



NOTICE OF 31ST ANNUAL GENERAL MEETING (“AGM”)

NOTICE IS HEREBY GIVEN THAT THE 31ST ANNUAL GENERAL MEETING (“AGM”) OF MEMBERS OF SHREE RAMA NEWSPRINT LIMITED (“COMPANY”) WILL BE HELD ON **THURSDAY, 22ND DAY OF SEPTEMBER, 2022 AT 04:00 P.M.** THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS :

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2022, together with the Directors’ Report and Auditors’ Reports thereon.
2. To appoint a Director in place of Mr. Siddharth Chowdhary (DIN:01798350), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To re-appoint M/s. Batliboi & Purohit, Chartered Accountants, Mumbai (FRN: 101048W) as Statutory Auditor of the Company for the second term of 5 Years.

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Batliboi & Purohit, Chartered Accountants (Firm Registration No. 101048W) be and are hereby reappointed as the Statutory Auditors of the Company for the second term of five consecutive years, who shall hold the office from the conclusion of this 31st Annual General Meeting till the conclusion of the 36th Annual General Meeting on such remuneration as may be decided by the Board of Directors and the Statutory Auditor of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all things, deeds, acts necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to filing of necessary forms with Registrar of Companies and to comply with all other requirements in this regard”.

SPECIAL BUSINESS:

4. Ratification of Remuneration of Cost Auditor:

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 if any, and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), remuneration payable to M/s. Nanty Shah and Associates, Cost Accountants holding membership No. 31497 appointed by the Board of Directors of the Company as Cost Auditors for conducting the audit of the cost records of the Company, for the financial year ending on 31st March, 2023, at an amount not exceeding ₹ 35,000/- excluding out of pocket expenses and applicable Goods and Service Tax be and is hereby ratified and approved.”

5. Re-Appointment of Mr. Siddharth Chowdhary (DIN: 01798350) as Whole-Time Director of the Company:

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

“RESOLVED THAT in pursuance the provisions of section 196 and section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and recommendation of the Nomination and Remuneration Committee of the Company, consent of Members of the Company be and is hereby accorded for reappointment of Mr. Siddharth Chowdhary (DIN : 01798350) as Whole Time Director (Executive Director) of the Company for a period of 3 years from the expiry of his present term i.e. with effect from 10.12.2022 and on the terms and conditions as mentioned below:

1. Term of appointment: From 10.12.2022 to 09.12.2025.
2. Salary: ₹ 1,00,000/- per month.
3. Perquisites and allowances: In addition to the salary, Mr. Siddharth Chowdhary shall also be entitled to the perquisites and allowances as under:
 - a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per the rules of the Company.
 - b. Gratuity payable at the rate of not exceeding half a month’s salary for each completed year of service calculated as per the provisions of “The Payment of Gratuity Act, 1972.”
 - c. Encashment of leave at the end of the tenure as per the Company’s rules.



- d. Reimbursement of membership fees for maximum of two clubs.
- e. Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
- f. Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
- g. Personal accidents and Mediclaim Insurance Policy, premium not to exceed ₹1,00,000/- per annum.
- h. Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.

RESOLVED FURTHER THAT notwithstanding to the above in the event of any loss or inadequacy of profit in any financial year of the Company during the tenure of Mr. Siddharth Chowdhary as a Whole-Time Director of the Company, the remuneration payable to him shall be in accordance with the limit prescribed in section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and execute such documents as may be required for the purpose of implementation of this resolution."

By order of the Board of Directors
For Shree Rama Newsprint Limited

(P. K. Mundra)
President (Finance), CFO & Company Secretary
Membership No. F3937

Dated : 06.08.2022
Place : Barbodhan, Surat

Registered Office:
Village Barbodhan Taluka Olpad,
Dist. Surat,
Gujarat – 395 005

Notes:

1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 02/2022 dated May 5, 2022 ("MCA Circulars") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular NO. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2022/079 dated June 3, 2022 issued by Securities and Exchange Board Of India ("SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing/Other Audio Visual Means (VC/OAVM) without physical presence of the members at a common venue.
2. In compliance of the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and above mentioned MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. The detailed procedure for participating through VC/OAVM is annexed herewith and available at the Company's website www.ramanewsprint.com.
3. A statement pursuant to Section 102(1) of the Act, relating to the Special Businesses to be transacted at the AGM is annexed hereto.
4. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. Members can raise questions during the meeting or in advance at ramanewsprint@ramanewsprint.com at least 2 days before scheduled date and time of the meeting. Relevancy of questions and order of speakers at the meeting will be decided by the Chairman.



6. In terms of Section 152 of the Companies Act, 2013, Mr. Siddharth Chowdhary (DIN:01798350), Director retires by rotation at the ensuing 31st Annual General Meeting and being eligible, offers himself for re-appointment. The details of Director seeking appointment/re-appointment as required by Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India and notified by the Central Government is annexed hereto.
7. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.
8. Institutional/Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of relevant Board Resolution/Authorization etc. authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email at its registered e-mail address: ravi@ravics.com.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
10. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, 16th September, 2022 to Thursday, 22nd September, 2022(both days inclusive).
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode
12. Pursuant to Section 101 of the Companies Act, 2013 and Rules made thereunder, the Companies are allowed to send communication to the Members electronically. We, thus, request you to kindly register/update your email ids with your respective depository participant and Company's Registrar and Share Transfer Agent (in case of physical shares).

In case member/s has/had not registered his/her/their email address with the Company/its RTA/Depositories and/or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

- (a) In Case shares are held in physical form:
Kindly send relevant documents to the RTA of the Company in Form ISR-1 available on the RTA's website at <https://web.linkintime.co.in/KYC-downloads.html> or kindly log on to the website of our Registrar and Share Transfer Agent i.e. Link Intime India Private Limited at www.linkintime.co.in. Click on Investor Services > Email/ Bank detail Registration > Select Company Shree Rama Newsprint Limited from drop down menu> fill in the necessary details as required regarding email/mobile no./bank details registration and upload the required documents and thereafter submit the same.
 - (b) In case the shares are held in dematerialized form:
The member may please contact their 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.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN details to their Depository Participant. Members holding shares in physical form are requested to submit their PAN details to the Company or Registrar & Transfer Agent, M/s. Link Intime India Private Limited.
 14. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this notice.
 15. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 16. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 31st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by National Securities Depository Limited (NSDL).
 17. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. **Thursday, 15th September, 2022** only shall be entitled to vote electronically irrespective of their shareholding either electronic or physical. Those members, who will be present in the AGM through VC/ OAVM facility and have not cast 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 system during the AGM.



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18. **The e voting period will commence at 9.00 a.m. (IST) on Monday, 19th September, 2022 and will end at 5.00 p.m. (IST) on Wednesday, 21st September, 2022.**
19. The Board of Directors of the Company has appointed Mr. Ravi Kapoor, Practicing Company Secretary, (Membership No. 2587) Proprietor of M/s. Ravi Kapoor & Associates, Ahmedabad as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
20. The members, who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
21. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **Thursday, 15th September, 2022.**
22. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than two working days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Company who shall countersign the same and declare the result of the voting forthwith.
23. The Results shall be declared after the receipt of the Scrutinizer's Report from conclusion of the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.ramanewsprint.com. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.
24. Members will be able to attend/participate the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at evoting@nsdl.co.in by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.
25. Members who need assistance before or during the AGM can contact NSDL on toll free no.: 1800 1020 990 and 1800 22 44.
26. The Notice of AGM and Annual Report are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant. Members who have not registered their email addresses with the Company can get the same registered by following the process mentioned in this Notice at point no. 12.
27. The copy of this Notice is available on website of the Company at www.ramanewsprint.com and of Stock Exchange's at www.bseindia.com and www.nseindia.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, 19th September, 2022 at 09:00 A.M. and ends on Wednesday, 21st September, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 15th September, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 15th September, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under “IDEAS” section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p><small>NSDL Mobile App is available on</small></p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi/ Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the EVoting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ravi@ravics.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **“Upload Board Resolution / Authority Letter”** displayed under **“e-Voting”** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **“Forgot User Details/Password?”** or **“Physical User Reset Password?”** option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at SaritaM@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to ramanewsprint@ramanewsprint.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ramanewsprint@ramanewsprint.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**



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3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM 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 system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the /AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in 2 days advance mentioning their name demat account number/folio number, email id, mobile number at ramanewsprint@ramanewsprint.com. The same will be replied by the company suitably.

By order of the Board of Directors
For Shree Rama Newsprint Limited

(P. K. Mundra)
President (Finance), CFO & Company Secretary
Membership No. F3937

Dated : 06.08.2022
Place : Barbodhan, Surat

Registered Office:
Village Barbodhan Taluka Olpad,
Dist. Surat,
Gujarat – 395 005



**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)**

Item No. 3

M/s. Batliboi & Purohit, Chartered Accountants (Firm Registration No. 101048W) were appointed as the Statutory Auditors of the Company at the 26th AGM of the Company held on 23rd September, 2017 and their tenure of five consecutive years will expire at the ensuing AGM of the company scheduled on 22.09.2022. Accordingly, approval of the Shareholders is being sought for re-appointment of M/s. Batliboi & Purohit, Chartered Accountants, Mumbai (FRN: 101048W) as the Statutory Auditors of the Company for the second term of 5 years commencing from conclusion of ensuing 31st Annual General Meeting for the financial year 2021-22 till the conclusion of the 36th Annual General Meeting for the financial year 2026-27.

M/s. Batliboi & Purohit, Chartered Accountants (Firm Registration No. 101048W) have given their consent for their re-appointment as Statutory Auditors of the Company and has issued certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder. M/s. Batliboi & Purohit, have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Batliboi & Purohit have confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on 06.08.2022 proposed the re-appointment of M/s. Batliboi & Purohit, Chartered Accountants (Firm Registration No. 101048W), as the Statutory Auditors of the Company for the second and final term of five consecutive years, who shall hold office from the conclusion of this 31st AGM till the conclusion of the 36th AGM of the Company. The remuneration proposed to be paid to the Statutory Auditors during their second and final term would be in line with the existing remuneration and shall be commensurate with the services to be rendered by them during the said tenure. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

DISCLOSURE UNDER REGULATION 36(5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Proposed Statutory Audit Fees payable to the Auditors	₹ 7.5 Lakhs p.a. plus applicable taxes and reimbursement of travelling and other out-of-pocket expenses actually incurred by auditors in connection with the Audit of Accounts of the Company
Terms of Appointment	Five financial years from the conclusion of 31 st Annual General Meeting till the conclusion of 36 th Annual General Meeting of the Company
Basis of recommendation and Auditor Credentials	M/s. Batliboi & Purohit is a Chartered Accountants firm established in the year 1907 and has been in practice since 114 years. The firm have handled various assignments from Public and Private Sector Banks, Companies and Government Organizations in the field of statutory audit, concurrent audit, stock and receivables audit, internal audit, forensic audit, transaction audit under IBC, monitoring of finance, management information services, direct and indirect tax, transfer pricing etc. M/s. Batliboi & Purohit holds Peer Review Certificate as issued by Institute of Chartered Accountants of India. Therefore, approval of Members of the Company is sought for appointment of M/s. Batliboi & Purohit as Statutory Auditors of the Company by passing Ordinary Resolution as set out in Item no. 3 of the Notice

Item No. 4

The Board of Directors of the Company at their meeting held on 06.08.2022 has, on recommendation of the Audit Committee, appointed M/s. Nanty Shah & Associates as Cost Auditors of the Company for the Financial Year 2022-23 at a remuneration not exceeding ₹35,000/- excluding out of pocket expenses and applicable Goods and Service tax.

As per Section 148 of the Companies Act, 2013 and the rules made thereunder the remuneration payable to the Cost Auditor is to be confirmed by the members of the Company. The Board recommends the resolution at Item No. 4 for the approval of the members as an ordinary resolution.

None of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested in the passing of this resolution.



Shree Rama Newsprint Limited

Item No. 5

The Board of Directors of the Company in its meeting held on 06.08.2022 has subject to approval of members of the Company, re-appointed Mr. Siddharth Chowdhary (DIN:01798350), as Whole-Time Director (Executive Director) of the Company for a period of 3 years from expiry of his present term i.e. with effect from 10th December, 2022 on terms and conditions and remuneration not exceeding of ₹1,00,000/- (Indian Rupees One Lakh) per month excluding perquisites as mentioned in resolution as recommended by Nomination and Remuneration Committee.

As per provisions of Section 196 of the Companies Act, 2013 it is required to obtain approval of members in the ensuing Annual General Meeting of the Company for appointment of Whole Time Director. Accordingly, approval of members by way of Special Resolution is sought for appointment of Mr. Siddharth Chowdhary as Whole Time Director of the Company. The Board of Directors recommended the resolution for your approval.

None of the Directors (except Mr. Ganpatraj L. Chowdhary and Mr. Siddharth Chowdhary), and their relatives are directly and indirectly concerned or interested in above resolution. However, none of the other Directors and Key Managerial Personnel of the Company and their relatives is directly/ indirectly concerned or interested in the above resolution.

Additional information as required under Schedule V of the Companies Act, 2013 is mentioned separately after explanatory statement.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India requires certain additional disclosures with respect to Directors seeking appointment/re-appointment at the ensuing Annual General Meeting which is mentioned below:

Name of Director	Mr. Siddharth Chowdhary
DIN	01798350
Date of Birth	30.08.1984
Age of Director	38 Years
Date of Appointment/Re-appointment	10.12.2022
Qualification	B.Com, MBA in International Accounts & Business Finance
Experience	12 years
Functional expertise	Finance and Marketing
Terms and Conditions of Appointment	Appointment as an Executive Director for 3 Years from 10.12.2022 to 09.12.2025
Remuneration Paid	₹ 1,00,000 (Rupees One Lakhs Only) p.m. excluding perquisite
Designation	Whole Time Director (Executive Director)
Disclosure of relationship of Directors with Manager and KMP of the Company	Son of Mr. Ganpatraj L. Chowdhary, Managing Director of the Company.
Names of listed entities in which person holds Directorship and the membership of the committees of the Board	1. Riddhi Siddhi Gluco Biols Limited – Executive Director
Chairman/ Director of other Company	1. Bluecraft Agro Private Limited 2. Safari Biotech Private Limited
Number of shares held in the Company	Nil
No. of Board Meetings attended during the year	5
Justification for appointment of Independent Director	N.A.
Names of Companies along with listed entities in which person has resigned in the past three years.	-
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board of the Company is of the opinion that Mr. Siddharth Chowdhary is a person of integrity and skills. Considering his extensive knowledge and rich experience in the industry, his appointment as Executive Director is in the interest of the Company.

**Additional information as required under Schedule V of the Companies Act:****A. General Information:**

- (i) Nature of Industry:
Manufacturing and dealing in Newsprint and Writing & Paper and Packaged Water bottles
- (ii) Date of Commencement of Commercial Production:
The Company commenced commercial production in August 1996.
- (iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:
Not applicable as the Company is an existing Company.
- (iv) Financial performance based on given indications – as per audited financial results for the year ended 31st March, 2022:

(₹ In Lakhs)

Particulars	31.03.2022	31.03.2021
Revenue/Sales (Gross)	32,971.90	26,486.24
Profit/ Loss before Tax	(6,972.14)	(7,697.24)
Profit/ Loss after Tax	(6,972.14)	(7,697.24)
Shareholder's Fund	25,855.62	32,829.29

- (v) Foreign Investments or Collaborations: Nil

B. Information about the Appointee:**Background details of Mr. Siddharth Chowdhary**

- a. Mr. Siddharth Chowdhary, aged 38 years is an MBA. He is having more than 12 years of experience in the procurement of Maize and was head of the most versatile unit at Pantnagar of Riddhi Siddhi Gluco Biols Limited (RSGBL). From 2008 he started involving himself at Pantnagar Plant on day to day operation in the development of RSGBL. Stationed at Pantnagar from 2008 to 2012, he ensured process stabilization and productivity improvement of Pantnagar unit. Later, he became the director in de-merged undertaking, Roquette Riddhi Siddhi Private Limited and maize procurement and Export Marketing of all plants besides overseeing the Pantnagar plant. He is also holding a post of Whole Time Director in the holding company(i.e. RSGBL) since 01.10.2016.
- b. Past remuneration during the financial year 2021-22.
The total remuneration paid to Mr. Siddharth Chowdhary during Financial Year 2021-22 is ₹ 77.53 Lakhs.
- c. Recognition of awards: Nil
- d. Job profile and his suitability:
Mr. Siddharth Chowdhary is responsible for the operations and the affairs of the Company and he shall perform such other duties and services as may be entrusted to him, subject to the supervision of the Board of Directors. Taking into consideration his qualifications and expertise in the relevant fields, he is best suited for the responsibilities currently assigned to him by the Board of Directors.
- e. Remuneration proposed:
The remuneration of Mr. Siddharth Chowdhary is set out in the resolution.
- f. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:
The remuneration of Mr. Siddharth Chowdhary is not out of tune with the remuneration in similar sized Company in same segment of business.
- g. Pecuniary relationship directly or indirectly with the Company, or relationship with the management personnel, if any:
Other than the remuneration stated above, Mr. Siddharth Chowdhary has no other pecuniary relationship, directly or indirectly with the Company.



Shree Rama Newsprint Limited

C. Other Information:

- (i) Reasons of loss or inadequate profits: The operations of paper division of the Company rendered unviable for want of coal and later abnormal rise in rates of waste paper & coal.
- (ii) Steps taken or proposed to be taken for improvement, and Expected increase in productivity and profits in measurable terms: The Company is exploring possible ways to overcome the losses suffered.

By order of the Board of Directors
For Shree Rama Newsprint Limited

(P. K. Mundra)
President (Finance), CFO & Company Secretary
Membership No. F3937

Dated : 06.08.2022
Place : Barbodhan, Surat

Registered Office:
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