



SHREE RAMA NEWSPRINT LIMITED

(formerly Rama Newsprint and Papers Limited)

Vill. Barbodhan, Taluka Olpad, District Surat. PIN : 395 005. Gujarat. (INDIA)

Tel. : 02621-224203, 224204, 224205, 224207. Fax : 02621-224206

E-mail : ramasurat@ramanewsprint.com



04/12/2017

To,
The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001.

To,
The Manager,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block - G,
Bandra Kurla Complex, Bandra(E),
Mumbai - 400 051

Sir,

Subject: Postal Ballot Notice and form

With reference to above subject, we hereby submit Postal Ballot notice and form.

Kindly consider the same and update your record.

Thanking you,

FOR SHREE RAMA NEWSPRINT LIMITED


(Utkarsh Shah)

ASST. COMPANY SECRETARY





SHREE RAMA NEWSPRINT LIMITED



Village Barbodhan, Taluka Olpad, District Surat, Gujarat – 395 005

Phone: 02621 – 224203/4/5/7 Fax: 02621 – 224206 Website: www.ramanewsprint.com

Mail id: ramanewsprint@ramanewsprint.com CIN: L21010GJ1991PLC019432

Dear Member(s)

Notice is hereby given pursuant to provisions of Section 110 and any other applicable provisions, if any of the Companies Act, 2013, ("the Act") read with the Companies (Management and Administration) Rules, 2014 (Including any statutory modification or re-enactment thereof for the time being in force) and Secretarial Standard -2 (SS-2), that the Company is seeking the Members' consent to pass the Special Resolution by way of Postal Ballot for addition in main object of the Company.

The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning the same and the reasons thereof is annexed hereto. A Postal Ballot Form is also annexed hereto for your consideration and voting. The Postal Ballot Notice along with the Postal Ballot Form shall be uploaded on the website of the Company.

As required under Rule 20(4)(v) and Rule 22(3) of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and SS-2, advertisement for dispatch of notice and e-voting will be published in the newspapers specifying the relevant matters therein.

The Board of Directors of the Company has appointed Mr. Ashish Shah, Practicing Company Secretary and Proprietor of M/s. Ashish Shah & Associates, Ahmedabad as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner and Central Depository Services (India) Limited (CDSL) as agency in respect of remote e-voting for the postal ballot.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed postal ballot form(s) should reach the Scrutinizer not later than 05:00 p.m. on **30.12.2017** to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read carefully the instructions in the Notes under the section 'Voting through Electronic Means'. References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman/ any other Director of the Company after the completion of the scrutiny of the postal ballots (including remote e-voting). The result of the postal ballot would be announced by the Chairman or any other Director of the Company on **02.01.2018** at 2:30 p.m. and displayed on the Notice Board of the Company at its Registered Office and communicated to the Stock Exchange. The results will be displayed on the website of the Company i.e. www.ramanewsprint.com, for the information of the Members. The last date for receipt of postal ballot forms i.e. **30.12.2017** will be taken to be the date of passing of the resolution

RESOLUTION:

ITEM NO. 1:

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to provisions of Sections 13, 108 and 110 of the Companies Act, 2013, and other applicable provisions, if any and the rules made thereunder approval of the members be and is hereby accorded to alter the Clause III(A) i.e. main object clause of Memorandum of Association of the Company by way of inserting new object clause no. III(A)(3) after clause III(A)(2):

"To carry on business of trading, manufacturing, processing, marketing, import, export, distributors, brokers, commission agents of packaged water including but not restricted to mineral water, aerated water, soft water, distilled water, drinking water in packed, bottled, canned, tinned, pouch packed or in any other form."

“RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required or considered necessary for giving effect to the aforesaid resolution including filing necessary form with ROC in this matter on behalf of the Company.”

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

By order of the Board

Date: 14-08-2017
Place: Barbodhan

(P. K. Mundra)
Company Secretary
Mem. No. 3937

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Act for the proposed Special Resolution setting out material facts in relation thereto is appended to the Notice.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from NSDL and CDSL as on **24.11.2017**. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self addressed Business Reply Envelop.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on **24.11.2017** will be considered for the purpose of voting.
4. Resolution passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on **24.11.2017**.
7. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
8. A Member can not exercise his vote by proxy on postal ballot.
9. 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 during business hours up to **30.12.2017**.
10. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 05:00 p.m.) on **30.12.2017**. If any postal ballot is received after 05:00 p.m. on **30.12.2017**, it will be considered that no reply from the Members has been received.
11. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

12. Pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-Voting facility to all its Members.

The instructions for e-Voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

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> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot indicated in the PAN field.</p> <p>Enter your Date of Birth in dd/mm/yyyy format.</p>
DOB OR Dividend Bank Details	<p>Enter your Date of Birth in dd/mm/yyyy format.</p> <p>OR</p> <p>Enter the Bank Account Number as recorded in your demat account or in the Company's records for the said demat account or Folio No.</p> <p>Please enter any one of the details in order to login. In case both the details are not recorded with the Depository or the Company, please enter the number of shares held on cut off date i.e. November 24, 2017 in the Bank Account Number field.</p>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice. Members holding shares in physical form will then reach directly the EVSN selection screen.
- (ix) 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) Click on the EVSN **171118007** for Shree Rama Newsprint Limited.
- (xi) 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.
- (xii) Click on the "Resolution File Link" if you wish to view the entire Resolution.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xviii) **Note for Non - Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 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

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.com in under help section or write an email to helpdesk.evoting@cdslindia.com

Other Instructions :

- I. The e-voting period commences on **01.12.2017 @9.00 a.m.** and ends on **30.12.2017 @ 5.00 p.m.** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on **24.11.2017** may cast their vote through e-voting. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- II. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on **24.11.2017**.
- III. Mr. Ashish Shah, Practicing Company Secretary, Proprietor of M/s. Ashish Shah & Associates (Membership No. FCS 5974), has been appointed as the Scrutinizer to scrutinize the Postal Ballot and e-voting process in a fair and transparent manner.
- IV. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or Managing Director or any Director of the Company duly authorized, on **02.01.2018** at 2.30 p.m.
- V. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ramanewsprint.com and on the website of CDSL www.evoting.cdsl.com and communicated to the BSE Limited where the shares of the Company are listed.

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

ITEM NO. 1:

In view of the development of the business of the Company and enhance the profitability of the Company, the Board proposed to insert the Object Clause in the Memorandum of Association of the Company after Clause III(A)(2) as Clause III(A)(3). The proposed change of Object Clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/ indirectly interested in the above resolution.

The Board of Directors recommend the resolution for your approval.

Registered Office:

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

By order of the Board

Date: 14-08-2017

Place: Barbodhan

(P. K. Mundra)
Company Secretary
Mem. No. 3937

**POSTAL BALLOT FORM****[To be returned to Scrutinizer appointed by the Company]**

Sr. No. :

1. Name and Registered address of :
the Sole/first named Member(s)2. Name(s) of Joint holder(s) :
if any (in block letters)3. Registered Folio No./DP ID No./ :
Client ID No.>(*Applicable to
members holding Shares in
dematerialized form)

4. Number of Shares held :

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice of the Company by conveying my / our assent or dissent to the said Resolutions by placing a tick (✓) mark in the appropriate box below :

Item No.	Particulars of Resolution	No. of Equity Shares for which votes cast	I / We assent to the Resolution [For]	I / We dissent to the Resolution[Against]
1	Modification of Object Clause by addition of Object Clause as Clause III(A)(3)			

Place:

Date:

(Signature of Shareholder)

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://www.evotingindia.com> The electronic voting particulars are set out as follows:

EVSN (E-Voting Sequence Number)	*Default PAN
171118007	

* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
01.12.2017	30.12.2017

Notes :

- Please read the instructions printed overleaf carefully before filling this Form and for e- voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
- The last date for the receipt of Postal Ballot Forms by the Scrutinizer is **30.12.2017** up to 05:00 p.m.

INSTRUCTIONS

1. A Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. Ashish Shah, Practicing Company Secretary ("Scrutinizer") at the address of the Registrar & Share Transfer Agent of the Company, Link Intime India Pvt. Ltd. C-101, 247 Park, L.B. S. Marg, Vikhroli (West), Mumbai – 400 083, in the attached self-addressed business reply envelope, on or before 5:00 p.m. on **30.12.2017**. The postage will be borne and paid by the Company. However, envelopes containing postal ballot form(s), if sent by courier or registered/speed post at the expense of the Member on or before 5:00 p.m. on **30.12.2017** will also be accepted.
2. This form should be completed and signed by the Member (as per the specimen signature registered with the Company/DepositoryParticipants). In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence by the next named Member. In case postal ballot form is signed through Delegate/Authorised person, a copy of Power of Attorney attested by the Member shall be annexed to the Ballot.
3. Duly completed postal ballot form should reach the Scrutinizer at the address of the Registrar & Share Transfer Agent of the Company, Link Intime India Pvt. Ltd., C-101, 247 Park, L.B. S. Marg, Vikhroli (West), Mumbai – 400 083, not later than **30.12.2017** before 5:00 p.m. All postal ballot forms received after this date will be strictly treated as if reply from such Member has not been received.
4. There will be only one postal ballot form for every folio/DP ID-Client ID irrespective of the number of joint Member (s). On receipt of the duplicate Postal Ballot Form, the original will be rejected.
5. A Member may request for a duplicate Postal Ballot Form and the duly completed Postal Ballot Form should reach the Scrutinizer not later than the last date for voting mentioned above.
6. In case of shares held by Companies, trusts, societies etc., the duly completed postal ballot form should be accompanied by a certified true copy of the Board Resolution/Authority Letter.
7. The voting rights for the equity shares are one vote per equity share, registered in the name of the shareholders/beneficial owners as on **24.11.2017**.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
9. A Member need not use all the votes nor needs to cast all the votes in the same way.
10. The Scrutinizer's decision on the validity of a postal ballot will be final and binding.
11. Incomplete, unsigned or incorrect postal ballot forms will be rejected.
12. Kindly note that the Members can opt only one mode of voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot also and vice versa. However, in case Members cast their vote by physical ballot and e-voting, then voting done through valid e-voting shall prevail and voting done by physical ballot will be treated as invalid.
13. The result of the postal ballot would be announced by the Chairman or any other Director of the Company on **02.01.2018** at 2:30 p.m. and displayed on the Notice Board of the Company at its Registered Office and communicated to the Stock Exchange. The results will be displayed on the website of the Company i.e. www.ramanewsprint.com, for the information of the Members.

Shree Rama Newsprint Ltd.