

Notice

NOTICE OF 32ND ANNUAL GENERAL MEETING (“AGM”)

NOTICE IS HEREBY GIVEN THAT THE 32ND ANNUAL GENERAL MEETING OF MEMBERS OF SHREE RAMA NEWSPRINT LIMITED (“COMPANY”) WILL BE HELD ON **TUESDAY, 26TH DAY OF SEPTEMBER, 2023 AT 12:00 NOON** 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 31st March 2023, together with the Directors’ Report and Auditors’ Reports thereon.
2. To appoint a Director in place of Mr. Ganpatraj Chowdhary (DIN:00344816), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To re-appoint Ms. Meenu Sajjak Singhvi (DIN: 08273316) as Independent Director of the Company for a second term of 5 consecutive years:**

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 149 and 152 read with Schedule IV and other applicable provisions if any, of the Companies Act, 2013 (the Act), Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25 read with Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Ms. Meenu Sajjak Singhvi (DIN: 08273316) who was appointed as an Independent Director at the 28th Annual General Meeting of the Company and holds office upto 2nd November, 2023 and who is eligible for re-appointment and meets the criteria for Independence as provided under Section 149 (6) of the Act along with rules framed thereunder and Regulation 16 (1) (b) of SEBI Listing Regulations and she has submitted a declaration to that effect and in respect of whom the Company has received a recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160 of the Act from a member proposing her candidature for office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation to hold office for a second term of 5 (five) consecutive years with effect from 03.11.2023 to 02.11.2028.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all things, deeds and acts as may be necessary and expedient to give effect to this resolution”.

4. **To Sale, lease or otherwise dispose of whole or substantially whole of the undertaking of the Company as per Section 180(1)(a) of the Companies Act, 2013:**

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

“**RESOLVED THAT** pursuant to Section 180 (1) (a) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), Memorandum of Association and Articles of Association of the Company and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and subject to the approval of Bankers/lenders, the consent of members of the Company be and is hereby accorded to Board of Directors of the Company (herein after referred as “Board”) which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution to sale / transfer / lease/ dispose off or otherwise deal, either entire or substantial part of the assets of paper division of the Company situated at Village Barbodhan, Taluka Olpad, Dist. Surat, Gujarat- 395005, including plant and machinery to the potential investors/ buyers/ third-parties through various modes including by way of slump sale, asset sale or through other contractual arrangements, or in any other manner as the Board may in its absolute discretion deem fit in the interest of the Company.

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RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to decide on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), or documents by whatever name called to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as Board may in their absolute discretion deem fit and to do all such other acts, deeds, matters and things as Board may deem necessary and/or expedient to give effect to the above Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director(s) or to any Committee of Directors or employee(s) or officer(s) of the Company, as it may consider appropriate, to give effect to the aforesaid resolution."

5. **Approval for modification of Material Related Party Transaction with Energy Beverages Private Limited:**

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

"**RESOLVED THAT** pursuant to provisions of Section 188 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules as may be applicable and amended from time to time and pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations"), consent of the members of the Company be and is hereby accorded for approval of proposed modification of material related party transactions to be entered into by the Company for any contract or arrangements, for transactions of purchase or sale or supply of any goods or materials for an amount aggregating up to the limit of Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores Only) per annum with related party being Energy Beverages Private Limited that the Company may enter from time to time in one or more tranches for a period of 5 years commencing from financial year 2023-24 upto the financial year 2028-29.

RESOLVED FURTHER THAT the Board of Directors of the Company or Finance Committee be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, including finalizing the terms & conditions in this regard and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company and to do all such acts, deeds and things as may be required and to take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution."

BY ORDER OF THE BOARD OF DIRECTORS
FOR, **SHREE RAMA NEWSPIRINT LIMITED**

Siddharth Chowdhary
Executive Director
DIN: 01798350

Dated: 11.08.2023
Place: Ahmedabad

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Notes:

1. Ministry of Corporate Affairs vide General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 followed by General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular no. 20/2021 dated December 8, 2021 and General Circular No. 11/2022 dated December 28, 2022 allowed conducting Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) and dispensed the personal presence of the members at the meeting. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM without being physically present at a common venue. In accordance with the Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI) read with Clarification / Guidance on applicability of Secretarial Standards-1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be deemed venue of the AGM. Since the AGM will be held through VC / OAVM, the Route Map for the Venue of the Meeting is not annexed in this Notice.
2. 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 there at and cast their votes through e-voting.
3. The Members can join the AGM in 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 1000 members on first come first served 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.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by Securities and Exchange Board of India (“SEBI Circulars”), the Notice of the AGM along with Annual Report for Financial Year 2022-23 is being sent only through electronic mode to those members whose email ids are registered with Company/ Depository Participants. Members may note that the Notice of AGM and Annual Report for the Financial Year 2022-23 has been uploaded on the website of the company at www.ramanewsprint.com. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India at www.nseindia.com and National Securities Depository Limited (NSDL) (agency providing Remote e-voting facility) at www.nsd.co.in.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021, General Circular no. 20/2021 dated December 8, 2021 and General Circular No. 11/2022 dated December 28, 2022.
8. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
9. 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.

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10. In terms of Section 152 of the Companies Act, 2013, Mr. Ganpatraj Chowdhary (DIN:00344816), Director retires by rotation at the ensuing 32nd 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.
11. 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.
12. 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 Wednesday, 20th September, 2023 to Tuesday 26th September, 2023 (both days inclusive).
13. 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.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN), KYC details viz. Contact Details (Postal Address, Mobile Number and E-mail), Bank Details, Nomination etc. by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN and KYC details to their Depository Participant. Members holding shares in physical form are requested to submit their PAN and KYC details to the Company or Registrar & Transfer Agent, M/s. Link Intime India Private Limited.
15. 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, MCA Circulars and SEBI Circulars, the Company is pleased to provide members facility to exercise their right to vote at the 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by National Securities Depository Limited (NSDL).
16. 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. **Tuesday, 19th September, 2023** 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.
17. **The remote e-voting period will commence at 9.00 a.m. (IST) on Saturday, 23rd September, 2023 and will end at 5.00 p.m. (IST) on Monday, 25th September, 2023.**
18. The Board of Directors of the Company has appointed Mr. Ravi Kapoor, a Practicing Company Secretary, (Membership No. 2587) and 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.
19. 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.
20. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of demat shareholding) as on the cut-off date i.e. Tuesday, 19th September, 2023.
21. 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 (2) 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.
22. 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

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www.ramanewsprint.com. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange Limited.

23. 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.
24. Members who need assistance before or during the AGM can contact NSDL on toll free no.: 1800 1020 990 and 1800 22 44.

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

The remote e-voting period begins on Saturday, 23rd September, 2023 at 9:00 A.M. and ends on Monday, 25th September, 2023 at 5:00 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. Tuesday, 19th September, 2023 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 Tuesday, 19th September, 2023.

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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. 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. 2. 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 3. 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.

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	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. 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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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.: 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800225533.</p>

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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.nsd.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.nsd.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:
 - i) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - ii) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.

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- iii) 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.
 - iv) 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.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Sarita Mote, Assistant Manager at evoting@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

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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.

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 NEWSPIRINT LIMITED**

Siddharth Chowdhary
Executive Director
DIN: 01798350

Dated: 11.08.2023
Place: Ahmedabad

Annexure to the Notice

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)

Item No. 3

Mrs. Meenu Sajjak Singhvi (DIN: 08273316) was appointed as an Independent Director w.e.f 03.11.2018 by the Board pursuant to the relevant provisions of Section 161 of the Companies Act, 2013 read with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. Her first term of being an Independent Director for consecutive 5 years will expire on 02.11.2023.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment by passing a Special Resolution by the Company for second term of upto five consecutive years on the Board of a Company.

Keeping in view her experience and knowledge and upon receipt of recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it would be in the beneficial interest of the Company to continue to avail her services as an Independent Director. Mrs. Meenu Sajjak Singhvi being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 03.11.2023 to 02.11.2028 (both days inclusive).

The Company has received declaration from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has also given her consent to continue to act as Director of the Company, if so appointed by the members and in respect of whom the Company has received a recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160 of the Act from a member proposing her candidature for office of Director.

In the opinion of the Board, Mrs. Meenu Sajjak Singhvi fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her re-appointment as an Independent Non-Executive Director of the Company and is independent of the management.

The Board considers and approved her reappointment as an Independent Director for second term of consecutive five years w.e.f. 03.11.2023 to 02.11.2028 (both days inclusive).

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mrs. Meenu Sajjak Singhvi (DIN: 08273316) as an Independent Director for another term of five consecutive years with effect from 03.11.2023 to 02.11.2028 (both days inclusive) for the approval by the shareholders of the Company.

Details pursuant to Regulation 36(3) of the Listing Regulations and in terms of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, additional disclosures with respect to Ms. Meenu Sajjak Singhvi (DIN: 08273316) seeking appointment as Independent Director of the Company is provided separately at the end of this explanatory statement.

Except Ms. Meenu Sajjak Singhvi none of the other Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.

Your Board of Directors recommend passing of the resolution set out in Item No. 3 of the accompanying Notice as Special Resolution.

Item No. 4

Due to unviable operations, paper plant of the Company is closed from 18.12.2021. The Company has retrenched all the workmen with effect from 17.12.2022.

The Board of Directors of the Company in its meeting held on February 14, 2023 has announced to close the paper division post-retrenchment of all workmen after assessing the commercial prospects of the Paper Division and decided not to operate Paper Division in the near future, and therefore as per IND AS 105 - Non-current assets, plant and machineries with other assets associated with the paper division are considered and presented as held for sale / discontinued operations.

Therefore, in the overall interest of all the stakeholders, it is proposed to sale/dispose or otherwise deal with the paper division of the Company situated at Village Barbodhan, Taluka Olpad, Dist. Surat, Gujarat- 395005 together with all specified tangible or intangible assets, in relation to the Undertaking on a slump sale basis on an “as is where

Annexure to the Notice

is" basis or substantial parts or in any other manner to the potential investors/ buyers/ third-parties as the Board may deem fit.

The proceeds arising from sale or disposal will utilized in repayment of existing inter corporate loans and borrowings, redemption of debentures and non-convertible redeemable preference shares of the Company and expansion of continuing operational segment of the Company or to explore new areas of business.

Pursuant to Section 180 (1) (a) of the Companies Act,2013, selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the Company on an aggregate basis during a financial year shall require prior approval of shareholders by way of special resolution. Therefore, the approval of shareholders of Company is being sought for aforesaid transaction.

Your Board of Directors recommend passing of the resolution set out in Item No. 4 of the accompanying Notice as Special Resolution.

None of the Directors and their relatives, Managing Director and their relatives and none of the KMP of the Company and their relatives is deemed to be concerned or interested in the resolution as set out at item no. 4 of this Notice.

Item No. 5

Pursuant to provisions of Section 188(1)(a) of the Companies Act, 2013 read with rules made thereunder and in terms of Regulation 23 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 consent of the members by way of ordinary resolution is required for modification of material related party transactions proposed to be entered in to by the Company with its related party being Energy Beverages Private Limited (EBPL).

The members of the Company vide ordinary resolution dated 25.09.2020 have approved material related party transactions to be entered with EBPL for purchase or sale or supply of any goods or materials as mentioned in Section 188(1)(a) for an amount aggregating the limit up to Rs. 75,00,00,000/- (Rupees Seventy Five Crores Only) and the same will be exceeded in near future. Therefore, transaction is likely to continue further for which modification is required as per Section 188(1)(a) of the Act for an amount aggregating up to the limit of Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores Only) per annum for a period of 5 years commencing from Financial year 2023-24.

All disclosures prescribed to be given under the provisions of the Companies Act, 2013 and the Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11.07.2023 are provided in the table appended below for the perusal of the members:

Sr. No.	Particulars	Information
1	Type, material terms and particulars of the proposed transaction	Arrangement for purchase/sale/supply of materials/goods as matters mentioned in Section 188(1) (a) will be entered with related party from time to time in one or more tranches for an amount not exceeding Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crore Only) per annum that the Company may enter from time to time in one or more tranches for a period of 5 years commencing from Financial Year 2023-24 with related party being Energy Beverages Private Limited.
2	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Energy Beverages Private Limited (EBPL). Mr. Nayan Shah, Director and shareholder of Energy Beverages Private Limited is son in law of Mr. Ganpatraj Chowdhary, Chairman and Non – Executive Director of the Company.
3	Tenure of the proposed transaction (particular tenure shall be specified);	Matters mentioned in Section 188(1)(a) will be entered with related party from time to time in one or more tranches for an amount not exceeding Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crore Only) per annum that the Company may enter from time to time in one or more tranches for a period of 5 years commencing from Financial Year 2023-24 .
4	Value of proposed transaction	Not exceeding Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crore Only) per annum

Annexure to the Notice

Sr. No.	Particulars	Information
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	This material related party transaction would represent 144.61% of Annual Turnover of the company.
6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary;	Not Applicable
7	Justification as to why the RPT is in the interest of the Company;	As members are aware that the Company is in business of packaged water bottle and in order to facilitate the sale of packaged water under brand of "CLEAR" and also sourcing of inputs the transaction is in the interest of the company.
8	Copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
9	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	52.56%
10	Any other information relevant or important for the members to take a decision on the proposed transaction.	Nil
11	Any advance paid or received for the contract or arrangement, if any	Nil
12	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	The transaction will be done at arm's length basis in ordinary course of the business
13	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors.	yes

The Audit Committee and Board of the Company have approved the said transactions with the related party on 11.08.2023.

None of the Directors and their relatives except Mr. Ganpatraj Chowdhary, Managing Director and their relatives and none of the KMP of the Company and their relatives is deemed to be concerned or interested in the resolution as set out at item no. 5 of this Notice.

Further, as per Regulation 23(4) of Listing Regulations, no related party shall vote to approve the resolution as set out at item no. 5 of this Notice.

Annexure to the Notice

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. Ganpatraj Chowdhary	Mrs. Meenu Singhvi
DIN	00344816	08273316
Date of Birth	23.03.1963	17.08.1981
Age of Director	58 Years	41 Years
Date of Appointment/Re-appointment	23.06.2015	03.11.2018
Qualification	B.Com	MBA (Finance)
Experience	More than 35 years	More than 11 years
Functional expertise	Managing several verticals of business viz. Starch & Allied Chemicals, Newsprint, Writing & Printing Paper, Renewable Energy, Real Estate and Aviation.	Finance & Accounting
Terms and Conditions of Appointment	Appointment as Non Executive Director of the Company	Re-appointment as Non-Executive Independent Director, not liable to retire by rotation for a term of 5 years from 03.11.2023 to 02.11.2028
Remuneration Paid	Nil	Nil
Designation	Non – Executive Chairman	Non-Executive Independent Director
Disclosure of relationship of Directors with Manager and KMP of the Company	Father of Mr. Siddharth Chowdhary, Executive Director of the Company	Not related
Names of listed entities in which person holds Directorship and the membership of the committees of the Board	1. The Anup Engineering Limited- Non Executive Independent Director 2. Riddhi Siddhi Gluco Biols Ltd- Managing Director	None
Chairman/ Director of other Company	03	Nil
Number of shares held in the Company	Nil	Nil
No. of Board Meetings attended during the year	03	06
Justification for appointment of Independent Director	N.A.	The Board of the Company is of the opinion that Mrs. Meenu Sajjak Singhvi is a person with rich experience in finance sector. Considering her extensive knowledge and rich experience, Board considers that her continued association would be of immense benefit to the Company and therefore, the Board recommends her re-appointment as an Independent Director to the Members.

Annexure to the Notice

<p>Skills and capabilities required for the role and the manner in which the proposed person meets such requirements</p>	<p>The Board of the Company is of the opinion that Mr. Ganpatraj Chowdhary is a person of integrity and skills. Considering his extensive knowledge and rich experience in the industry, his appointment as Non-Executive Director is in the interest of the Company.</p>	<p>The Board of the Company is of the opinion that Mrs. Meenu Sajjak Singhvi is a person of integrity and skills. Considering the skills and expertise of the person, Board has considered her re-appointment as Independent Director of the Company.</p>
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BY ORDER OF THE BOARD OF DIRECTORS
FOR, **SHREE RAMA NEWSPIRINT LIMITED**

Siddharth Chowdhary
Executive Director
DIN: 01798350

Dated: 11.08.2023
Place: Ahmedabad