

NOTICE

NOTICE is hereby given that the Twenty Ninth Annual General Meeting (AGM) of the members of Rama Vision Limited will be held on Friday, the 28th day of September, 2018 at 12.30 p.m. at Hotel City Palace, Bareilly Bypass Road, Kichha, Distt. Udham Singh Nagar, Uttarakhand -263 148, to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2018 including the Audited Balance Sheet as at 31st March, 2018 and the statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Arhant Jain (DIN:00885159), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Increase in the remuneration of Mr. Arhant Jain (DIN: 00885159), Whole Time Director designated as Director (Marketing) w.e.f 01st July, 2018**

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 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification or any amendment or any substitution or re-enactment thereof, for the time being in force), the articles of association of the Company, recommendation of Nomination & Remuneration Committee and the approval of the Board of Directors and subject to the approval of the Central Government, if necessary and such other approvals, permissions and sanctions as may be required in this regard, the consent of the members of the Company be and is hereby accorded for increase in the remuneration of Mr. Arhant Jain (DIN:00885159) for rendering services as Director (Marketing) of the Company, on the remuneration and terms and conditions as set out below:

- a) **SALARY** : Rs. 3,35,000/- per month including perquisites w.e.f 01.07.2018 for a remaining period of his current tenure, i.e, from 01.07.2018 to 30.06.2019.

- b) **OTHER PERQUISITES :**

In addition to the above, the Director (Marketing) shall be entitled to the following perquisites that shall not be included in the computation of the ceiling on remuneration mentioned herein above:

- Company's Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income-Tax Act, 1961;
- Payment of Gratuity as per policies/ rules of the Company;
- Earned Leave : On full pay and allowances as per the Rules of the Company, but not exceeding one month's leave for every eleven months of service and leave accumulated shall be encashed at the end of the tenure.

- c) **OTHER TERMS & CONDITIONS :**

Minimum Remuneration :

Notwithstanding anything to the contrary herein contained, in case of no profits or inadequate profits in any financial year in terms of section 197 and 198 of the Act, the payment of remuneration shall be made to Mr. Arhant Jain in terms of and within the limits as prescribed under Section II of Part II of Schedule V to the Act or any other statutory modifications therein, substitutions or re-enactment thereof, as applicable (hereinafter called Schedule V). The payment of remuneration in excess of the limits prescribed under Schedule V i.e. minimum remuneration may be granted to Mr. Arhant Jain after obtaining necessary statutory approval(s) including approval of the Central Government as referred to in the Act.

RESOLVED FURTHER THAT the Board of Directors/ Nomination & Remuneration Committee be and is hereby authorized to enhance, alter or vary the scope and quantum of remuneration, including salary, perquisites, allowance, etc. payable to Mr. Arhant Jain (DIN: 00885159) in the light of further progress of the Company which revision should be in conformity within the overall maximum limits laid down in Section II of Part II of Schedule V of the Companies Act, 2013 and any amendments to the relevant provisions of the Act and/ or the rules and regulations made thereunder and/ or such guidelines as may be announced by the Central Government from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution.”

4. **Re-appointment and fixation of remuneration of Mr. Arhant Jain (DIN: 00885159), Whole Time Director designated as Director (Marketing) for a period of three years from 01st July, 2019 to 30th June, 2022.**

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 152, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification or any amendment or any substitution or re-enactment thereof, for the time being in force), the articles of association of the Company, recommendation of Nomination & Remuneration Committee and the approval of the Board of Directors and subject to the approval of the Central Government, if necessary and such other approvals, permissions and sanctions as may be required in this regard, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Arhant Jain as Director (Marketing) of the Company for a further period of three years from 01st July, 2019 to 30th June, 2022, liable to retire by rotation, on the remuneration and terms and conditions as set out below :



a) **SALARY** : Rs. 3,75,000/- 40,000/- 4,55,000/- per month including perquisites w.e.f. 01st July, 2019 for a term of appointment of three (3) years.

b) **OTHER PERQUISITES :**

In addition to the above, the Director (Marketing) shall be entitled to the following perquisites that shall not be included in the computation of the ceiling on remuneration mentioned herein :

- Company's Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income-Tax Act, 1961.
- Payment of Gratuity as per policies/ rules of the Company.
- Earned Leave: On full pay and allowances as per the Rules of the Company, but not exceeding one month's leave for every eleven months of service and leave accumulated shall be encashed at the end of the tenure.

c) **OTHER TERMS & CONDITIONS :**

Minimum Remuneration

Notwithstanding anything to the contrary herein contained, in case of no profits or inadequate profits in any financial year in terms of section 197 and 198 of the Act, the payment of remuneration shall be made to Mr. Arhant Jain in terms of and within the limits as prescribed under Section II of Part II of Schedule V to the Act or any other statutory modifications therein, substitutions or re-enactment thereof, as applicable (hereinafter called Schedule V). The payment of remuneration in excess of the limits prescribed under Schedule V i.e. minimum remuneration may be granted to Mr. Arhant Jain after obtaining necessary statutory approval(s) including approval of the Central Government as referred to in the Act.

RESOLVED FURTHER THAT the Board of Directors/ Nomination & Remuneration Committee be and is hereby authorized to enhance, alter or vary the scope and quantum of remuneration, including salary, perquisites, allowance, etc. payable to Mr. Arhant Jain (DIN: 00885159) in the light of further progress of the Company which revision should be in conformity within the overall maximum limits laid down in Section II of Part II of Schedule V of the Companies Act, 2013 and any amendments to the relevant provisions of the Act and/ or the rules and regulations made thereunder and/ or such guidelines as may be announced by the Central Government from time to time.

RESOLVED FURTHER THAT Mr. Arhant Jain shall be liable to retire by rotation and any re-appointment due to rotation shall not break his term as Whole Time Director.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution."

5. **Re-appointment and fixation of remuneration of Mr. Satish Jain (DIN: 00052215) as Chairman and Managing Director of the Company for a period of three years from 01st July, 2019 to 30th June, 2022.**

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 152, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification or any amendment or any substitution or re-enactment thereof, for the time being in force), the articles of association of the Company, recommendation of Nomination & Remuneration Committee and the approval of the Board of Directors and subject to the approval of the Central Government, if necessary and such other approvals, permissions and sanctions as may be required in this regard, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Satish Jain (DIN: 00052215) as Chairman and Managing Director of the Company for a further period of three years from 01st July, 2019 to 30th June, 2022, liable to retire by rotation, on the remuneration and terms and conditions as set out below :

a. **SALARY**: Rs. 5,00,000/- 50,000/- 6,00,000/- per month including perquisites w.e.f. 01st July, 2019 for a term of appointment of three (3) years.

b. **OTHER PERQUISITES :**

In addition to the above, the Chairman & Managing Director shall be entitled to the following perquisites that shall not be included in the computation of the ceiling on remuneration mentioned herein :

- Company's Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income-Tax Act, 1961;
- Payment of Gratuity as per policies/ rules of the Company;
- Earned Leave: On full pay and allowances as per the rules of the Company, but not exceeding one month's leave for every eleven months of service and leave accumulated shall be encashed at the end of the tenure.

c. **OTHER TERMS & CONDITIONS :**

Minimum Remuneration

Notwithstanding anything to the contrary herein contained, in case of no profits or inadequate profits in any financial year in terms of section 197 and 198 of the Act, the payment of remuneration shall be made to Mr. Satish Jain in terms of and within the limits as prescribed under Section II of Part II of Schedule V to the Act or any other statutory modifications therein, substitutions or re-enactment thereof, as applicable (hereinafter called Schedule V). The payment of remuneration in excess of the limits prescribed under Schedule V i.e. minimum remuneration may be granted to Mr. Satish Jain after obtaining necessary statutory approval(s) including approval of the Central Government as referred to in the Act.

RESOLVED FURTHER THAT the Board of Directors/ Nomination & Remuneration Committee be and is hereby authorized to enhance, alter or vary the scope and quantum of remuneration, including salary, perquisites, allowances, etc. payable to Mr. Satish Jain (DIN: 00052215) in the light of further progress of the Company which revision should be in conformity within the overall maximum limits laid down in Section II of Part II of Schedule V of the Companies Act, 2013 and any amendments to the relevant provisions of the Act and/ or the rules and regulations made thereunder and/ or such guidelines as may be announced by the Central Government from time to time.

RESOLVED FURTHER THAT Mr. Satish Jain shall be liable to retire by rotation and any re-appointment due to rotation shall not break his term as Managing Director.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution."

6. Approval for continuation of current term of Mr. Shyam Sunder Lal Gupta, Non-Executive Independent Director 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 Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and based on recommendation of Nomination & Remuneration Committee and the approval of the Board of Directors, the consent of members be and is hereby accorded to Mr. Shyam Sunder Lal Gupta (DIN: 00044635), Non-Executive Independent Director of the Company to continue to hold office of Independent Director under the current tenure of appointment which ends on 29th September, 2019 notwithstanding that he has attained the age of 75 years.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution."

**For order of the board
For RAMA VISION LIMITED**

Place : New Delhi
Dated : 09.08.2018

**Sd/-
(RAJ KUMAR SEHGAL)
G.M.(LEGAL) & COMPANY SECRETARY
Membership No.: FCS-3234**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT (10%) 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 PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ANNEXED TO THIS NOTICE. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION OR AUTHORITY AS APPLICABLE.
2. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, Members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representatives to attend and vote on their behalf at the Meeting.
4. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 relating to the Special Business under Item No. 3 to 6 to be transacted at this AGM is annexed hereto.
5. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 22nd September, 2018 to Friday, 28th September, 2018 (both days inclusive) for the purpose of the AGM.
7. Members/ proxies/ authorized representatives are requested to bring the duly filled attendance slip enclosed herewith to attend the meeting.
8. Members are requested to quote their Folio No. / Client ID / DP ID in all correspondences with the Company. They are also requested to furnish their bank account details, change of address and all other required details to the Registrar & Share Transfer Agent in respect of shares if held in physical form. In case of shares held in electronic form, these details should be furnished to the respective Depository Participants (DPs).



9. Pursuant to the requirement of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of Secretarial Standards-2 on General Meetings, the information about the Directors proposed to be appointed or re-appointed at the AGM is given in annexure to the notice.
10. 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 therefore, requested to submit their PAN card numbers/copies of PAN card to their depository participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited.
11. Members desiring any information as regards to Accounts are requested to write to the Company Secretary at Corporate Office at Rama House, 23, Najafgarh Road Industrial Area, Shivaji Marg, New Delhi 110 015 at least 7 days in advance of the meeting so as to enable the management to keep the information available at the meeting.
12. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013, by nominating in prescribed Form SH-13, a person to whom their shares in the company shall vest in the event of their death and submit the same to M/s. Link Intime India Private Limited or at the Corporate/ Registered Office of the Company. The prescribed Form SH-13 can be obtained from the Corporate Office of the Company or its Registrar M/s. Link Intime India Private Limited. Members holding shares in electronic form are required to lodge the nomination with their Depository Participant for availing this facility.
13. The Ministry of Corporate Affairs, Government of India has undertaken a "Green Initiative in Corporate Governance" by allowing paperless compliances and as a result of which the Annual Report 2017-18, the Notice of the 29th AGM and instructions for e-voting, along with attendance slip and proxy form, are being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s), unless a member has requested for a physical copy of the same. For Members who have not registered their email address, physical copies are being sent by the permitted mode.

The physical copies of the annual report will also be available at our Registered Office for inspection during office hours.

Members are requested to register/update their email addresses, with the depository participant (in case of shares held in dematerialized form) or with Company or M/s Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company (in case of Shares held in physical form).

14. **Members holding shares in physical form are requested to consider converting their holding to dematerialized form as trading in physical shares is not feasible and also to eliminate all the risks associated with such physical shares. Members can contact the Company or the Company's Registrar and Transfer Agents, M/s. Link Intime India Private Limited, for assistance in this regard.**
15. The Company has designated an exclusive e-mail ID called **investor_relations@ramavisionltd.com** for redressal of shareholder's complaints/grievances. In case you have any unresolved grievances, then please write to us at **sehgal@ramavisionltd.com**.
16. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during office hours on all working days, except Saturdays between 10.00 A.M. to 1.00 P.M. upto and including the date of the Annual General Meeting of the Company.
17. Members may please note that the Notice of the 29th AGM and the 29th Annual Report 2017-18 will also be available on the Company's website **www.ramavisionltd.com** for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. The notice of 29th AGM will also be available on Link Intime India Private Limited website viz. **https://instavote.linkintime.co.in** for download.
18. A route map along with prominent landmark for easy reach to the venue of Annual General Meeting is annexed hereto.
19. Members/ proxies are welcome at the AGM of the Company. However, the Members/ proxies may please note that no gifts/ coupon will be distributed at the AGM.

20. Process and manner for Voting through electronic means :

In compliance with Section 108 of the Companies Act, 2013, Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), each as amended from time to time and the Secretarial Standard on General Meeting ("SS-2") issued by The Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote through remote e-voting platform provided by Link Intime India Private Limited (LIPL), on resolutions set forth in this Notice.

The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

The remote e-voting period begins on Tuesday, 25th September, 2018 at 10.00 AM and ends on Thursday, 27th September, 2018 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 (record date) of 21st September, 2018, may cast their vote electronically. The remote e-voting module shall be disabled by LIPL thereafter. A member will not be allowed to vote again on any resolution for which the vote has already been cast. The voting rights of members shall be proportionate to their share of

the paid-up equity share capital of the Company as on the cut-off date, i.e. 21st September, 2018. E-voting rights cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.

The instructions for shareholders voting electronically are as under :

1. Log-in to e-Voting website of Link Intime India Private Limited (LIPL) by visiting the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below :
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID.
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID.
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate) :** Your User ID is Event No + Folio Number registered with the Company.
5. Your Password details are given below :

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on the PAN field of evoting instructions annexed to the Notice.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> • Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL : <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password :

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

NOTE : The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

1. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, i.e. RAMAVISION LIMITED.
2. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.



- a. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.
 - b. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
3. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
 4. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
 5. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
 6. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

General Guidelines for shareholders :

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.
- They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under help section or write an email to insta.vote@linkintime.co.in or Call us :- Tel : 022 - 49186000. In case the same is not resolved, you may contact Mr. Raj Kumar Sehgal, GM (Legal) and Company Secretary, at the Corporate Office of the Company or at his email ID sehgal@ramavisionltd.com or call at 011-45349999.

Note : Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of the AGM and holding shares as on the cut-off date i.e. 21st September, 2018 and who have not updated their PAN as also members who have not received the intimation of sequence number may obtain the login ID and sequence number by sending a request to delhi@linkintime.co.in. If PAN has been updated of such member then he/ she may follow the same instructions as mentioned above for e-voting.

21. The Board of Directors has appointed Ms. Ashu Gupta of M/s. Ashu Gupta & Co., Company Secretaries (Membership No. 4123 and C.P. No. 6646) (Address: 204A, Second Floor, 23, S.B.I. Building, Opposite DLF Tower, Shivaji Marg, New Delhi 110015), as the Scrutinizer to scrutinize the remote e-voting & ballot process at the AGM in the fair and transparent manner.
22. At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of scrutinizer, allow voting by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their vote electronically using the remote e-voting facility.
23. The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman of the Meeting who shall countersign the same and declare the result of the voting forthwith.
24. The results declared by the Chairman along with Consolidated Scrutinizer's Report shall be placed on the website of the Company www.ramavisionltd.com and on the website of LIPL <https://instavote.linkintime.co.in> and the results shall simultaneously be communicated to the Stock Exchange, where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 3 :

Mr. Arhant Jain was appointed as Whole Time Director designated as Director (Marketing) of the Company for a period of five years w.e.f 01.07.2014 and his current tenure of the office will due for renewal on 30.06.2019. Further, in the 26th Annual General Meeting held on 30th September, 2015, his remuneration was approved by shareholders for three years w.e.f 01.07.2015 to 30.06.2018. The Board of Directors on the basis of recommendation of the Nomination & Remuneration Committee has fixed the remuneration for a remaining period of his current tenure, i.e. from 01.07.2018 to 30.06.2019, subject to the approval of members of the Company in their ensuing Annual General Meeting. Mr. Arhant Jain is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent for the re-appointment.

The Board recommends adoption of the resolution set out in Item No. 3 as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Arhant Jain and

<p>Mr. Satish Jain (father of Mr. Arhant Jain) is/are in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution except to the extent of their shareholding, if any, in the Company.</p> <p>The following disclosures are being made in this Explanatory Statement in compliance with Section II of Part II of Schedule V of the Companies Act, 2013 :</p>			
I. General Information			
1. Nature of Industry	The Company is involved in the trading of FMCG products. It is one of the leading importer and distributor of Baby and Mother care products, Skin care products, food products etc. all over India through net-work of dealers and distributors and professionally managed strong sales and marketing team.		
2. Date or expected date of commencement of commercial production.	The Company was established in the year 1989 and has already commenced its business.		
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable		
4. Financial Performance of the Company.	Particulars	31.03.2018 (Rs. in Lacs)	31.03.2017 (Rs. in Lacs)
	Net Sales & other Income	2948.89	3297.40
	Profit/Loss before Tax	(9.51)	(93.19)
	Profit/Loss after Tax	(4.35)	(62.46)
	Rate of Dividend Declared	NIL	NIL
5. Foreign investments or collaborations, if any	NIL		
II. Information about the appointee			
1. Background details	Mr. Arhant Jain aged about 33 years was appointed as a Director Marketing on 25th May, 2009. He has completed his Management Course in "Corporate Strategy and Governance" from University of Nottingham, United Kingdom and having more than 9 years of experience in the field of Marketing and other allied field.		
2. Past remuneration	Rs. 3,00,000/- (Rupees Three Lacs Only) per month		
3. Recognition or awards	NIL		
4. Job profile and his suitability	Since he has the experience of Marketing and other allied field, your Directors are confident that Mr. Arhant Jain as Director-Marketing will contribute in the growth of the operations of the Company.		
5. Remuneration proposed	As mentioned in the notice, the remuneration payable has been approved by the Nomination and Remuneration Committee and the Board of Directors. His Salary will be Rs. 3,35,000/- per month including perquisites w.e.f. 01st July, 2018 for a remaining period of his current tenure. Apart from this he shall also be entitled for other perquisites allowed under Schedule V, which shall not be considered for computation of ceiling limit of remuneration.		
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Commensurate with the size and the operations of the Company the profile of the appointee, the responsibilities shouldered on him and the industry bench marks, the remuneration proposed to be paid is reasonable to that of the similar other companies.		
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	No pecuniary relationship with the Company except the transactions with the related parties in the ordinary course of business. Mr. Satish Jain, Chairman and Managing Director and Mr. Arhant Jain, Whole Time Director are related to each other.		



III. Other Information			
1. Reasons of loss or inadequate profits	The inadequacy of profits is due to cut throat competition in FMCG Sector, higher inflation & high level inventory of goods. All has resulted in lower profit margins of the Company.		
2. Steps taken or proposed to be taken for improvement	The Company is trying to expand its distribution network by adding reputed brands in its existing line of trading business which could be sold with our existing organized distribution network to our existing retail outlets. With these steps the operations of the Company will be better in the coming years.		
3. Expected increase in productivity and profits in measurable terms	There are signs of continuing growth in the Indian economy this will lead to improved purchasing power, which ultimately increase the profitability.		
IV. Disclosures			
The requisite disclosure of remuneration packages etc. have been made in the Corporate Governance Report.			
ITEM NO. 4 :			
<p>Mr. Arhant Jain was appointed as Whole Time Director designated as Director (Marketing) of the Company for a period of five years, i.e, from 01.07.2014 to 30.06.2019 vide special resolution passed at the 25th AGM dated 30.09.2014. The Nomination & Remuneration Committee and the Board of Directors have at their respective meetings held on 09.08.2018, subject to the approvals of Members, Central Government and such other approvals as may be necessary, approved the re-appointment of Mr. Arhant Jain as Director (Marketing) of the Company for a further period of three years w.e.f. 01.07.2019 to 30.06.2022 and also the remuneration as enumerated in the Ordinary Resolution which is commensurate with his qualification, experience and the responsibilities entrusted on him.</p> <p>Subject to the provisions contained under sections 152, 196, 197 and 203 read with Schedule V of the Companies Act, 2013, member's approval by way of Ordinary Resolution is required for the appointment and payment of remuneration to Mr. Arhant Jain. The Board recommends adoption of the resolution set out in Item No. 4 as an Ordinary Resolution.</p> <p>None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Arhant Jain and Mr. Satish Jain (father of Mr. Arhant Jain) is/ are in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution except to the extent of their shareholding, if any, in the Company.</p> <p>The following disclosures are being made in this Explanatory Statement in compliance with Section II of Part II of Schedule V of the Companies Act, 2013 :</p>			
I. General Information			
1. Nature of Industry	The Company is involved in the trading of FMCG products. It is one of the leading importer and distributor of Baby and Mother care products, Skin care products, food products etc. all over India through net-work of dealers and distributors and professionally managed strong sales and marketing team.		
2. Date or expected date of commencement of commercial production.	The Company was established in the year 1989 and has already commenced its business.		
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable		
4. Financial Performance of the Company.	Particulars	31.03.2018 (Rs. in Lacs)	31.03.2017 (Rs. in Lacs)
	Net Sales & other Income	2948.89	3297.40
	Profit/Loss before Tax	(9.51)	(93.19)
	Profit/Loss after Tax	(4.35)	(62.46)
	Rate of Dividend Declared	NIL	NIL
8			

5. Foreign investments or collaborations, if any	NIL
II. Information about the appointee	
1. Background details	Mr. Arhant Jain aged about 33 years was appointed as a Director Marketing on 25th May, 2009. He has completed his Management Course in "Corporate Strategy and Governance" from University of Nottingham, United Kingdom and having more than 9 years of experience in the field of Marketing and other allied field.
2. Past remuneration	Rs. 3,35,000/- (Rupees Three Lacs Thirty Five Thousand Only) per month.
3. Recognition or awards	NIL
4. Job profile and his suitability	Since he has the experience of Marketing and other allied field, your Directors are confident that Mr. Arhant Jain as Director Marketing will contribute in the growth of the operations of the Company.
5. Remuneration proposed	As mentioned in the notice, the remuneration payable has been approved by the Nomination and Remuneration Committee and the Board of Directors. His Salary will be Rs. 3,75,000/- 40,000/- 4,55,000/- per month including perquisites w.e.f. 01st July, 2019 for a period of three years. Apart from this he shall also be entitled for other perquisites allowed under Schedule V, which shall not be considered for computation of ceiling limit of remuneration.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Commensurate with the size and the operations of the Company the profile of the appointee, the responsibilities shouldered on him and the industry bench marks, the remuneration proposed to be paid is reasonable to that of the similar other companies.
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	No pecuniary relationship with the Company except the transactions with the related parties in the ordinary course of business. Mr. Satish Jain, Chairman and Managing Director and Mr. Arhant Jain, Whole Time Director are related to each other.
III. Other Information	
1. Reasons of loss or inadequate profits	The inadequacy of profits is due to cut throat competition in FMCG Sector, higher inflation & high level inventory of goods. All has resulted in lower profit margins of the Company.
2. Steps taken or proposed to be taken for improvement	The Company is trying to expand its distribution network by adding reputed brands in its existing line of trading business which could be sold with our existing organized distribution network to our existing retail outlets. With these steps the operations of the Company will be better in the coming years.
3. Expected increase in productivity and profits in measurable terms	There are signs of continuing growth in the Indian economy this will lead to improved purchasing power, which ultimately increase the profitability.
IV. Disclosures	
The requisite disclosure of remuneration packages etc. have been made in the Corporate Governance Report.	

**ITEM NO. 5 :**

Mr. Satish Jain was appointed as Chairman and Managing Director of the Company for a period of five years, i.e, from 01.07.2014 to 30.06.2019 vide special resolution passed at the 25th AGM dated 30.09.2014. The Nomination & Remuneration Committee and the Board of Directors have at their respective meetings held on 09.08.2018, subject to the approvals of Members, Central Government and such other approvals as may be necessary, approved the re-appointment of Mr. Satish Jain as Chairman & Managing Director of the Company for a further period of three years w.e.f. 01.07.2019 to 30.06.2022 and also the remuneration as enumerated in the Ordinary Resolution which is commensurate with his qualification, experience and the responsibilities entrusted on him.

Subject to the provisions contained under sections 152, 196, 197 and 203 read with Schedule V of the Companies Act, 2013, member's approval by way of Ordinary Resolution is required for the appointment and payment of remuneration to Mr. Satish Jain. The Board recommends adoption of the resolution set out in Item No. 4 as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Satish Jain and Mr. Arhant Jain (who is son of Mr. Satish Jain) is/ are in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution except to the extent of their shareholding, if any, in the Company.

The following disclosures are being made in this Explanatory Statement in compliance with Section II of Part II of Schedule V of the Companies Act, 2013 :

I. General Information

1. Nature of Industry	The Company is involved in the trading of FMCG products. It is one of the leading importer and distributor of Baby and Mother care products, Skin care products, food products etc. all over India through net-work of dealers and distributors and professionally managed strong sales and marketing team.		
2. Date or expected date of commencement of commercial production.	The Company was established in the year 1989 and has already commenced its business.		
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable		
4. Financial Performance of the Company.	Particulars	31.03.2018 (Rs. in Lacs)	31.03.2017 (Rs. in Lacs)
	Net Sales & other Income	2948.89	3297.40
	Profit/Loss before Tax	(9.51)	(93.19)
	Profit/Loss after Tax	(4.35)	(62.46)
	Rate of Dividend Declared	NIL	NIL
5. Foreign investments or collaborations, if any	NIL		

II. Information about the appointee

1. Background details	Mr. Satish Jain, aged 63 years, is a promoter of the Company. He was appointed as a Managing Director on 17th August, 1989. He has done B.E. in production Engineering. He is an eminent Industrialist having more than 40 years' experience in the Paper and Picture tube Industry.
2. Past remuneration	Rs. 4,50,000/- (Rupees Four Lacs Fifty Thousand Only) per month.
3. Recognition or awards	NIL
4. Job profile and his suitability	Subject to the superintendence, direction and control of the Board of Directors, Mr. Satish Jain is a technocrat and under his stewardship, the Company's distribution network is being expanding. He is responsible for the whole of the operations of the Company.

5. Remuneration proposed	As mentioned in the notice, the remuneration payable has been approved by the Nomination and Remuneration Committee and the Board of Directors. His Salary will be Rs. 5,00,000/- 50,000/- 6,00,000/- per month including perquisites w.e.f. 01st July, 2019 for a period of Three (3) years. Apart from this, he shall also be entitled for other perquisites allowed under Schedule V, which shall not be considered for computation of ceiling limit of remuneration.	
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Commensurate with the size and the operations of the Company the profile of the appointee, the responsibilities shouldered on him and the industry bench marks, the remuneration proposed to be paid is reasonable to that of the similar other companies.	
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	No pecuniary relationship with the Company except the transactions with the related parties in the ordinary course of business. Mr. Satish Jain, Chairman and Managing Director and Mr. Arhant Jain, Whole Time Director are related to each other.	
III. Other Information		
1. Reasons of loss or inadequate profits	The inadequacy of profits is due to cut throat competition in FMCG Sector, higher inflation & high level inventory of goods. All has resulted in lower profit margins of the Company.	
2. Steps taken or proposed to be taken for improvement	The Company is trying to expand its distribution network by adding reputed brands in its existing line of trading business which could be sold with our existing organized distribution network to our existing retail outlets. With these steps the operations of the Company will be better in the coming years.	
3. Expected increase in productivity and profits in measurable terms	There are signs of continuing growth in the Indian economy this will lead to improved purchasing power, which ultimately increase the profitability.	
IV. Disclosures		
The requisite disclosure of remuneration packages etc. have been made in the Corporate Governance Report.		
<p>ITEM NO. 6 :</p> <p>Mr. Shyam Sunder Lal Gupta was appointed as Non- Executive Independent Director on 30th September, 2014 to hold office for five consecutive years for a term upto 29th September, 2019 in terms of Companies Act, 2013 and Listing Agreement.</p> <p>SEBI has amended the LODR, Regulations, 2015 vide circular dated 09th May, 2018 which require reappointment/ continuance of any Non-Executive Director who has attained the age of 75 years to be approved by the shareholders by way of a Special Resolution. Mr. Shyam Sunder Lal Gupta, Independent Director on the Board of our Company has attained the age of 75 years. He is physically & medically fit viz a viz a learned person having rich experience of around 54 years in the field of Law, Finance and Banking.</p> <p>The Board recommends adoption of the resolution set out in in Item No. 6 as a Special Resolution.</p>		
<u>ANNEXURE TO THE NOTICE</u>		
Details of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting, pursuant to Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements), 2015 and Clause 1.2.5. of Secretarial Standards-2 on General Meetings :		
Name of Director	Mr. Arhant Jain (DIN : 00885159)	Mr. Satish Jain (DIN : 00052215)
Designation	Director (Marketing)	Chairman & Managing Director
Age	33 years	63 years
Qualifications	Diploma in Marketing Management	BE in production Engineering



Experience	Mr. Arhant Jain is having more than 9 years of experience in the field of Marketing and other allied field.	Mr. Satish Jain is an eminent Industrialist and is having more than 40 years of experience in the Paper, Picture tube and trading Industry.
Terms & Conditions of Reappointment	As per the Nomination & Remuneration Policy of the Company	
Remuneration last drawn	Rs. 3,00,000/- per month	Rs. 4,50,000/- per month
Remuneration sought to be paid	Rs. 3,35,000/- (w.e.f 01.07.18 to 30.06.2019) Rs. 3,75,000/- 40,000/- 455000/- (w.e.f 01.07.2019 to 2022)	Rs. 5,00,000/- 50,000/- 6,00,000/- (w.e.f 01.07.2019 to 30.06.2022)
Shareholding in the Company as on 31.03.2018	448105 shares	705078 shares
Number of Board meetings attended during the year	Four out of four	Three out of four
Relationship with other Directors and KMPs of the Company	Mr. Arhant Jain is Son of Mr. Satish Jain, Chairman and Managing Director	Mr. Satish Jain is a father of Mr. Arhant Jain, Whole Time Director.
Directorships & Committee membership/ Chairmanship held in other companies (Listed & Unlisted) as on 31.03.2018	NIL	Directorship : 1) Chemopulp Tissues Limited 2) RVL Exim Limited 3) Viewtron Electronics Private Ltd. Committee Membership/Chairmanship 1) Chemopulp Tissues Limited Audit Committee : Member

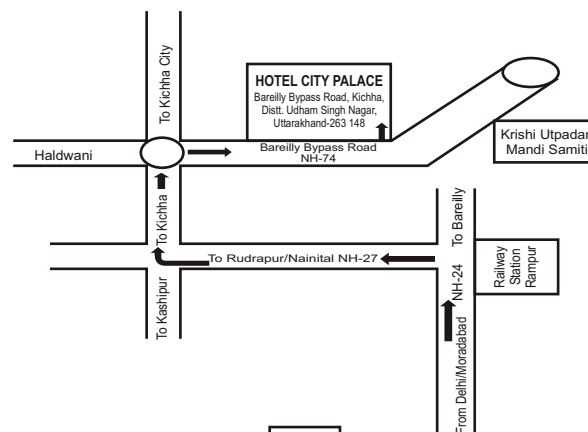
Place : New Delhi
Dated : 09.08.2018

By order of the Board
For **RAMA VISION LIMITED**

Registered Office :
Ward No. 3, Bareilly Road,
Kichha, Distt. Udham Singh Nagar,
Uttarakhand-263148.

Sd/-
(RAJ KUMAR SEHGAL)
G.M.(LEGAL) & COMPANY SECRETARY
Membership No.: FCS-3234

ROUTE MAP OF THE VENUE FOR 29th ANNUAL GENERAL MEETING



ATTENDANCE SLIP**RAMA VISION LIMITED**

Regd Office : Ward no. 3, Bareilly Road, Kichha, Dist. Udham Singh Nagar, Uttarakhand-263148
Corporate Office : Rama House, 23, Najafgarh Road Industrial Area, Shivaji Marg, New Delhi-110015
 Email : investor_relations@ramavisionltd.com; Website: www.ramavisionltd.com
 Phone: 011-45349999

CIN : L32203UR1989PLC015645

29th ANNUAL GENERAL MEETING

DP ID*		Folio No.	
Client ID*		No. of Shares	

Name of the Member	
Name of the Proxy (To be filled only when a proxy attends the meeting)	

I hereby record my presence at the **29th ANNUAL GENERAL MEETING** of the Company held on **Friday, 28th September, 2018 at 12.30 p.m.** at Hotel City Palace, Bareilly Bypass Road, Kichha, Distt. Udham Singh Nagar, Uttarakhand 263 148.

Member's / Proxy Signature

* Applicable for the members holding shares in electronic form

Notes:

1. Members/Proxy attending the meeting must complete this attendance slip and hand it over at entrance.
2. Shareholders are requested to bring their copy of Annual Report for reference at the meeting.

PROXY FORM - FORM MGT-11

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

RAMA VISION LIMITED

Regd Office : Ward no. 3, Bareilly Road, Kichha, Dist. Udham Singh Nagar, Uttrakhand-263148
Corporate Office : Rama House, 23, Najafgarh Road Industrial Area, Shivaji Marg, New Delhi-110015
 E-mail : investor_relations@ramavisionltd.com; Website: www.ramavisionltd.com
 Phone: 011-45349999

CIN : L32203UR1989PLC015645

Name of the member(s) :

Registered Address :

E-mail ID :

Folio No./Client ID : DP ID :

I / We, being the member(s) of _____ Equity Shares of Rama Vision Limited, hereby appoint:

- 1) Name: _____ Address: _____
 Email: _____ Signature _____, or failing him / her
- 2) Name: _____ Address: _____
 Email: _____ Signature _____, or failing him / her
- 3) Name: _____ Address: _____
 Email: _____ Signature _____.

As my/or proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on Friday, the 28th day of September, 2018 at 12.30 p.m. at Hotel City Palace, Bareilly Bypass Road, Kichha, Distt. Udham Singh Nagar, Uttrakhand 263 148 in respect of the resolutions which are indicated below:

S. No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31 st March, 2018 including the Audited Balance Sheet as at 31 st March, 2018 and the statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon.		
2.	To appoint a Director in place of Mr. Arhant Jain (DIN 00885159), who retires by rotation and being eligible, offers himself for re-appointment.		



Special Business			
Ordinary Resolution			
3.	To increase in the remuneration of Mr. Arhant Jain (DIN: 00885159), Whole Time Director designated as Director (Marketing) w.e.f 01st July, 2018.		
4.	To re-appoint and fix remuneration of Mr. Arhant Jain (DIN: 00885159), Whole Time Director designated as Director (Marketing) for a period of three years from 01st July, 2019 to 30th June, 2022.		
5.	To re-appoint and fix remuneration of Mr. Satish Jain (DIN: 00052215) as Chairman and Managing Director of the Company for a period of three years from 01 st July, 2019 to 30 th June, 2022.		
Special Resolution			
6.	To continue the current term of Mr. Shyam Sunder Lal Gupta, Non-Executive Independent Director		
<p>Signed this day of 2018</p> <p>Signature of Shareholder</p>			<div style="border: 1px solid black; padding: 5px; width: fit-content; margin: 0 auto;"> Affix Revenue Stamp </div>
<p>Notes:</p> <ol style="list-style-type: none"> This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. For the resolution, explanatory statement and note, please refer to the notice of the 29th Annual General meeting. *It is optional to put ' ' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against all or any of resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate. Please complete all details including details of member(s) in the above box before submission. 			