



SHREE RAMA NEWSPRINT LIMITED

CIN: L21010GJ1991PLC019432

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

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NOTICE OF EXTRA ORDINARY GENERAL MEETING

Dear Members,

NOTICE is hereby given to the Shareholders/Members of Shree Rama Newsprint Limited ("Company") that the Extra-Ordinary General Meeting ("EGM") of the Company will be held on Friday, 10th June, 2022 at 11:00 a.m. through Video Conferencing/ Other Audio Visual Means to transact the following special business:

SPECIAL BUSINESSES:

1. To Appoint Mrs. Pallavi Mittal (DIN: 07186456) 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 Section 149 and Section 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 pursuant to Regulation 17(1C), 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time Mrs. Pallavi Mittal (DIN: 07186456), who was appointed as an Additional Independent Director by the Board of Directors at its meeting held on 12th February, 2022 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who is eligible for appointment as an Independent Director and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160(1) of the Companies Act, 2013 from a member of the Company proposing her candidature for office of Director of the Company, and who meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for five consecutive years commencing from 12th February, 2022 to 11th February, 2027."

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

2. To appoint Mr. Ambalal C. Patel (DIN: 00037870) 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 Section 149 and Section 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 pursuant to 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. Ambalal C Patel (DIN: 00037870), who has attained the age of 75 years and who is eligible for appointment as an Independent Director and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160(1) of the Companies Act, 2013 from a member of the Company proposing his candidature for office of Director of the Company, and who meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for five consecutive years commencing from 10th June, 2022 to 09th June, 2027."

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

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

Sd/-
(P.K. Mundra)

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

Date: 09.05.2022

Place: Barbodhan

Registered Office:

Village Barbodhan,
Taluka Olpad

District: Surat- 395005

Gujarat

NOTES:

1. In view of the outbreak of the COVID-19 pandemic, Ministry of Corporate Affairs ("MCA") vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021 Circular No. 10/2021 dated June 23, 2021 and General Circular no. 20/2021 dated December 8, 2021 ("MCA Circulars" and Circular No. SEBI/HO/CFD/CMD1/CIRP/ 2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities Exchange Board of India ("SEBI Circular") allowed conducting Extra-Ordinary General Meeting ("EGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") and dispensed the personal presence of the members at the meeting. In terms of the said circulars, the EGM of the members be held through VC/OAVM. Hence, members can attend and participate in the EGM through VC/OAVM only.





2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read together with Rule 20 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, setting out material facts and reasons in relation to the proposed businesses are mentioned in Item No.1 and 2.
 3. Pursuant to the Circular No. 14/2020 dated April 8, 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 EGM. However, the Body Corporates/ Institutional / Corporate members are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
 4. The Members can join the EGM 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 EGM 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 EGM without restriction on account of first come first served basis.
 5. Members can raise questions during the meeting or 7 (Seven) days in advance before scheduled date of EGM by sending an email at ramanewsprint@ramanewsprint.com. Relevancy of questions and order of speakers at the meeting will be decided by the Chairman.
 6. Institutional/Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of relevant Board Resolution/Authorization etc. authorizing its representative to attend the EGM 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 accordance with the Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification / Guidance on applicability of Secretarial Standards – 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be deemed venue of the EGM.
 8. In conformity with MCA circulars, Notice will be sent through electronic means only to those Member(s) whose name appears in the Register of Members/ List of Beneficial Owners of the Company as on Friday, 13th May, 2022.
 9. In compliance with the provisions of Sections 108 Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the MCA Circulars, the Company provides Members the facility to exercise their right to vote by electronic means through remote e-voting and e-voting during the EGM services provided by National Securities Depository Limited (NSDL). The instructions to be followed by the members for casting their vote through remote e-voting are annexed to this Notice.
 10. **The remote e-voting period shall commence on Tuesday, 07th June, 2022 at 9.00 A.M. (IST) and shall end on Thursday, 09th June, 2022 at 05.00 P.M. (IST). Remote e-voting shall not be allowed beyond the said date and time.**
 11. The Board of Directors of the Company (“the Board”), has appointed Mr. Ravi Kapoor, Practicing Company Secretary, Ahmedabad (FCS 2587 and CoP No. 2407) as the Scrutiniser, for conducting remote e-voting and e-voting during the EGM process in a fair and transparent manner. The scrutiniser decision on the validity of the vote cast will be final.
12. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 13. The Notice of Extra Ordinary General Meeting is also available on Company’s website: www.ramanewsprint.com and NSDL’s e voting website i.e. www.evoting.nsdl.com and will also be available on the website of stock exchanges i.e. www.bseindia.com and www.nseindia.com.
 14. In view of the ‘Green Initiatives in Corporate Governance’ introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices / reports / documents / intimations and other correspondences, etc. through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant (s), are requested to register / update their email addresses with their Depository Participant (s).
 15. In case member/s has/had not registered his/her/their email address with the Company/its RTA/Depositories and/or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:
 - (a) In Case shares are held in physical form:

Kindly send relevant documents to the RTA of the Company in Form ISR-1 available on the RTA’s website at <https://web.linkintime.co.in/KYC-downloads.html> or kindly log on to the website of our Registrar and Share Transfer Agent i.e. Link Intime India Private Limited at www.linkintime.co.in. Click on Investor Services > Email/ Bank detail Registration > Select Company Shree Rama Newsprint Limited from drop down menu> fill in the necessary details as required regarding email/mobile no./bank details registration and upload the required documents and thereafter submit the same.
 - (b) In case the shares are held in dematerialized form:

The member may please contact their Depository Participant (“DP”) and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
- THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EXTRAORDINARY GENERAL MEETING ARE AS UNDER:-**
- The remote e-voting period begins on Tuesday, 07th June, 2022 at 09:00 A.M. and ends on Thursday, 09th June, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 03rd June, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 03rd June, 2022.**
- How do I vote electronically using NSDL e-Voting system?**
- The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*
- Step 1: Access to NSDL e-Voting system**
- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders

holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

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

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

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

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

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

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

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

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

4. Your User ID details are given below :

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

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

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ravi@ravics.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager at saritam@nsdl.co.in or call on 022- 24994890.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to ramanewsprint@ramanewsprint.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ramanewsprint@ramanewsprint.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join meeting**” menu against company name i.e. Shree Rama Newsprint Limited. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ramanewsprint@ramanewsprint.com . The same will be replied by the company suitably.
16. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date i.e. Friday, 03rd June, 2022.
17. The Scrutinizer shall immediately after the conclusion of voting at the EGM, 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 count the same and count the votes cast during the EGM and and make, not later than two working days from the 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.
18. The result of e-voting along with the Scrutinizer’s Report will also be displayed on the Company’s website www.ramanewsprint.com and shall be communicated to the Stock Exchanges where the Company’s shares are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.

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

Sd/-

(P.K. Mundra)

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

Date: 09.05.2022

Place: Barbodhan

Registered Office:

Village Barbodhan,

Taluka Olpad

District: Surat- 395005

Gujarat

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

Item No. 1

Members are hereby informed that Board of Directors of the Company upon recommendation of the Nomination and Remuneration Committee, and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the "Act") and rules made thereunder had approved the appointment of Mrs. Pallavi Mittal (DIN: 07186456) as an Additional Independent Director of the Company with effect from 12th February, 2022.

Mrs. Pallavi Mittal is qualified to be appointed as a Director in terms of Section 164 of the Act and has given her written consent to act as a Director of the Company. The Company has received a declaration from Mrs. Pallavi Mittal that she fulfils all criteria for independence stipulated under Section 149(6) of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). The Company has also received the notice under Section 160 of the Act from a member proposing her candidature as a Director of the Company.

Pursuant to Regulation 36(3) of the Listing Regulations and in terms of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, additional disclosures with respect to Mrs. Pallavi Mittal seeking appointment as Independent Director of the Company is mentioned below:

Name	Mrs. Pallavi Mittal
DIN of Director	07186456
Date of Birth	08/09/1977
Age	44 Years
Date of Original Appointment	12/02/2022
Qualification	PhD., Post Graduate Program in Management Studies, BCA
Experience	More than 12 Years
Nature of expertise in specific functional areas	Marketing Management
Terms and Conditions of Appointment	Appointment as Non-Executive Independent Director, not liable to retire by rotation for a Term of 5 years from 12/02/2022. She will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings of the Company.
Remuneration Paid	Nil
Designation	Non-Executive Independent Director
Disclosure of relationship of Directors with Manager and KMP of the Company	Not related to any of the Directors or Key Managerial Personnel of the Company.
Names of listed entities in which person holds Directorship and the membership of the committees of the Board	Nil
Listed entities from which the person has resigned in the past three years	Nil
Chairman/ Director of other Company	Nil
Number of shares held in the Company	1965
Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board of the Company is of the opinion that Mrs. Pallavi Mittal is a person of integrity and skills. Considering her qualification, extensive knowledge and rich experience in the marketing management, appointment of Mrs. Pallavi Mittal is in the interest of the Company. Her association would be of immense benefit and value to the Company and, therefore, the Board recommends her appointment as an Independent Director to the Members.

Accordingly, the approval of the Members is sought for the appointment of Mrs. Pallavi Mittal as an Independent Director, not liable to retire by rotation, to hold office for a period of five (5) years, from February 12, 2022 to February 11, 2027 (both days inclusive).

Except Mrs. Pallavi Mittal, none of the Directors, Key Managerial Personnel and their relatives, is concerned / interested in passing of the above resolution.

Your Board of Directors recommend passing of the resolution set out in Item No. 1 of the accompanying Notice as Special Resolution.

Item No. 2

Members of the Company are hereby informed that as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, "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".

Nomination and Remuneration Committee of the Company has recommended candidature of Mr. Ambalal C Patel for position of Independent Director of the Company. However, Mr. Ambalal C Patel (DIN: 00037870) whose age is beyond 75 years on the date of this notice and hence appointment of Mr. Ambalal C Patel as Non-Executive Independent Director of the Company requires prior approval from the members by way of a passing Special Resolution.

Mr. Ambalal C Patel is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his written consent to act as a Director of the Company. The Company has received a declaration from Mr. Ambalal C Patel that he fulfils all criteria for independence stipulated under Section 149(6) of the Act and Regulation 16 of the Listing Regulations. The Company has also received the notice under Section 160 of the Act from a member proposing his candidature as a Director of the Company.

Pursuant to Regulation 36(3) of the Listing Regulations and in terms of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, additional disclosures with respect to Mr. Ambalal C Patel seeking appointment as Independent Director of the Company is mentioned below:

Name	Mr. Ambalal C Patel
DIN of Director	00037870
Date of Birth	01/04/1944
Age	78 Years
Date of Original Appointment	Not Applicable
Qualification	Bachelor's Degree in Metallurgical Engineering, Bachelor of Science (Chemistry)
Experience	More than 30 Years
Nature of expertise in specific functional areas	Finance, Project Management
Terms and Conditions of Appointment	Appointment as Non-Executive Independent Director, not liable to retire by rotation for a term of 5 years from 10.06.2022. He will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings of the Company.
Remuneration Paid	Nil
Designation	Non-Executive Independent Director
Disclosure of relationship of Directors with Manager and KMP of the Company	Not related to any of the Directors or Key Managerial Personnel of the Company.
Names of listed entities in which person holds Directorship and the membership of the committees of the Board	1. Jindal Hotels Limited 2. Ajmera Realty & Infra India Limited 3. S A L Steel Limited 4. Sumeru Industries Limited 5. Shree Precoated Steels Limited
Listed entities from which the person has resigned in the past three years	1. CIL Nova Petrochemicals Limited 2. Nandan Denim Limited
Chairman/ Director of other Company	Director- John Energy Limited
Number of shares held in the Company	200
Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board of the Company is of the opinion that Mr. Ambalal C Patel is a person with rich experience in Financial and Corporate sector. During his long career he was involved in promoting and developing private sector, joint sector, new entrepreneur scheme and infrastructure sector projects; providing financial assistance by way of term loan, joint finance, equity disbursement and recovery and had handled BIFR cases for revival and rehabilitation, change of management, liaison work with State Government etc. Considering his extensive knowledge and rich experience appointment of Mr. Ambalal C Patel is in the interest of the Company. His association would be of immense benefit and value to the Company and, therefore, the Board recommends his appointment as an Independent Director to the Members.

Accordingly, the approval of the Members is sought for the appointment of Mr. Ambalal C Patel as an Independent Director, not liable to retire by rotation, to hold office for a period of five (5) years, from 10.06.2022 to 09.06.2027 (both days inclusive).

None of the Directors, Key Managerial Personnel and their relatives, other than Mr. Ambalal C Patel and his relatives, are concerned / interested in passing of the above resolution.

Your Board of Directors recommend passing of the resolution set out in Item No. 2 of the accompanying Notice as Special Resolution.

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

Sd/-
(P.K. Mundra)

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

Date: 09.05.2022
Place: Barbodhan

Registered Office:
Village Barbodhan,
Taluka Olpad
District: Surat- 395005
Gujarat