

SHREE RAMA NEWSPRINT LIMITED

CIN:L21010GJ1991PLC019432

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

NOTICE

To
THE MEMBERS OF THE COMPANY

NOTICE is hereby given that an EXTRAORDINARY GENERAL MEETING of the Members of SHREE RAMA NEWSPRINT LIMITED will be held at the Registered Office of the Company situated at Village Barbodhan, Taluka Olpad, Dist. Surat, Gujarat – 395 005 on Monday 27th July, 2015 at 2.30 P.M. to transact the following business:

SPECIAL BUSINESS

ITEM NO. 1:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and all other applicable Rules if any, prescribed there under (including statutory modification(s) or re-enactments thereof, for the time being in force) and pursuant to the provisions of SEBI (Issue and listing of Debt Securities) Regulations, 2008 as amended from time to time, if applicable, and other regulations/guidelines, if any, issued/prescribed by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the Reserve Bank of India, the Foreign Exchange Management Act, 1999, and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, to the extent such Acts, Rules, Regulations, Notifications, Amendments are applicable, the approval of the Company, be and is hereby accorded to create, offer and issue Secured and/or Unsecured, Listed and/or Unlisted Non-Convertible Redeemable Debentures and/or other debt securities for an aggregate value of upto Rs. 125 Crore (Rupees One Hundred and Twenty Five Crore only) on private placement basis, in one or more tranches, during the period of one year from the date of passing of Special Resolution by Members, to any body corporate, banks, financial institutions, mutual funds, insurance companies, trusts, institutions, firms, societies, individuals or other eligible investors, in such form, manner, tranches, within such period, and upon such terms and conditions (the “**Issue**”) as the Board of Directors of the Company or any duly appointed Committee thereof (hereinafter referred to as “the Board”), may in its absolute discretion deem fit and proper.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid Resolution, the Board be and is hereby authorized to take such actions and to give all such directions, or to do all such acts, deeds, matters, and things as may be necessary or desirable in this regard including but not limited to :

- finalise the detailed terms and conditions of the Issue, size of Issue, tenor of Issue, interest payment frequency, redemption dates, coupon rate, interest reset procedure, front end discount, redemption premium, arrangers fee, security with regard to secured Debentures and other conditions.
- create security for the secured Debentures on movable and/or immovable assets of the Company.
- obtain credit rating of the debenture/securities issued from Credit Rating Agencies, to the extent required
- appoint Trustees to the Debenture holders
- print and issue Debenture Certificate(s), Letter(s) of Allotment
- stipulate terms and conditions with regard to Put and Call options (if any)
- delegate power to any official of the Company to do any incidental acts for and on behalf of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such deeds, documents and writings, as it may in its absolute discretion deem necessary or incidental to the above.”

ITEM NO. 2:

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

“**RESOLVED THAT** pursuant to the resolution passed by the Shareholders in the Extraordinary General Meeting held on 22nd June 2015 approving the issuance and allotment of 6,00,00,000 (Six Crore) Equity Shares to Riddhi Siddhi Gluco Biols Limited (RSGBL) for Rs. 10/- each and Optionally Convertible Redeemable Debentures (“OCD”) not exceeding Rs. 30,00,00,000/- (Rupees Thirty Crore only) to ICICI Bank Limited in one or more tranches on preferential basis and pursuant to the requirement of stock exchanges the complete shareholding pattern pre and post allotment of equity shares and upon conversion of OCD proposed to be allotted to RSGBL and ICICI respectively as submitted below be and is hereby approved and ratified.

		Pre-Issue Shareholding		Post issue after allotment of equity shares on preferential basis		Post issue after allotment of equity shares on preferential basis and conversion of OCD into equity (provided all OCD are converted into Equity)	
Sr. No.	Shareholder Category	No. of Shares	Percentage of Holding	No. of Shares	Percentage of Holding	No. of Shares	Percentage of Holding
A	Promoter's Holding						
	a) Individuals/ HUF	-	-	-	-	-	-
	b) *Bodies Corporate	2,82,77,677	48.62	8,82,77,677	74.71	8,82,77,677	59.58
	Total (A)	2,82,77,677	48.62	8,82,77,677	74.71	8,82,77,677	59.58
B	Public Shareholding						
	1. Institutional Investors						
	(a) Mutual Funds & UTI	58,325	0.10	58,325	0.05	58,325	0.04
	(b) Financial Institutions / Banks	20,125	0.04	20,125	0.02	3,00,20,125	20.26
	(c) Central / State Govt.	75	0.00	75	0.00	75	0.00
	(d) FII	60,725	0.10	60,725	0.05	60,725	0.04
	(e) Others	12,300	0.02	12,300	0.01	12,300	0.01
	Total (B)1	1,51,550	0.26	151,550	0.13	3,01,51,550	20.35
	2. Non – Institutional						
	(a) Private Bodies Corporate	40,10,020	6.90	40,10,020	3.39	40,10,020	2.71
	(b) Individuals / HUF	2,36,65,910	40.69	2,36,65,910	20.03	2,36,65,910	15.97
	(c) Others	20,52,875	3.53	20,52,875	1.74	20,52,875	1.39
	Total (B)2	2,97,28,805	51.12	2,97,28,805	25.16	2,97,28,805	20.07
Total (B)	2,98,80,355	51.38	2,98,80,355	25.29	5,98,80,355	40.42	
Total (A)+(B)	5,81,58,032	100	11,81,58,032	100.00	14,81,58,032	100.00	

By Order of the Board
For Shree Rama Newsprint Limited

Place: Mumbai
Date : 23.06.2015

V.D. BAJAJ
EXECUTIVE DIRECTOR
DIN:00034710

NOTES:

- A member entitled to attend and vote at the Extraordinary General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.**

- A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
- Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1

To augment the long term resources and in order to meet the long term working capital and normal capex requirements of the Company, the Board of Directors of the Company at its meeting held on June 23, 2015 has, subject to the approval of Members, proposed to issue Secured and/or Unsecured, Listed and/or Unlisted Non-Convertible Redeemable Debentures and/or other debt securities to body corporate, banks, financial institutions, mutual funds, insurance companies, trusts, institutions, firms, societies, individuals or other eligible investors, as the case may be, at such terms and conditions and at such price(s) in compliance with the requirements of regulatory authorities, if any, and as may be finalized by the Board of Directors. The amount to be raised by way of issue of Non-Convertible debentures/ or other debt securities on a private placement basis, however value of such securities shall not exceed Rs. 125,00,00,000/- (Rupees One Hundred and Twenty Five Crores only) in aggregate.

Further, Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 read with Section 42 of the Companies Act, 2013, allows a Company to pass Special Resolution once in a year for all the offer or invitation for Non-Convertible Redeemable Debentures to be made during the year through a private placement basis in one or more tranches.

Consent of the Members is therefore sought in connection with the aforesaid issue of Non Convertible Debentures (secured/ unsecured) or other debt securities and they are requested to authorise the Board (including any Committee of the Board) to issue Secured and/or Unsecured, Listed and/or Unlisted Non-Convertible Redeemable Debentures and/or other debt securities up to Rs. 125,00,00,000/- (Rupees One Hundred and Twenty Five Crores only) from time to time for a period of one year in one or more tranches, as the case may be.

None of the Directors or Key Managerial Personnel or any of their relatives is in any way concerned or interested, financially or otherwise in this resolution.

The Directors recommend the Resolution at Item No. 1 of the accompanying Notice, for the approval of the Members of the Company.

Item No. 2

The shareholders in their meeting held on 22nd June 2015 have approved the amendment to the Articles of Association and issue of equity shares and OCD on preferential allotment basis. Company had in the explanatory statement provided the pre-issue and post issue shareholding after giving effect to all the changes envisaged. While making application to the stock exchange

- voting system from a place other than the venue of the Meeting ('remote e-voting'). Instructions and other information relating to e-voting are given in this Notice. The Company will also send communication relating to remote e-voting which *inter alia* would contain details about User ID and password along with a copy of this Notice to the members, separately
3. The facility for voting through Poll paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through Poll Paper.
 4. Members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 5. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
 6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
 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.
 8. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
 9. **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. July 22, 2015.**
 10. **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. July 22, 2015 only shall be entitled to avail the facility of remote e-voting / through Poll Paper at the Extraordinary General Meeting.**
 11. The Board of Directors of the Company has appointed Shri Ravi Kapoor, a Practicing Company Secretary and Proprietor of M/s. Ravi Kapoor & Associates, Ahmedabad as Scrutinizer to scrutinize 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.

for listing, the stock exchange has requested to intimate and ratify from the shareholders a detailed chart giving effect of all likely scenarios including that of conversion of OCD. The detail shareholding chart is accordingly provided for the approval of the shareholders.

Pre issue and post issue shareholding pattern (as on 22nd May, 2015, being the latest practicable date on which shareholder data was available prior to the approval and issuance of the notice to shareholders):

Sr. No.	Shareholder Category	Pre-Issue Shareholding		Post issue after allotment of equity shares on preferential basis		Post issue after allotment of equity shares on preferential basis and conversion of OCD into equity (provided all OCD are converted into Equity)	
		No. of Shares	Percentage of Holding	No. of Shares	Percentage of Holding	No. of Shares	Percentage of Holding
A	Promoter's Holding						
	a) Individuals/ HUF	-	-	-	-	-	-
	b) *Bodies Corporate	2,82,77,677	48.62	8,82,77,677	74.71	8,82,77,677	59.58
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B	Public Shareholding						
	1. Institutional Investors						
	(a) Mutual Funds & UTI	58,325	0.10	58,325	0.05	58,325	0.04
	(b) Financial Institutions / Banks	20,125	0.04	20,125	0.02	3,00,20,125	20.26
	(c) Central / State Govt.	75	0.00	75	0.00	75	0.00
	(d) FII	60,725	0.10	60,725	0.05	60,725	0.04
	(e) Others	12,300	0.02	12,300	0.01	12,300	0.01
	Total (B)1	1,51,550	0.26	151,550	0.13	3,01,51,550	20.35
	2. Non – Institutional						
	(a) Private Bodies Corporate	40,10,020	6.90	40,10,020	3.39	40,10,020	2.71
	(b) Individuals / HUF	2,36,65,910	40.69	2,36,65,910	20.03	2,36,65,910	15.97
	(c) Others	20,52,875	3.53	20,52,875	1.74	20,52,875	1.39
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	Total (A)+(B)	5,81,58,032	100	11,81,58,032	100.00	14,81,58,032	100.00

* Shares purchased by M/s. Riddhi Siddhi Gluco Biols Ltd., the incoming Promoter pursuant to the terms of Share Purchase Agreement (SPA) dated 21-05-2015.

The above shareholding pattern does not consider the shares which the incoming promoters may be required to acquire under the open offer to be made under SEBI (Substantial Acquisition of Shares and Takeover) Regulations.

The voting rights will change in tandem with the change in shareholding pattern. Further the Company would comply with the prescribed minimum public shareholding requirements of the listing agreement.

Your Directors, therefore, recommend the resolution for your approval. None of the existing Promoters or Directors or Key Managerial Personnel or their relative/s are in any way concerned or interested in the proposed resolution save and except the Directors nominated by RSGBL on the Board of the Company who may be considered interested on account of their interest in RSGBL.

By Order of the Board
For Shree Rama Newsprint Limited

Place: Mumbai
Date : 23.06.2015

V.D. BAJAJ
EXECUTIVE DIRECTOR
DIN:00034710

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

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now, select “Shree Rama Newsprint Ltd.” from the drop down menu and click on “SUBMIT”
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders)</p> <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 EGM notice. • 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#	<p>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.</p>
Dividend	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <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.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for “Shree Rama Newsprint Ltd.” on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.

- 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.

In case of members receiving the physical copy:

- a. Please follow all steps from sr. no. (i) to sr. no. (xvii) above to cast vote.
- b. The voting period begins on 23rd July, 2015 at 9.00 AM and ends on 26th July, 2015 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd July, 2015 , may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- c. 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.

SHREE RAMA NEWSPRINT LIMITED

CIN: L21010GJ1991PLC019432

Regd. Office: Village Barbodhan, Taluka Olpad, District Surat, Gujarat – 395 005.

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : _____ E-mail Id : _____

Registered address: _____

Folio No./ Client ID: _____ DP ID: _____

I/We, being the member(s) of _____ Shares of Shree Rama Newsprint Ltd., hereby appoint

1. Name: _____ E-mail Id: _____

Address _____

Signature: _____, or failing him

2. Name: _____ E-mail Id: _____

Address _____

Signature: _____, or failing him

3. Name: _____ E-mail Id: _____

Address _____

Signature: _____,

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the EXTRAORDINARY GENERAL MEETING of the Company, to be held on Monday, 27th July, 2015 at 2:30 PM at the Registered office of the Company, and at any adjournment thereof in respect of such resolution as indicated below:

- 1. Create, Offer, and Issue Secured and/or Unsecured, Listed and/or Unlisted Non-Convertible Redeemable Debentures and/or other debt securities not exceeding Rs.125,00,00,000 /- on Preferential basis.
- 2. Resolution for ratification of pre and post shareholding pattern from members of the Company.

Signed this _____ day of _____ 2015

Affix a 1
Rupee
Revenue
Stamp
here

Signature of Shareholder _____ Signature of Proxy holder(s) _____

Note: This Proxy form must be duly completed and deposited with the Company at its Registered Office at least 48 HOURS before the Meeting.

..... (TEAR HERE)

SHREE RAMA NEWSPRINT LIMITED

CIN: L21010GJ1991PLC019432

Regd. Office: Village Barbodhan, Taluka Olpad, District Surat, Gujarat – 395 005.

ATTENDANCE SLIP

(To be signed and handed over at the entrance of the meeting hall)

**EXTRAORDINARY GENERAL MEETING ON MONDAY, 27TH JULY 2015 AT 2.30 PM
AT VILLAGE BARBODHAN, TALUKA OLPAD, DISTRICT SURAT, GUJARAT – 395005**

Name of the Member _____

Name of the Joint holder _____

(To be filled in if first named joint holder does not attend the meeting)

Name of the Proxy holder _____

(To be filled in if proxy form has been duly deposited with the Company)

Folio No. _____ Client ID/ DPID _____ No. of Shares held _____

Member's / Proxy's Signature
(To be signed at the time of handing over this slip)

Note: This Proxy form must be duly completed and deposited with the Company at its Registered Office at least 48 HOURS before the Meeting.

BY COURIER

If undelivered, please return to:

SHREE RAMA NEWSPRINT LIMITED

Village Barbodhan, Taluka Olpad,

District Surat, Gujarat – 395 005.