



2012-13

RUCHIRA PAPERS LIMITED

33rd ANNUAL REPORT

Registered Office & Works:
Tirlokpur Road,
Kala-Amb, Distt : Sirmaur,
Himachal Pradesh-173030

BOARD OF DIRECTORS

Chairman cum Whole Time Director

Jatinder Singh

Co-Chairman cum Whole Time Director

Subhash Chander Garg

Managing Director

Umesh Chander Garg

Whole Time Director

Vipin Gupta

Independent Directors

Dalbir Singh

Surinder Gupta

Swatantar Kumar Dewan

Col(Retd) Avtar Singh Bajwa

Company Secretary

Vishav Sethi

Registered Office & Works

Trilokpur Road, Kala Amb,

Distt. Sirmour

Himachal Pradesh-173030

Administrative Office

21-22, New Professors Colony,

Yamuna Nagar-135001

Haryana

Auditors

J.L. Garg & Co.

Chartered Accountants

J-34, Lower Ground Floor

South Extension Part-1

New Delhi-110049

SENIOR EXECUTIVES

Parveen Garg-Senior Vice-President(CSR)

Deepan Garg VP (Technical)

Jagdeep Singh VP (Operations)

Daljeet Singh VP (Commercial)

Lucky Garg VP (Marketing)

Vaishali Jhaveri VP (Marketing)

Atul Garg VP (Administration)

Radhika Garg VP (Marketing-NR)

Bankers

Punjab National Bank

State Bank of Bikaner & Jaipur

Oriental Bank of Commerce

Registrar & Share Transfer Agent

Link Intime India Pvt. Ltd

A-40, 2nd Floor, Near Batra Banquet,

Naraina Industrial Area, Phase-II

New Delhi-110028

Company's Website

www.ruchirapapers.com

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THE PAPER USED FOR PRINTING OF THIS ANNUAL REPORT IS MANUFACTURED BY YOUR COMPANY

NOTICE

Notice is hereby given that the 33rd ANNUAL GENERAL MEETING of Members of RUCHIRA PAPERS LIMITED will be held on Wednesday, the 11th Day of September 2013 at 11.30 AM at Hotel Black Mango, Nahan Road, Kala-Amb, District Sirmour, Himachal Pradesh-173030 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Balance Sheet as at 31st March, 2013, the Profit and Loss Statement for the year ended on that date and reports of Board of Directors and Independent Auditors thereon.

2. To confirm the Interim Dividend.

3. To appoint a Director in place of Mr. Swantantar Kumar Dewan, who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint a Director in place of Col.(Retd) Avtar Singh Bajwa, who retires by rotation and being eligible, offers himself for re-appointment.

5. To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 224 and other applicable provisions of the Companies Act, 1956, M/S Subhash Sajal & Associates, Chartered Accountants (ICAI Reg. No. 018178N), be and are hereby appointed as Statutory Auditors of the Company to hold office from conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting in place of M/S J.L.Garg & Co. (Retiring Auditors) who has expressed their un-willingness to continue as Statutory Auditors, at a remuneration of Rs. 1,70,000/-(Rs. One Lac Seventy Thousand only) Plus Service Tax and other out of pocket expenses as admissible as recommended by Audit Committee & approved by Board.

SPECIAL BUSINESS:

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310, 311, 314, read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 including statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time and subject to Central Government approvals, permissions and sanctions, and subject to compliance of Listing Agreement as may be necessary,

consent of shareholders be and is hereby accorded to increase the managerial remuneration of Mr. Subhash Chander Garg, Whole Time Director of the Company, with effect from October 1, 2013 for a period of Two years on terms and conditions as recommended by Remuneration & Nomination Committee and approved by Board as detailed below:

- a. Basic Pay: Rs. 6,00,000/- (Rupees Six lacs Only) per month.
(Proposed Increase from 4,75,000/- to 6,00,000/-)
- b. House Rent Allowance @ 20 % of Basic Pay per month.
- c. Medical Reimbursement: Expenses incurred for self and family subject to a ceiling of Rs.1,00,000/- in a year.
- d. Club Fees: Fees for One Club not exceeding Rs. 20,000/- per year.
- e. Conveyance: Company's Car with Driver for Official Use.
- f. Telephone: Mobile and Telephone Facility at the residence for office purpose.

In addition to above remuneration, he shall also be entitled to the following benefits:

Provident Fund : Company's Contribution towards Provident Fund as per provisions of the Act.

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

Where in any financial year, the Company has no profits or its profits are inadequate during term of his office, the aforesaid remuneration shall continued to be paid within the provisions prescribed under Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT Board of Directors and/ or Remuneration & Nomination Committee be and is hereby further authorized to revise, alter and vary terms and conditions and remuneration of Mr. Subhash Chander Garg, Whole Time Director of the Company with in overall limit as above from time to time, subject to applicable provisions of the Companies Act, 1956.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution."

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310, 311,314, read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 including statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time and subject to Central Government

approvals, permissions and sanctions, and subject to the compliance of Listing Agreement as may be necessary, consent of shareholders be and is hereby accorded to increase the managerial remuneration of Mr. Umesh Chander Garg, Managing Director of the Company, with effect from October 1, 2013 for a period of Two years on terms and conditions, as recommended by Remuneration & Nomination Committee and approved by Board as detailed below:

- a. Basic Pay: Rs. 6,00,000/- (Rupees Six lacs Only) per month.
(Proposed Increase from 4,75,000/- to 6,00,000/-)
- b. House Rent Allowance @ 20 % of Basic Pay per month.
- c. Medical Reimbursement: Expenses incurred for self and family subject to a ceiling of Rs. 1,00,000/- in a year.
- d. Club Fees: Fees for One Club not exceeding Rs. 20,000/- per year.
- e. Conveyance: Company's Car with driver for official use.
- f. Telephone: Mobile and Telephone Facility at the residence for office purpose

In addition to above remuneration, he shall also be entitled to the following benefits:

Provident Fund : Company's Contribution towards Provident Fund as per provisions of the Act.

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

Where in any financial year, the Company has no profits or its profits are inadequate during the term of his office, the aforesaid remuneration shall continued to be paid within the provisions prescribed under Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT Board of Directors and/ or Remuneration & Nomination Committee be and is hereby further authorized to revise, alter and vary terms and conditions and remuneration of Mr. Umesh Chander Garg, Managing Director of the Company with in overall limit as above from time to time, subject to the applicable provisions of the Companies Act, 1956.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution."

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310, 311, 314, read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 including statutory modification(s) or re-enactment

thereof for the time being in force and as may be enacted from time to time and subject to Central Government approvals, permissions and sanctions, and subject to the compliance of Listing Agreement as may be necessary, consent of shareholders be and is hereby accorded to increase the managerial remuneration of Mr. Jatinder Singh, Whole Time Director, with effect from October 01, 2013 for a period of Two years on terms and conditions, as recommended by Remuneration & Nomination Committee and approved by Board as detailed below:

- a. Basic Pay: Rs. 6,00,000/- (Rupees Six lacs Only) per month.
(Proposed Increase from 4,75,000/- to 6,00,000/-)
- b. House Rent Allowance @ 20 % of Basic Pay per month.
- c. Medical Reimbursement: Expenses incurred for self and family subject to a ceiling of Rs. 1,00,000/- in a year.
- d. Club Fees: Fees for One Club not exceeding Rs. 20,000/- per year.
- e. Conveyance: Company's Car with Driver for Official Use.
- f. Telephone: Mobile and Telephone Facility at the residence for office purpose

In addition to the above remuneration, he shall also be entitled to the following benefits:

Provident Fund : Company's Contribution towards Provident Fund as per provisions of the Act.

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

Where in any financial year, the Company has no profits or its profits are inadequate during term of his office, the aforesaid remuneration shall continued to be paid within the provisions prescribed under Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT Board of Directors and/ or Remuneration & Nomination Committee be and is hereby further authorized to revise, alter and vary terms and conditions and remuneration of Mr. Jatinder Singh, Whole Time Director of the Company with in overall limit as above from time to time, subject to applicable provisions of the Companies Act, 1956.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution."

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 311, read with Schedule XIII and/or other applicable provisions, if any, of the Companies Act,

1956, including statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time, consent of shareholders be and is hereby accorded to increase the managerial remuneration of Mr. Vipin Gupta, Whole Time Director for the period of One Year i.e from 1st June 2013 to 31st May 2014 on terms and conditions, as recommended by Remuneration & Nomination Committee and approved by Board as detailed below:

- a. Basic Pay: Rs. 1,70,000/- P.M (Rs. One Lac Seventy Thousand Only)
(Proposed Increase from 1,30,000/- to 1,70,000/-)
- b. HRA @ 15% per month of the Basic Pay.
- c. Telephone: Mobile/Telephone facility for official use as per Company's rules.
- d. Leave encashment as per rules of the Company.
- e. Conveyance: Company's Car with Driver for Official Use.
- f. Reimbursement of expenses incurred for business of the Company as per rules.
- g. Provident Fund: Company's Contribution towards Provident Fund shall be as per rules of the Company.
- h. Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company

Where in any financial year, the Company has no profits or its profits are inadequate during the term of office, the aforesaid remuneration shall be continued to be paid within the provisions prescribed under Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT Board of Directors and/ or Remuneration & Nomination Committee is hereby further authorized to alter and vary terms and conditions and remuneration of Mr. Vipin Gupta, Whole Time Director, from time to time subject to the applicable provisions of the Companies Act, 1956.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution."

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 314 (1B) of the Companies Act, 1956 read with Directors Relatives (Office or Place of Profit) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time, consent of shareholders be and is hereby accorded for appointment of Mrs. Parveen Garg, as Senior Vice-President (Corporate Social Responsibility) being wife of Mr. Subhash Chander Garg, Whole Time Director, w.e.f 01st April 2013 and remuneration, perquisites and other allowances as recommended by Remuneration & Nomination Committee and approved by Board are as follow.

- a. Basic Salary: Rs 1,75,000/- (Rs. One Lac Seventy Five Thousand Only) P.M.
- b. HRA @ 15% per month of the Basic Salary.
- c. Telephone: Mobile/Telephone facility for official use as per Company's rules.
- d. Leave encashment as per rules of the company.
- e. Provident Fund: Company's Contribution towards Provident Fund as per provisions of the Act.
- f. Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company.

RESOLVED FURTHER THAT the Remuneration & Nomination Committee/Board of Directors has the liberty to alter and vary such remuneration within the limits specified under Section 314(1B) of the Companies Act, 1956, to effect change in designation and responsibilities of Mrs. Parveen Garg.

RESOLVED FURTHER THAT Mrs. Parveen Garg shall be entitled for reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by her from time to time, in connection with Company's business and any other allowance, benefits and perquisites as are provided to the senior executives of the Company and/or which may become applicable in future and/or any other allowance, perquisites as Board may decided from time to time."

11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 314 (1B) of the Companies Act, 1956 read with Directors Relatives (Office or Place of Profit) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time, consent of shareholders be and is hereby accorded for the appointment of Ms. Radhika Garg, as Vice-President (Marketing-Northern Region) being daughter of Mr. Subhash Chander Garg , Whole Time Director, w.e.f 01st April 2013 and remuneration, perquisites and other allowances as recommended by Remuneration & Nomination Committee and approved by Board are as follow.

- a. Basic Salary: Rs 1,75,000/- (Rs. One Lac Seventy Five Thousand Only) P.M.
- b. HRA @ 15% per month of the Basic Salary.
- c. Telephone: Mobile/Telephone facility for official use as per Company's rules.
- d. Leave encashment as per rules of the company.
- e. Provident Fund: Company's Contribution towards Provident Fund as per provisions of the Act.
- f. Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company.

RESOLVED FURTHER THAT the Remuneration & Nomination Committee/Board of Directors has the liberty to alter and vary such remuneration within the limits specified under Section 314(1B) of the Companies Act, 1956, to effect change in designation and responsibilities of Ms. Radhika Garg.

RESOLVED FURTHER THAT Ms. Radhika Garg shall be entitled for reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by her from time to time, in connection with Company's business and any other allowance, benefits and perquisites as are provided to senior executives of the Company and/or which may become applicable in future and/or any other allowance, perquisites as Board may decided from time to time."

12. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 314 (1B) of the Companies Act, 1956 read with Directors Relatives (Office or Place of Profit) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 including statutory modification(s) or re- enactment thereof for the time being in force, consent of shareholders be and is hereby accorded for revision in the remuneration, perquisites and other allowances payable to Mr. Deepan Garg, Vice-President (Technical) of the Company being Son of Mr. Umesh Chander Garg, Managing Director, w.e.f 01st April 2013 as recommended by Remuneration & Nomination Committee and approved by Board are detailed below:

- a. Basic Salary: Rs 1,75,000/- (Rs. One Lac Seventy Five Thousand Only) P.M
- b. HRA @ 15% per month of the Basic Salary.
- c. Telephone: Mobile/Telephone facility for official use as per Company's rules.
- d. Leave encashment as per rules of the Company.
- e. Provident Fund: Company's Contribution towards Provident Fund as per provisions of the Act.
- f. Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company.

RESOLVED FURTHER THAT the Remuneration & Nomination Committee/Board of Directors has liberty to alter and vary such remuneration within the limits specified under Section 314(1B) of the Companies Act, 1956, to effect change in designation and responsibilities of Mr. Deepan Garg.

RESOLVED FURTHER THAT Mr. Deepan Garg shall be entitled for reimbursement of actual travelling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with Company's business and any other allowance, benefits and perquisites as are provided to senior executives of the Company and/or

which may become applicable in future and/or any other allowance, perquisites as Board may decide from time to time."

13. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 314 (1B) of the Companies Act, 1956 read with Directors Relatives (Office or Place of Profit) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 including statutory modification(s) or re- enactment thereof for the time being in force, consent of shareholders be and is hereby accorded for revision in the remuneration, perquisites and other allowances payable to Mr. Jagdeep Singh, Vice-President (Operations) of the Company being Son of Mr. Jatinder Singh, Whole Time Director, w.e.f 01st April 2013 as recommended by Remuneration & Nomination Committee and approved by Board are detailed below:

- a. Basic Salary: Rs 1,75,000/- (Rs. One Lac Seventy Five Thousand Only) P.M
- b. HRA @ 15% per month of the Basic Salary.
- c. Telephone: Mobile/Telephone facility for official use as per Company's rules.
- d. Leave encashment as per rules of the Company.
- e. Provident Fund: Company's Contribution towards Provident Fund as per provisions of the Act.
- f. Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company.

RESOLVED FURTHER THAT the Remuneration & Nomination Committee/Board of Directors has liberty to alter and vary such remuneration within the limits specified under Section 314(1B) of the Companies Act, 1956, to effect change in designation and responsibilities of Mr. Jagdeep Singh.

RESOLVED FURTHER THAT Mr. Jagdeep Singh shall be entitled for the reimbursement of actual travelling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with Company's business and any other allowance, benefits and perquisites as are provided to senior executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as the Board may decided from time to time."

14. To Consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 314 (1B) of the Companies Act, 1956 read with Directors Relatives (Office or Place of Profit) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 including statutory modification(s) or re- enactment thereof

for the time being in force, consent of shareholders be and is hereby accorded for revision in the remuneration, perquisites and other allowances payable to Mr. Daljeet Singh, Vice-President (Commercial) of the Company being Son of Mr. Jatinder Singh, Whole Time Director, w.e.f 01st April 2013 as recommended by Remuneration & Nomination Committee and approved by Board are detailed below:

- a. Basic Salary: Rs 1,75,000/- (Rs. One Lac Seventy Five Thousand Only) P.M
- b. HRA @ 15% per month of the Basic Salary.
- c. Telephone: Mobile/Telephone facility for official use as per Company's rules.
- d. Leave encashment as per rules of the Company.
- e. Provident Fund: Company's Contribution towards Provident Fund as per provisions of the Act.
- f. Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company.

RESOLVED FURTHER THAT the Remuneration & Nomination Committee/Board of Directors has liberty to alter and vary such remuneration within the limits specified under Section 314(1B) of the Companies Act, 1956, to effect change in designation and responsibilities of Mr. Daljeet Singh.

RESOLVED FURTHER THAT Mr. Daljeet Singh shall be entitled for reimbursement of actual travelling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with Company's business and any other allowance, benefits and perquisites as are provided to senior executives of the Company and/or which may become applicable in future and/or any other allowance, perquisites as Board may decided from time to time."

15. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 314 (1B) of the Companies Act, 1956 read with Directors Relatives (Office or Place of Profit) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 including statutory modification(s) or re- enactment thereof for the time being in force, consent of shareholders be and is hereby accorded for revision in the remuneration, perquisites and other allowances payable to Mr. Lucky Garg, Vice-President (Marketing) of the Company being Son of Mr. Umesh Chander Garg, Managing Director, w.e.f 01st April 2013 as recommended by Remuneration & Nomination Committee and approved by Board are detailed below:

- a. Basic Salary: Rs 1,75,000/- (Rs. One Lac Seventy Five Thousand Only) P.M
- b. HRA @ 15% per month of Basic Salary.
- c. Telephone: Mobile/Telephone facility for official use as per Company's rules.

- d. Leave encashment as per rules of the Company.
- e. Provident Fund: Company's Contribution towards Provident Fund as per provisions of the Act.
- f. Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company.

RESOLVED FURTHER THAT the Remuneration & Nomination Committee/Board of Directors has liberty to alter and vary such remuneration within the limits specified under Section 314(1B) of the Companies Act, 1956, to effect change in designation and responsibilities of Mr. Lucky Garg.

RESOLVED FURTHER THAT Mr. Lucky Garg shall be entitled for reimbursement of actual travelling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with Company's business and any other allowance, benefits and perquisites as are provided to senior executives of the Company and/or which may become applicable in future and/or any other allowance, perquisites as Board may decided from time to time."

16. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 314 (1B) of the Companies Act, 1956 read with Directors Relatives (Office or Place of Profit) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 including statutory modification(s) or re- enactment thereof for the time being in force, consent of shareholders be and is hereby accorded for revision in remuneration, perquisites and other allowances payable to Mrs. Vaishali Jhaveri, Vice-President (Marketing) of the Company being daughter of Mr. Subhash Chander Garg, Whole Time Director, w.e.f 01st April 2013 as recommended by Remuneration & Nomination Committee and approved by Board are detailed below:

- a. Basic Salary: Rs 1,75,000/- (Rs. One Lac Seventy Five Thousand Only) P.M.
- b. HRA @ 15% per month of the Basic Salary.
- c. Telephone: Mobile/Telephone facility for official use as per Company's rules.
- d. Leave encashment as per rules of the Company.
- e. Provident Fund: Company's Contribution towards Provident Fund as per provisions of the Act.
- f. Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company.

RESOLVED FURTHER THAT the Remuneration & Nomination Committee/Board of Directors has liberty to alter and vary such remuneration within the limits specified under Section 314(1B) of the Companies Act, 1956, to effect change in designation and responsibilities of Mrs. Vaishali Jhaveri.

RESOLVED FURTHER THAT Mrs. Vaishali Jhaveri shall be entitled for reimbursement of actual travelling, boarding and lodging expenses and other amenities as may be incurred by her from time to time, in connection with Company's business and any other allowance, benefits and perquisites as are provided to senior executives of Company and/or which may become applicable in future and/or any other allowance, perquisites as Board may decided from time to time."

17. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 314 (1B) of the Companies Act, 1956 read with Directors Relatives (Office or Place of Profit) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 including statutory modification(s) or re- enactment thereof for the time being in force, consent of shareholders be and is hereby accorded for revision in remuneration, perquisites and other allowances payable to Mr. Atul Garg, Vice-President (Administration) of the Company being Son of Mr. Umesh Chander Garg, Managing Director, w.e.f 01st April 2013 as recommended by Remuneration & Nomination Committee and approved by Board are detailed below:

- Basic Salary: Rs 1,75,000/- (Rs. One Lac Seventy Five Thousand Only) P.M
- HRA @ 15% per month of Basic Salary.
- Telephone: Mobile/Telephone facility for official use as per Company's rules.
- Leave encashment as per rules of the Company.
- Provident Fund: Company's Contribution towards Provident Fund as per provisions of the Act.
- Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per rules of the Company.

RESOLVED FURTHER THAT the Remuneration & Nomination Committee/Board of Directors has liberty to alter and vary such remuneration within limits specified under Section 314(1B) of the Companies Act, 1956, to effect change in designation and responsibilities of Mr. Atul Garg.

RESOLVED FURTHER THAT Mr. Atul Garg shall be entitled for reimbursement of actual travelling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with Company's business and any other allowance, benefits and perquisites as are provided to senior executives of the Company and/or which may become applicable in future and/or any other allowance, perquisites as Board may decided from time to time."

18. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT the following clauses to be added in the Articles of Association of the Company.

RESOLVED FURTHER THAT the following Clause be added as Clause No. 62A after the existing clause No. 62:

For the purpose of quorum, the participation by members in a general meeting through video conferencing or teleconferencing or through any other electronic or other media shall also be considered as valid as permitted by applicable laws from time to time.

RESOLVED FURTHER THAT the following Clause be added as Clause No. 69A after the existing clause No. 69:

Such voting in a general meeting or by postal ballot shall also include electronic voting in a general meeting or postal ballot as permitted by applicable laws from time to time.

RESOLVED FURTHER THAT the following Clause be added as Clause No. 94A after the existing clause No. 94:

For the purpose of quorum, participation of Directors through video conferencing or teleconferencing or through any other electronic or other media shall also be considered as valid as permitted by applicable laws from time to time.

**By order of the Board
For Ruchira Papers Limited**

Place: Kala-Amb (HP)

Date: 22.07.2013

Notes:-

**Vishav Sethi
(Company Secretary)**

- 1. EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 IS ANNEXED HERETO.**
- 2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.** In order to be effective, the proxy form duly completed and stamped must reach the registered office of the company not later than 48 hours before the time of holding the meeting. The proxy so appointed shall not have any right to speak at the meeting. The blank proxy form is appended with the attendance slip.
- 3.** The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 5th September 2013 to Wednesday, the 11th September, 2013 (both days inclusive).
- 4.** Documents referred in the Notice and Explanatory Statement is open for inspection at Registered Office of the Company on all working days, except holidays, between 11.00 A.M. to 1.00 P.M. up to date of the Annual General Meeting.

5. Members desirous of getting any information on Accounts or other items of Agenda are requested to forward his/her queries to the Company at least Seven working days prior to date of Annual General Meeting so as to enable the Management to keep information ready.
6. Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at Annual General Meeting.
7. In the case of Joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
8. Members are requested to intimate Registrar and Share Transfer Agents of the Company - Link Intime India Private Limited, New Delhi, immediately of any change in their address in respect of equity shares held in physical mode and to their Depository Participants (DP's) in respect of equity shares held in dematerialized form.
9. Members/ Proxies attending the Meeting are requested to bring their copy of the Annual Report with them at meeting as the same will not be distributed at the meeting. The enclosed attendance slip duly filled may kindly be delivered at the entrance of the meeting hall.
10. Information pursuant to Clause 49 of the listing agreement regarding appointment and re-appointment of directors is annexed herewith.
11. The Register of Contracts, Maintained under Section 301 of the Companies Act, 1956, will be available for inspection by members at registered office of the Company.
12. The Company is concerned about environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs (MCA) has by its Circulars, permitted companies to send official documents to their shareholders electronically as part of its green initiatives in corporate governance.

Transfer to Investor Education & Protection Fund:

Pursuant to provisions of the Companies Act, 1956, the amount of application money due for refund of Rs. 25553/- will be transferred to Investor Education & Protection Fund in the month of December 2013.

It may be noted that after expiry of said due date, no claim shall lie in respect of transferred fund.

Recognizing the spirit of the circular issued by the MCA, we are also sending documents to the email address provided by you with your depositories. We request you to update your email address with your depository participant to ensure that the Annual Report and other documents reach you on your preferred email account.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956.

ITEM NO. 05:

M/s J.L. Garg & Co., Chartered Accountants (Firm Reg No. 004730N), New Delhi, retiring auditors of the Company vide letter dated 15th July 2013 expressed their un-willingness to be re-appointed as Statutory Auditors of the Company at ensuing Annual General Meeting. In view of the same, the Board at its meeting held on 22nd July 2013, proposed the appointment of M/S Subhash Sajal & Associates, (ICAI Reg. No. 018178N), Chartered Accountants, Jagadhri as Statutory Auditors of the Company to hold office from conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting. We have received their willingness to the appointment and they have further confirmed their eligibility under Section 224(1B) of the Companies Act, 1956 that they do not suffer any disqualification within the meaning of Section 226 of the said Act. Accordingly appointment of M/S Subhash Sajal & Associates, Chartered Accountants, Jagadhri is being proposed and recommended as an Ordinary Resolution at a remuneration of Rs. 1,70,000/- (One Lac Seventy Thousand Only) Plus Service Tax & other out of pocket expenses as admissible as recommended by Board & Audit Committee.

None of the director of the Company is concerned or interested in the resolution.

ITEM NO. 6,7,8:

Increase in job responsibilities of Whole Time Directors/Managing Director, considering the rich experience, expertise and in recognition of valuable contribution to the Company's growth and implementation of several expansion plans undertaken in the past, Board of Directors of the Company at their meeting held on 28th May 2013 and as recommended by Remuneration & Nomination Committee, has increased remuneration payable to Mr. Subhash Chander Garg, Whole Time Director, Mr. Umesh Chander Garg, Managing Director and Mr. Jatinder Singh, Whole Time Director of the Company subject to approval of members at ensuing General Meeting and the Central Govt. The Company is in the process of securing the necessary permission of the Central Govt. to pay above mentioned remuneration to Mr. Subhash Chander Garg, Whole Time Director, Mr. Umesh Chander Garg, Managing Director, and Mr. Jatinder Singh, Whole Time Director of the Company.

A copy of the Abstract/Memorandum of interest of Variations in the terms of Remuneration has been sent to all the shareholders of the Company as per Section 302 of the Companies Act, 1956.

The Company had also proposed to increase Managerial Remuneration of the above directors during the last Annual General Meeting but with consent of all the members present, the resolution had withdrawn by the Chairman.

The Directors places before the members the aforesaid Special Resolutions pursuant to the provisions of Schedule XIII for their approval.

Save and except Shri Subhash Chander Garg and Shri Umesh Chander Garg, being brothers, none of the other Directors is deemed to be interested or concerned in resolution at Item No 6 and at Item No 7.

Save and except Shri Jatinder Singh, none of the other Directors is deemed to be interested or concerned in the resolution at Item No 8.

ITEM No. 09:

At 32nd Annual General Meeting of the Company held on 25th September 2012, the Members had approved appointment of Mr. Vipin Gupta, Whole Time Director for the Period of Five years and the Remuneration payable for the period of One year.

The Board of Directors of the Company at their meeting held on 28th May 2013 has approved the Remuneration of Mr. Vipin Gupta for further period of one year as detailed in the resolution, subject to the approval of the shareholders in the Annual General Meeting.

A copy of the Abstract/Memorandum of interest has been sent to all the shareholders of the Company as per Section 302 of the Companies Act, 1956.

No director, except Mr. Vipin Gupta, to whom the resolution relates, is interested or concerned in the resolution. The Board recommends the resolution for approval of the members.

ITEM NO. 10:

Looking into expanded activities of the Company, Board of Directors of the Company at their meeting held on 22nd March 2013 had appointed Mrs. Praveen Garg wife of Mr. Subhash Chander Garg, Whole Time Director, as Senior Vice-President (Corporate Social Responsibility) of the Company w.e.f 01st April 2013 on terms & conditions as detailed in resolution.

As per Provision of Section 314(1B) of the Companies Act, 1956, Your Directors recommends the resolution for your approval.

Mr. Subhash Chander Garg, Whole Time Director, being relative is deemed to be interested or concerned in the above resolution.

ITEM NO. 11:

Looking into expanded marketing activities of the Company, Board of Directors of the Company at their meeting held on 22nd March, 2013 had appointed Ms. Radhika Garg Daughter of Mr. Subhash Chander Garg, Whole Time Director, as Vice-President (Marketing-Northern Region) of the Company w.e.f 01st April 2013 on terms & conditions as detailed in resolution.

As per Provision of Section 314(1B) of the Companies Act, 1956, Your Directors recommends the resolution for your approval.

Mr. Subhash Chander Garg, Whole Time Director, being relative, is deemed to be interested or concerned in the above resolution.

ITEM NO. 12:

Mr. Deepan Garg had been appointed as Vice-President (Technical) of the Company on 25th October 2008 by Board of Directors of the Company. Since then he is working with the Company. He is having a qualification of BE (Mechanical) and having experience of more than 15 Years in Paper Industry.

Now it is being proposed to increase remuneration and other benefits payable to him as experience and knowledge of Mr. Deepan Garg will be useful for the Company. The detail of increased remuneration is mentioned in resolution.

As per Provision of Section 314(1B) of the Companies Act, 1956, Your Directors recommends resolution for your approval.

Mr. Umesh Chander Garg, Managing Director being relative, is deemed to be interested or concerned in the above resolution.

ITEM NO. 13:

Mr. Jagdeep Singh had been appointed as Vice-President (Operations) of the Company on 25th October 2008 by Board of Directors of the Company. Since then he is working with the Company. He is having qualification of BE (Mechanical) and having a experience of More than 6 Years in Paper Industry.

Now it is being proposed to increase remuneration and other benefits payable to him as experience and knowledge of Mr. Jagdeep Singh will be useful for the Company. The detail of increased remuneration is mentioned in resolution.

As per Provision of Section 314(1B) of the Companies Act, 1956, Your Directors recommends the resolution for your