

NOTICE OF 29TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE **29th ANNUAL GENERAL MEETING** OF SHREE RAMA NEWSPRINT LIMITED WILL BE HELD ON **FRIDAY, 25th DAY OF SEPTEMBER, 2020** at 11:00 A.M. THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS :

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2020, together with the Directors’ Report and Auditors’ Reports thereon.
2. To appoint a Director in place of Mr. Siddharth G. 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.

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 on 31st March, 2021, at a remuneration not exceeding ₹ 30,000/- excluding out of pocket expenses and applicable Goods and Service Tax be and is hereby ratified and approved.”

4. Approval of Related Party Transactions with Bluecraft Agro Private Limited.

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 188(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) subject to any statutory modifications or re-enactment for the time being in force and in pursuance to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent, sanction, permission or approval as the case may be of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into any contract or arrangements for transactions of purchase or supply of any goods or materials as mentioned in Section 188(1)(a) for an amount aggregating the limit upto ₹ 100,00,00,000/- (Rupees One Hundred Crores Only) during any financial year that the Company may enter from time to time in one or more tranches for a period of 5 years from the financial year 2020-21 with related party being M/s. Bluecraft Agro Private Limited (“BAPL”).

RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary of the Company be and are hereby severally 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, 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 effects to this Resolution.”

5. Approval of Related Party Transactions with Energy Beverages Private Limited pursuant to Section 188 (1) (a) of Companies Act, 2013.

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 188(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) subject to any statutory modifications or re-enactment for the time being in force and in pursuance to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent, sanction, permission or approval as the case may be of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into any contract or arrangements for transactions of purchase or supply of any goods or materials as mentioned in Section 188(1)(a) for an amount aggregating the limit upto ₹ 75,00,00,000/- (Rupees Seventy Five Crores Only) during any financial year that the Company may enter from time to time in one or more tranches for a period of 5 years from the financial year 2020-21 with related party being M/s. Energy Beverages Private Limited.”

“RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary of the Company be and are hereby severally 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, 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 effects to this Resolution."

6. Approval of Related Party Transactions with Energy Beverages Private Limited pursuant to Section 188 (1) (d) of Companies Act, 2013.

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 188(1)(d) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) subject to any statutory modification or re-enactment for the time being in force and in pursuance to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent, sanction, permission or approval as the case may be of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into any contract or arrangements for availing or rendering of water bottle business related services including payment of royalty for using brand or name of Company, as mentioned in Section 188(1) (d) for an amount aggregating the limit upto ₹ 10,00,00,000 Crores (Rupees Ten Crores Only) during any financial year that the Company may enter from time to time in one or more tranches for a period of 5 years from the financial year 2020-21 with related party being Energy Beverages Private Limited."

"RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary of the Company be and are hereby severally 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, 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 effects to this Resolution."

7. Re-appointment of Mr. Keerthinarayanan Hemmige (DIN: 07182621) as an Independent 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 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) Mr. Keerthinarayanan Hemmige (DIN: 07182621) who was appointed as an Independent Director at the 24th Annual General Meeting of the Company and holds office upto 22nd June, 2020 and who is eligible for re-appointment and who 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 who 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 his 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 Five consecutive years with effect from 23.06.2020 to 22.06.2025."

RESOLVED FURTHER THAT any Director 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."

8. Re-appointment of Mr. K. L. Chandak (DIN: 00013487) as an Independent 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 pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 ('the Act') read with Schedule IV of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act [including any statutory modification(s) or re-enactment(s) thereof] and pursuant to Regulation 16(1)(b), Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Mr. K. L. Chandak (DIN: 00013487), who was appointed as an Independent Director of the Company at 24th Annual General Meeting of the Company and holds office up to 8th February, 2021 and being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations 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 his 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 commencing from 09.02.2021 to 08.02.2026."

"RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations, 2018"), Mr. K. L. Chandak (DIN: 00013487) on attaining the age of 75 (seventy five) years on 29th August, 2021, during the above term of reappointment, the continuation of such appointment as an Independent Non-Executive Director of the Company for 5 years on the same terms and conditions of such re-

appointment even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018.”

“**RESOLVED FURTHER THAT** any Director 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”.

9. Re-appointment of Mr. Utkarsh Shah (DIN: 00101663) as an Independent 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** 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) Mr. Utkarsh Shah (DIN: 00101663) who was appointed as an Independent Director at the 25th Annual General Meeting of the Company and holds office upto 20th September, 2020 and who is eligible for re-appointment and who 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 who 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 his 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 Five years with effect from 21.09.2020 to 20.09.2025.”

RESOLVED FURTHER THAT any Director 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”.

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

**(P. K. Mundra)
President (Finance), C.F.O. & C.S.
Membership No. F3937**

Dated : 29.08.2020

Place : Barbodhan, Surat

Registered Office:

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

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM without physical presence of the members at a common venue. In compliance of the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC/OAVM. The detailed procedure for participating through VC/OAVM is annexed herewith and also available at the Company’s website www.ramanewsprint.com.
2. 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 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.
3. Members can raise questions during the meeting or in advance at ramanewsprint@ramanewsprint.com. Relevancy of questions and order of speakers at the meeting will be decided by the Chairman.
4. In terms of Section 152 of the Companies Act, 2013, Mr. Siddharth G. Chowdhary (DIN:01798350), Director retires by rotation at the ensuing 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 Ministry of Corporate Affairs (MCA) is annexed hereto
5. 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.

6. Institutional/Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) 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
7. 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.
8. 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, 18th September, 2020 to Friday, 25th September, 2020 (both days inclusive).
9. 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.
10. 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).

Those members holding shares in physical form can update their e-mail address and other details by logon on to website of Company's RTA through https://www.linkintime.co.in/EmailReg/Email_Register.html and selecting Company Shree Rama Newsprint Limited from drop down menu & filling necessary details.

11. 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 Linkintime India Private Limited.
12. Since the AGM will be held through VC/OVAM, the Route Map is not annexed in this notice.
13. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. 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 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL).
15. 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. Friday, 18th September, 2020 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.
16. **The e voting period will commence at 9.00 a.m.(IST) on Monday, 21st September, 2020 and will end at 5.00 p.m.(IST) on Thursday, 24th September, 2020.**
17. The Board of Directors of the Company has appointed Mr. Ravi Kapoor, a 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.
18. The members, who have cast their vote by remote e-voting prior to the AGM also allowed to attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
19. 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. Friday, 18th September, 2020.**
20. **THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**
 - (i) The remote e-voting period begins on 09:00 a.m. (IST) on Monday, 21st September, 2020 and ends at 05:00 p.m. (IST) on Thursday, 24th September, 2020. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 18th September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.

- (iv) Click on “Shareholders” module.
- (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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-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 Shareholders 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) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip / communicated by mail indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein 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 shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Shree Rama Newsprint Limited 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 the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login 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) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

In case the shareholder has 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:

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

OR

- (ii) In the case of Shares held in Demat mode: The shareholder may please contact the Depository Participant (“DP”) and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

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

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders 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/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING 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 shareholders, who are 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 available during the AGM.
 3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
 4. Shareholders 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.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ramanewsprint@ramanewsprint.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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 three (3) 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 www.ramanewsprint.com. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
23. Members will be able to attend/participate the AGM through VC/OAVM or view the live webcast of AGM provided by CDSL at www.evotingindia.com by using their remote e-voting login credentials and selecting the EVEN for Company's AGM. 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. Further members can also use the OTP based login for logging into the e-voting system of CDSL.
24. 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 with the Company by requesting by sending email to ramanewsprint@ramanewsprint.com.
25. Notice of AGM is available on website of the Company www.ramanewsprint.com & websites of stock exchanges www.nseindia.com & www.bseindia.com.
26. The details of the process and manner for e-voting at the Annual General Meeting are as mentioned above.

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

**(P. K. Mundra)
President (Finance), C.F.O. & C.S.
Membership No. F3937**

**Dated : 29.08.2020
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

The Board of Directors of the Company at their meeting held on 29.08.2020 has, on recommendation of the Audit Committee, appointed M/s. Nanty Shah & Associates as Cost Auditors of the Company for the Financial Year 2020-21 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

In light of provisions of Section 188(1)(a) of the Companies Act, 2013 and rules made thereunder and on recommendation of the Audit Committee of the Company Board of Directors of the Company has approved the related party transactions to be entered in to with Bluecraft Agro Private Limited for purchase / sale of materials / goods aggregating the limit upto ₹ 100,00,00,000/- (Rupees One Hundred Crore Only) during any financial year that your Company may enter with the related party from time to time in one or more tranches for a period of 5 years from the financial year 2020-21.

Member are hereby informed that pursuant to second proviso of Section 188(1)(a) of the Companies Act, 2013 and in terms of provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no member of the Company who is a part of promoter and promoter group shall vote on such ordinary resolution to approve any material related party transaction.

A copy of the draft agreement with said related parties setting out the terms and conditions is/are available for inspection without any fee to members through electronic mode up to the date of the Annual General Meeting.

Accordingly, the Board of Directors at its meeting held on 29th August, 2020, recommended the resolution set out at Item no. 4 to be passed as an Ordinary resolution by the members.

Except Mr. Siddharth G. Chowdhary, Mr. Ganpatraj L. Chowdhary and their relatives, none of the other, Directors, Key Managerial Personnel of the Company and their relatives is deemed to be concerned or interested financially or otherwise in the said resolution.

Item No. 5

In light of provisions of Section 188(1)(a) of the Companies Act, 2013 and rules made thereunder, on recommendation of the Audit Committee of the Company, the Board of Directors of the Company has approved the related party transaction to be entered into with Energy Beverages Private Limited for purchase / sale of materials / goods aggregating the limit upto ₹ 75,00,00,000 (Rupees Seventy Five Crore Only) during any financial year that your Company may enter with the related party from time to time in one or more tranches for a period of 5 years from the financial year 2020-21.

Member are hereby informed that pursuant to second proviso of Section 188(1)(a) of the Companies Act, 2013 and in terms of provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no member of the Company who is a part of promoter and promoter group shall vote on such ordinary resolution to approve any material related party transaction.

A copy of the draft agreement with said related parties setting out the terms and conditions is/are available for inspection without any fee to members through electronic mode up to the date of Annual General Meeting.

Accordingly, the Board of Directors at its meeting held on 29th August, 2020, recommended the resolution set out at Item no. 5 to be passed as an Ordinary resolution by the members.

Except Mr. Siddharth G. Chowdhary, Mr. Ganpatraj L. Chowdhary and their relatives, 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.

Item No. 6

In light of provisions of Section 188(1)(d) of the Companies Act, 2013 and rules made thereunder, the Audit Committee and Board of Directors of the Company has approved the related party transaction to be entered in to with Energy Beverages Private Limited for availing or rendering the any kind of services aggregating the limit upto ₹ 10,00,00,000 (Rupees Ten Crores Only) during any financial year that your Company may enter with the related parties from time to time in one or more tranches for a period of 5 years from the financial year 2020-21.

Member are hereby informed that pursuant to second proviso of Section 188(1)(d) of the Companies Act, 2013 and in terms of provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no member of the Company who is a part of promoter and promoter group shall vote on such ordinary resolution to approve any material related party transaction.

A copy of the draft agreement with said related parties setting out the terms and conditions is/are available for inspection without any fee to members through electronic mode up to the date of the Annual General Meeting.

Accordingly, the Board of Directors at its meeting held on 29th August, 2020, recommended the resolution set out at Item no. 6 to be passed as an Ordinary resolution by the members.

Except Mr. Siddharth G. Chowdhary, Mr. Ganpatraj L. Chowdhary and their relatives, none of the other, Directors, Key Managerial Personnel of the Company and their relatives is deemed to be concerned or interested financially or otherwise in the said resolution.

Item No. 7

Pursuant to the relevant provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as 'the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') as amended, Mr. Keerthinarayanan Hemmige (DIN:07182621) was appointed as Non-Executive Independent Director for a period of 5 (five) consecutive years and who hold office as an Independent Director of the Company up to 22.06.2020. As per Section 149(10) of the Act an Independent Director shall hold office for a term up to five consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the Company.

The Nomination & Remuneration Committee, on the basis of the report of performance evaluation, has recommended the re-appointment of Mr. Keerthinarayanan Hemmige (DIN:07182621), for a second term of 5 (five) consecutive years, i.e. from 23.06.2020 to 22.06.2025.

The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee and the report of performance evaluation, considered that his professional expertise coupled with valuable contributions made by him during his present tenure, it would be in the beneficial interest of the Company to continue to avail his services as an Independent Director. Accordingly, it is

proposed to re-appoint Mr. Keerthinarayanan Hemmige, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years i.e. from 23.06.2020 to 22.06.2025.

The Company has received requisite disclosures and declarations from Mr. Keerthinarayanan Hemmige required under the Act and the SEBI Listing Regulations. Mr. Keerthinarayanan Hemmige is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

In the opinion of the Board of Directors of the Company, Mr. Keerthinarayanan Hemmige fulfills the conditions specified in the Act and the Rules made thereunder and is Independent of the Management. Further, Mr. Keerthinarayanan Hemmige is not debarred or disqualified from holding the office of Director pursuant to any order of the Securities and Exchange Board of India or any other such Authority.

The copy of the draft letter of appointment of the proposed appointee as an Independent Director would be available for inspection through electronically. All relevant documents referred hereinabove would be open for inspection by the Members through electronically upto the date of the Annual General Meeting.

This statement may also be regarded as appropriate disclosure under the Act and SEBI Listing Regulations.

Accordingly, the Board of Directors at its meeting held on 29th August, 2020, recommended the resolution set out at Item no. 7 to be passed as a Special Resolution by the members.

Further, as per Regulation 36 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and as per the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India which requires certain additional disclosures with respect to appointment or reappointment of Independent Director, which is mentioned after Item No.9.

Except Mr. Keerthinarayanan Hemmige, 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.

Item No. 8

Mr. K. L. Chandak (DIN:00013487) was appointed as an Independent Director on 9th February, 2016 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. He shall hold office for a period of 5 years up to 08.02.2021.

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 another term of upto five consecutive years on the Board of a Company.

Keeping in view his 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, the Board considered that his professional expertise coupled with valuable contributions made by him during his present tenure, it would be in the beneficial interest of the Company to continue to avail his services as an Independent Director. Mr. K. L. Chandak being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 9th February, 2021 up to 8th February, 2026.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, ("Amendment Regulations, 2018"), inter alia, provides that "no listed company shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect". Mr. K. L. Chandak will attain the age of 75 years on 29th August, 2021 and hence continuation beyond 75 years requires the approval of members by way of a Special Resolution.

The Company has received declaration from him stating that he 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. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. K. L. Chandak fulfills 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 his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. K. L. Chandak as an Independent Non-Executive Director setting out terms and conditions would be available for inspection through electronically upto the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. K. L. Chandak as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. K. L. Chandak as an Independent Director for another term of five consecutive years with effect from 9th February, 2021 upto 8th February, 2026 for the approval by the shareholders of the Company.

Further, as per Regulation 36 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and as per the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India requires certain additional disclosures with respect to appointment or reappointment of Independent Director, which is mentioned after Item No.9.

Except Mr. K. L. Chandak and their relatives, 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.

Item No. 9

Pursuant to the relevant provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as 'the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') as amended, Mr. Utkarsh Shah (DIN:00101663) was appointed as Non-Executive Independent Director for a period of 5 (five) consecutive years and who hold office as an Independent Director of the Company up to 20.09.2020. As per Section 149(10) of the Act an Independent Director shall hold office for a term up to five consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the Company.

The Nomination & Remuneration Committee, on the basis of the report of performance evaluation, has recommended the re-appointment of Mr. Utkarsh Shah (DIN:00101663) for a second term of 5 (five) consecutive years, i.e. from 21.09.2020 to 20.09.2025.

The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee and the report of performance evaluation, considered that his professional expertise coupled with valuable contributions made by him during his present tenure, it would be in the beneficial interest of the Company to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Utkarsh Shah, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years i.e. from 21.09.2020 to 20.09.2025.

The Company has received requisite disclosures and declarations from Mr. Utkarsh Shah required under the Act and the SEBI Listing Regulations. Mr. Utkarsh Shah is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

In the opinion of the Board of Directors of the Company, Mr. Utkarsh Shah fulfills the conditions specified in the Act and the Rules made thereunder and is Independent of the Management. Further, Mr. Utkarsh Shah is not debarred or disqualified from holding the office of Director pursuant to any order of the Securities and Exchange Board of India or any other such Authority.

The copy of the draft letter of appointment of the proposed appointee as an Independent Director would be available for inspection through electronically. All relevant documents referred hereinabove would be open for inspection by the Members through electronically upto the date of the Annual General Meeting.

This statement may also be regarded as appropriate disclosure under the Act and SEBI Listing Regulations.

Accordingly, the Board of Directors at its meeting held on 29th August, 2020, recommended the resolution set out at Item no. 9 to be passed as a Special Resolution by the members.

Further, as per Regulation 36 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and as per the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India which requires certain additional disclosures with respect to appointment or reappointment of Independent Director, which is mentioned after Item No.9.

Except Mr. Utkarsh Shah, 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.

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	Siddharth G. Chowdhary (Item No.2)	Mr. Keerthinarayanan Hemmige (Item No.7)	Mr. K. L. Chandak (Item No.8)	Mr. Utkarsh Shah (Item No.9)
DIN	01798350	07182621	00013487	00101663
Date of Birth	30.08.1984	18.03.1965	29.08.1946	30.12.1960
Age of Director	37 years	55 years	74 years	61 years
Date of Appointment/ Re-appointment	10.12.2019	23.06.2020	09.02.2021	21.09.2020
Qualification	B.Com, MBA in International Accounts & Business Finance	B.Com.	B.Com., C.A.	Science Graduate
Functional Expertise & Experience	Finance and marketing & having experience of more than 12 years.	Banking Sector & having experience of more than 20 years.	He has expertise in Finance and Accounts as well as general administration and management of Company affairs & having experience of more than 40 years.	Industrialist and Business Field & having experience of more than 33 years.
Terms and Conditions of Appointment	Appointment as an Executive Director for 3 years from 10.12.2019 to 09.12.2022	Independent Director for 5 (five) consecutive years for a term up to 23.06.2025	Independent Director for 5 (five) consecutive years for a term up to 08.02.2016	Independent Director for 5 (five) consecutive years for a term up to 20.09.2025
Remuneration Paid	₹ 7,50,000/- per month excluding perquisites.	No remuneration other than Sitting Fees for attending Board and/ or Committee Meetings, if any.	No remuneration other than Sitting Fees for attending Board and/ or Committee Meetings, if any.	No remuneration other than Sitting Fees for attending Board and/ or Committee Meetings, if any.
Designation	Whole Time Director (Executive Director)	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
Disclosure of relationship of Directors with Manager and KMP of the Company	Son of Shri Ganpatraj L. Chowdhary, Chairman of the Company.	Nil	Nil	Nil
Names of listed entities in which person holds Directorship and the membership of the committees of the Board	1. Shree Rama Newsprint Limited – Executive Director Member of Audit Committee in Shree Rama Newsprint limited	1. Shree Rama Newsprint Limited – Non Executive Independent Director	1. Shree Rama Newsprint Limited – Non Executive Independent Director	1. Shree Rama Newsprint Limited – Non Executive Independent Director 2. Fairchem Speciality Limited - Non Executive Independent Director

Name of Director	Siddharth G. Chowdhary (Item No.2)	Mr. Keerthinarayanan Hemmige (Item No.7)	Mr. K. L. Chandak (Item No.8)	Mr. Utkarsh Shah (Item No.9)
Chairman/ Director of other Company	<ol style="list-style-type: none"> 1. Bluecraft Agro Private Limited 2. Safari Biotech Private Limited 3. Riddhi Siddhi Gluco Biols Limited 	-	<ol style="list-style-type: none"> 1. Vijayalakshmi Industries Private Limited 2. GVR Asiatrade Consortium Infra Limited 	<ol style="list-style-type: none"> 1. Fairchem Speciality Limited - Non Executive Independent Director 2. Adicorp Enterprises Private Limited 3. Adishree Tradelinks Private Limited 4. Adicoal Enterprises Private Limited
Number of shares held in the Company	-	-	6250	-
No. of Board Meetings attended during the year	5	4	3	3

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

**(P. K. Mundra)
President (Finance), C.F.O. & C.S.
Membership No. F3937**

**Dated : 29.08.2020
Place : Barbodhan, Surat**

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