
Relationship with other Directors/ KMP inter-se	Related to Mr. Umesh Chander Garg, Managing Director of the Company	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	Mr. Umesh Chander Garg	Mr. Vipin Gupta
Director Identification Number	01593400	05107366
Category	Executive, Promoter	Executive, Professional
Nationality	Indian	Indian
Date of Birth	08.04.1949	25.05.1969
Date of re-appointment	01.09.2020	01.11.2016
Brief Profile and Expertise in Specific functional area	<p>Mr. Umesh Chander Garg, aged 71 years is a Graduate and has been associated with Ruchira Papers Limited right from the conceptual stage. He is controlling day-to-day affairs of the Company as the Managing Director.</p> <p>He has been the key man in the selection of various machineries and all expansion projects were executed under his guidance. He has been looking after the Production, Maintenance and Technical aspects of the company.</p>	Mr. Vipin Gupta aged 51 years, presently designated as CFO & Executive Director and is heading the Finance & Accounts of the Company.
Chairman/ Member of committees of the Board of Companies of which he is a director	Ruchira Papers Limited: Member: Corporate Social Responsibility Committee.	Ruchira Papers Limited: Member: Corporate Social Responsibility Committee, Allotment Committee
Shareholding as on 31.03.2020	1470455 Equity Shares.	22742 Shares
Last Remuneration Drawn (Including sitting fees, if any) paid as on 31.03.2020	₹16.00 Lakhs p.m. Plus 20% (HRA) plus other benefits as approved by Shareholders vide Special Resolution dated 21.09.2017. (For remuneration details, please refer Corporate Governance Report).	₹4.10 Lakhs P.M Plus 15% (HRA) plus other benefits as approved by the Shareholders vide Special Resolution dated 25.09.2019.
Terms and Conditions of Appointment/Re-appointment	As set out in the resolution at Item No. 06 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. Subhash Chander Garg, Whole Time Director of the Company.	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.

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 note books and writing material; the coloured paper is used in the fabrication of spiral notebooks, wedding cards, shade cards, children's colouring books, copier paper including coloured copier and bill books. 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	2019-20 (₹ In Lakhs)	2018-19 (₹ In Lakhs)	2017-18 (₹ In Lakhs)
		Sales	48101.40	49399.04	44760.15
		PBT	2513.61	6241.93	5830.97
		PAT	2737.42	4023.50	3823.76
		Dividend proposed/Paid	Nil	22.5%	22.5%
5.	Export Performance and Net Foreign Exchange Collection	During the year 2019-20, Foreign Exchange earnings were ₹1.15 Crore.			
6.	Foreign investments or collaborators, if any.	Nil			

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

	Mr. Subhash Chander Garg, Whole Time Director.	Mr. Jatinder Singh, Whole Time Director	Mr. Umesh Chander Garg, Managing Director	Mr. Vipin Gupta, CFO & Executive Director.
1. Background Details	Mr. Subhash Chander Garg aged 78 years is Whole Time Director of the Company. He is looking after the Marketing, Sales, Taxation and Company Law Matters. He has been associated with the Company since its inception as Promoter Director.	Mr. Jatinder Singh aged 66 years is Whole-Time Director of the Company. He is an Engineering graduate and is looking after Finance, Administration and HR Functions. He is associated with the Company since its inception as Promoter Director.	Mr. Umesh Chander Garg aged 71 years is Managing Director of the Company. He is looking after the production, maintenance, Plant erection and expansion programmes. He is associated with the Company since its inception as Promoter Director.	Mr. Vipin Gupta, aged 51 Years is working as professional Whole Time Director With the Company. He is heading the Finance and Accounts of the Company. He is associated with the Company for the past 31 Years.



		Mr. Subhash Chander Garg, Whole Time Director.	Mr. Jatinder Singh, Whole Time Director	Mr. Umesh Chander Garg, Managing Director	Mr. Vipin Gupta, CFO & Executive Director.
2.	Past Remuneration	₹16.00 Lakhs p.m. Plus 20% (HRA) plus other benefits as approved by Shareholders vide Special Resolution dated 21.09.2017.	₹16.00 Lakhs p.m. Plus 20% (HRA) plus other benefits as approved by Shareholders vide Special Resolution dated 21.09.2017.	₹16.00 Lakhs p.m. Plus 20% (HRA) plus other benefits as approved by Shareholders vide Special Resolution dated 21.09.2017.	₹4.10 Lakhs P.M Plus 15% (HRA) plus other benefits as approved by the members' vide special resolution dated 25.09.2019
3.	Recognition or awards.	He is closely associated with the ROTARY CLUB and has also served as District Governor, D.I.-3080.	-	He is a President of Kala-Amb Chamber of Commerce and Industries, Kala-Amb.	-
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. 04 of the Notice of the AGM.	As set out in the resolution at Item No. 05 of the Notice of the AGM.	As set out in the resolution at Item No. 06 of the Notice of the AGM.	As set out in the resolution at Item No. 07 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 except that Mr. Umesh Chander Garg, Managing Director is the brother of Mr. Subhash Chander Garg.	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 the brother of Mr. Umesh Chander Garg.	Beside the Remuneration Proposed no pecuniary relationship with the Company.

iii. Other Information:

1.	Reasons of inadequate profits	During the Financial Year ended 31st March 2020, the Company did not have adequate profits for payment of managerial remuneration under section 197 and Schedule V of the Companies Act, 2013. The production of the Company 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. 2019-20.
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. 481.01 Crore during FY 2019-20 as against turnover of Rs. 493.99 Crore during the previous of FY 2018-19. Further the Company has taken several initiatives like improvement of efficiency parameters, and building a formidable branding position.
3.	Expected increase in productivity and profits in measurable terms	During the year 2019-20, the Kraft Paper Production was 82543 MT and Writing and Printing Paper production was 51595 MT. The same is likely to increase in 2020-21. The 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