



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 28TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SHREE RAMA NEWSPRINT LIMITED WILL BE HELD ON WEDNESDAY, 21ST, AUGUST 2019 AT COMMUNITY HALL, SHREE RAMA NEWSPRINT LIMITED STAFF COLONY, NEAR REGISTERED OFFICE OF THE COMPANY AT VILLAGE BARBODHAN, TALUKA OLPAD, DISTRICT SURAT, GUJARAT- 395005, AT 02:00 P.M. TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESSES:

- (1) To consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors' and Auditor's thereon.
- (2) To appoint a Director in place of Mr. Ganpatraj L. Chowdhary (DIN: 00344816), Director, who retire by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESSES:

- (3) 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 31st March, 2020, amount not exceeding ₹ 30,000/- excluding out of pocket expenses and applicable Goods and Service Tax be and is hereby approved."

- (4) Appointment of Mrs. Meenu Singhvi (DIN: 08173316) as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Meenu Sajjak Singhvi (DIN:08273316), who was appointed as an Additional Director by the Board of Directors on 3rd November, 2018 pursuant to the provisions of Section 149 and 161 of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to 2nd November, 2023.

RESOLVED FURTHER THAT any director of the Company or Company Secretary of the Company be and is hereby authorised to sign and submit documents related to appointment as and when required and to file necessary form in this regard."

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

To consider and if thought fit, to pass the following resolution, as a Special Resolution:

"RESOLVED THAT pursuant to recommendation of Nomination and Remuneration Committee and in pursuance to the provisions of section 196 and section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 consent of the members of the Company be and is hereby granted for reappointment of Mr. Siddharth G. Chowdhary (DIN : 01798350) as a Whole Time Director of the Company on the terms and conditions as mentioned below:

1. Terms of appointment: From 10.12.2019 to 09.12.2022
2. Salary: Rs. 7,50,000/- per month
3. Perquisites and allowances: In addition to the salary, Mr. Siddharth G. 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 a 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 Rs.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 not with standing 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 G. 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

For SHREE RAMA NEWSPRINT LIMITED

P. K. MUNDRA

President (Finance), Chief Financial Officer
& Company Secretary

Date: 30.05.2019

Place: Ahmedabad

Membership No. :3937

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE MEMBER.
A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY. HOWEVER, SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. Proxies in order to be effective must be received by the Company not less than 48 hours before the commencement of the Meeting.
3. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard- 2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Business under Item Nos. 3 to 5 of the accompanying Notice is annexed hereto.
4. Corporate members are required to send a certified true copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote on their behalf at the Meeting.
5. Members are requested to notify immediately any change in their Registered Address to the Company's Registrar, LINK IN TIME INDIA PRIVATE LIMITED, Unit: Shree Rama Newsprint Ltd., C-101, 247Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083. Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos. fore as identification of attendance at the Meeting.
6. Shareholders seeking any information with regard to the Accounts are requested to write to the Company at an early date to enable the Management to keep the information ready.
7. The documents referred to in this Notice are open for inspection by any Member at the Registered Office of the Company during the Company's business hours on any working day up to the date of the Annual General Meeting and will also be available for inspection at the Meeting.
8. Pursuant to the Green Initiative taken by the Government, your Company shall send Annual Report and other communications from time to time to the shareholders electronically to the e-mail address provided by them.
9. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for availing Electronic Voting facility which is required as per provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014. Members having shares in physical form are requested to intimate their e-mail Ids to Registrar & Share Transfer Agents viz., Link Intime India Pvt. Ltd., and members holding shares in electronic form are requested to intimate their - mail Ids to Depository Participants with whom they have maintained their Demat Account. Electronic copy of the Annual Report for FY 2018- 19 is uploaded on the Company's website www.ramanewsprint.com and is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a physical copy of the same. Members are requested to support Green initiative by registering/ updating their e-mail addresses with the Depository Participant (in case of shares in dematerialized form) or with Link Intime India Private Limited, the Registrar and Transfer Agent ("RTA") of the Company (in case of shareholders in physical form). Electronic copy of this Notice of the 28th AGM is uploaded on the Company's website www.ramanewsprint.com and also on the website of Central Depository Services (India) Limited viz. www.evotingindia.com of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form and the same is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a physical copy of the same. For Members who have not registered their email address, physical copies of this Notice and the Annual Report for FY 2018-19 are being sent through permitted mode. For any communication, the Members may also send requests to the Company's email ID: ramanewsprint@ramanewsprint.com
10. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's Registered Office and at Company's office at Village Barbodhan, Taluka Olpad, Dist. Surat, Gujarat



– 395 005 on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date of this AGM and also at the AGM.

11. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
12. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 14th August, 2019 to Wednesday, 21st August, 2019 (both days inclusive).
13. Details of Directors seeking Appointment/Re- Appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further, the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India requires certain additional disclosures with respect to appointment of Independent Director, which are mentioned below:

Particulars	Mr. Ganpatraj L. Chowdhary (Item No. 2)	Mrs. Meenu Singhvi (Item No.4)	Mr. Siddharth G. Chowdhary (Item No. 5)
Age	56 years	38 years	35 years
Date of Appointment on Board	23.06.2015	03.11.2018	23.06.2015
Functional Expertise	Marketing and operation of business	Finance and Accounting	Finance and Marketing
Qualifications	B.Com.	MBA	B.Com., MBA in International Accounts & Business Finance
Terms and Conditions of appointment	Non-executive non-independent director	Independent Director for a period of 5 years from the date of appointment by the Board of Directors.	Appointment as an Executive Director for the period of 3 years as approved by Board
Remuneration Paid	Nil	Nil	Rs.5 lakh per month plus perquisites as approved by Board
Directorship in other Listed Companies	2	Nil	1
Chairman/ Member of Committee in other Companies	7	Nil	1
No. of Equity Shares held in the Company	Nil	Nil	Nil
Relationship with other directors, Manager and other KMP of the Company	Father of Mr. Siddharth Chowdhary, Whole - time Director of the Company.	Not related to Directors/KMP of the Company	Son of Chairman of the Company, Mr. Ganpatraj L. Chowdhary
No. of Meetings of the Board attended during the year	2	1	4

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) The voting period begins on Friday, 16th August, 2019 at 9 A.M. and ends on Tuesday, 20th August, 2019 at 5 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Wednesday, 14th August, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) Now, select "Shree Rama Newsprint Ltd." from the drop down menu and click on "SUBMIT"
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number printed on the address stickers on the Annual Report. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. if your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu where in they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the solutions contained in this Notice.
- (xii) Click on the EVSN: 190603005 for "Shree Rama Newsprint Ltd." on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on there solution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non-Individual Shareholders & Custodians
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk. evoting@cDSLindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cDSLindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.

In case of members receiving the physical copy:

- Please follow all steps from sr. no.(i) to sr. no. (xx) above to cast vote.
- The voting period begins on Friday, 16th August, 2019 at 9 A.M. and ends on Tuesday, 20th August, 2019 at 5 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Wednesday, 14th August, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk. evoting@cDSLindia.com
- A Member can opt for only one mode of voting, i.e., either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.



ANNEXURE TO THE NOTICE
STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM No. 3

The Board of Directors of the Company at their meeting held on 30.05.2019 has, on recommendation of the Audit Committee, appointed M/s. Nanty Shah & Associates as Cost Auditors of the Company for the Financial Year 2019-20 at a remuneration not exceeding ₹ 30,000/- 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. 3 for the approval of the members as an ordinary resolution.

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

ITEM NO. 4

The Board of Directors have appointed Mrs. Meenu Singhvi (DIN:08273316) as an Additional & Independent Director of the Company on 3rd November, 2018.

Under the relevant provisions of Section 149 and 161 of the Companies Act, 2013 read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, she will hold the office up to the date 2nd November 2023.

Keeping in view her experience and knowledge, the Board considers that the proposed appointment of Mrs. Meenu Singhvi would be of immense benefit to the Company.

Accordingly, the Board recommends the resolution in relation to the appointment of Mrs. Meenu Singhvi as a Director of the Company. She has given a declaration to the Board that she meets the criteria of Independence as provided under section 149(6) of the Act. In the opinion of the Board, she fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and she is independent of the Management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Independent Director is now being placed before the Members for their approval.

Except Mrs. Meenu Singhvi, none of the other Directors or Key Managerial Personnel (KMP) or their relatives are, in any way, concerned or interested in the passing of this resolution.

ITEM NO. 5

The Board has appointed Mr. Siddharth G. Chowdhary, Whole time Director (Executive Director DIN: 01798350) of the Company with a remuneration of ₹ 7,50,000/- per month excluding perquisites as mentioned in resolution for a period of three years in its meeting held on 30.05.2019 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 Next General Meeting of the Company for appointment of Whole Time Director. Accordingly, approval of members is sought for appointment of Mr. Siddharth G. 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 G. Chowdhary), and their relatives are directly and indirectly interested in above resolution. However, none of the Key managerial Personnel of the Company is directly/indirectly interested in the above resolution.

Additional information as required under Schedule V of the Companies Act, 2013 is as under:

I. GENERAL INFORMATION:**(i) Nature of Industry:**

Manufacturing and dealing in Newsprint and Writing & Paper.

(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 on 31st March, 2019:

(₹ in lacs)

Particulars	31.03.2019	31.03.2018	31.03.2017
Sales (Gross)	50382.76	43,434.46	39,198.52
Profit/Loss before tax	3822.74	-3,194.37	-1481.12
Profit/Loss after tax	3822.74	-2991.36	-890.39
Shareholders' Fund	45,012.57	41,207.81	44,183.13

(v) Foreign investments or collaborators: NIL

II. INFORMATION ABOUT THE APPOINTEE:

- (i) Shri Siddharth G. Chowdhary, aged 35 years is a MBA. He is having more than 10 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.
- (ii) Past remuneration during the financial year ended 31st March, 2019.
₹ 5,00,000/- per month excluding perquisites.
- (iii) Recognition of awards: Not any
- (iv) Job profile and his suitability
Shri Siddharth G. 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.
- (v) Remuneration proposed:
The remuneration of Shri Siddharth G. Chowdhary is set out in the resolution.
- (vi) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:
The remuneration of Shri Siddharth G. Chowdhary is not out of tune with the remuneration in similar sized Company in same segment of business.
- (vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the management personnel, if any:
Other than the remuneration stated in resolution above, Shri Siddharth G. Chowdhary has no other pecuniary relationship, directly or indirectly with the Company.

III. OTHER INFORMATION:

- (i) **Reasons of loss or inadequate profits:** Not Applicable
- (ii) **Steps taken or proposed to be taken for improvement, and Expected increase in productivity and profits in measurable terms:** Not Applicable

By Order of the Board
For SHREE RAMA NEWSPRINT LIMITED

P. K. MUNDRA
President (Finance), Chief Financial Officer
& Company Secretary
Membership No. :3937

Date: 30.05.2019
Place: Ahmedabad