

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTY SECOND ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF RAMA VISION LIMITED WILL BE HELD ON TUESDAY, THE 28TH DAY OF SEPTEMBER, 2021 AT 12.30 P.M. THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OAVM) FOR WHICH PURPOSE THE REGISTERED OFFICE OF THE COMPANY AT WARD NO. 3, BAREILLY ROAD, KICHHA, DISTT. UDHAM SINGH NAGAR, UTTARAKHAND-263148 SHALL BE DEEMED AS THE VENUE FOR THE MEETING AND THE PROCEEDINGS OF THE AGM SHALL BE DEEMED TO BE MADE THEREAT, TO TRANSACT THE FOLLOWING BUSINESSES :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2021 including the Audited Balance Sheet as at 31st March, 2021 and the statement of Profit and Loss Account & Cash Flow for the financial year ended on that date and the reports of Board's and Statutory Auditors' thereon.
2. To appoint a Director in place of Mr. Satish Jain (DIN: 00052215), who retires by rotation and being eligible has offered himself for re-appointment.

SPECIAL BUSINESS:

3. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED FURTHER THAT pursuant to the provisions of Section 152, 161, 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the rules made thereunder (including any statutory modification(s) or any amendment or any substitution or re-enactment thereof for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with the Articles of Association of the Company and based on the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors, Mr. Udit Jain (DIN: 08034841), who was appointed as an Additional Director of the Company w.e.f 01st July, 2021 and who holds office up to the date of this Annual General Meeting and who has submitted necessary declarations under relevant provisions of the Act and Rules and who has consented to act as a Director, the consent of the members be and is hereby accorded for appointment of Mr. Udit Jain (DIN: 08034841), designated as an Executive Director on the Board of the Company to hold office w.e.f 01st July, 2021 for a term of 3 (three) years, liable to retire by rotation, on such remuneration and terms & conditions as set out below:

1. **SALARY:** Rs. 3,25,000 - 40,000 - 4,05,000/- per month w.e.f. 01st July, 2021 for a term of appointment of three (3) years.

2. OTHER PREQUISITES :

In addition to the above, Mr. Udit Jain shall be entitled to the following perquisites that shall not be included in the computation of the ceiling on remuneration mentioned herein :

- a) 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;
- b) Payment of Gratuity as per policies/ rules of the Company;
- c) 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.
- d) 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. Udit 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. Udit Jain after obtaining necessary statutory approval(s), if any, including approval of the Central Government as referred to in the Act.

RESOLVED FURTHER THAT the Board of Directors and/ or the 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. Udit Jain (DIN:08034841) and/ or change in designation 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. Udit 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 of the Company be and is hereby authorized to do and perform all such acts, deeds and things as may be considered necessary to give effect to the above resolution.”



4. 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 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such approvals, permissions and sanctions of Registrar of Companies or any other authority as may be required and approval of the Board of Directors, the draft clauses contained in the Memorandum of Association (MOA), as placed before the meeting be and are hereby approved to substitute the existing Memorandum of Association of the Company with a new set of Memorandum of Association as per provisions of the Companies Act, 2013.

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

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution :

“RESOLVED THAT in supersession of the earlier resolutions passed in this regard and pursuant to the provisions of Section 152, 196, 197, 198 and 203 read with Schedule V and all 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, 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, based on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Satish Jain, Chairman and Managing Director of the Company for a period of three years from 01st October, 2021 to 30th September, 2024, liable to retire by rotation, on the remuneration and terms and conditions as set out below :

1. **SALARY:** Rs. 6,00,000/- 75,000/- 7,50,000/- per month including perquisites w.e.f. 01st October, 2021 to 30th September, 2024 for a term of appointment of three (3) years.

2. 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 :

- a) 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;
- b) Payment of Gratuity as per policies/ rules of the Company;
- c) 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.

3. Other Terms and Conditions :

Minimum Remuneration :

Notwithstanding anything contained herein, 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 subject to necessary statutory approval(s) as referred to in the Act.

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 Chairman & Managing Director.

RESOLVED FURTHER THAT the Board of Directors and/ or the 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. Satish Jain (DIN: 00052215) and/ or change in designation and recommend the same for approval of Board 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 of the Company be and is hereby authorized to do and perform all such acts, deeds and things as may be considered necessary to give effect to the above resolution.”

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

“RESOLVED THAT in supersession of the earlier resolutions passed in this regard and pursuant to the provisions of Section 152, 196, 197 and 198 read with Schedule V and all 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, 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, based on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Arhant Jain, Whole Time Director designated as Director (Marketing) of the Company for a period of three years from 01st October, 2021 to 30th September, 2024, liable to retire by rotation, on the remuneration and terms and conditions as set out below :

1. **SALARY:** Rs. 5,00,000/- 75,000/- 6,50,000/- per month including perquisites w.e.f. 01st October, 2021 to 30th September, 2024 for a term of appointment of three (3) years.

2. **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:

- a) 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-TaxAct, 1961;
- b) Payment of Gratuity as per policies/ rules of the Company;
- c) 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.

3. **Other Terms and Conditions:**

Minimum Remuneration :

Notwithstanding anything contained herein, 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 subject to necessary statutory approval(s) as referred to in the Act.

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 and/ the 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) and/ or change in designation and recommend the same for approval of Board 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 of the Company be and is hereby authorized to do and perform all such acts, deeds and things as may be considered necessary to give effect to the above resolution."

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

Place : New Delhi
Dated : 09.08.2021

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

**NOTES:**

1. Pursuant to Circular no. 14/2020 dated April 08, 2020, Circular no. 17/2020 dated April 13, 2020, Circular no. 20/2020 dated May 05, 2020 and Circular no. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs (MCA) and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/ CMD2/CIR/P/2021/11 issued by the SEBI (hereinafter collectively referred to as "the Circulars"), the General Meetings of Members are allowed to be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, in compliance with the Circulars, the 32nd AGM of the Company is being held through VC.
2. An Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 relating to the Special Business set out under Item Nos. 3 to 6 of the accompanying Notice are annexed hereto. A statement providing additional details of the Directors along with their brief profile who are seeking appointment/ re-appointment as set out at Item Nos. 3, 5 and 6 of the Notice are annexed herewith as per Regulation 36 of the Listing Regulations, as amended and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('ICSI').
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India, the facility to appoint proxy by Members under Section 105 of the Act to attend and cast vote for the members is not available for this AGM since the AGM is being held through VC. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 22nd September, 2021 to Tuesday, 28th September, 2021 (both days inclusive) for the purpose of ascertaining the Shareholders attending the AGM.
5. The Company's Statutory Auditors, M/s. Suresh Kumar Mittal & Co., Chartered Accountants (Firm Registration No. 500063N) were appointed as Statutory Auditors of the Company for a period of five (5) consecutive years at the 28th AGM of the Members held on 25th September, 2017. Pursuant to the amendment made by the Companies (Amendment) Act, 2017, effective from May 7, 2018, it is no longer necessary to seek the ratification of the shareholders for continuance of the above appointment. Hence, the Company is not seeking the ratification of the shareholders for the appointment of the Statutory Auditors.
6. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
7. As per the provision of Section 72 of the Act, facility for making nomination(s) is available to Individuals holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the Company or its Registrar and Transfer Agents (RTA), M/s. Link Intime India Private Limited (LIPL). Members holding shares in demat mode should file their nomination with their Depository Participants ('DPs') for availing this facility.
8. In case of joint holders, the Members whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the AGM.
9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in demat form with effect from April 1, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to demat form. Members can contact the Company or the Company's RTA for assistance in this regard.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to Company's RTA/M/s. Link Intime India Pvt. Ltd, Noble Heights, 1st Floor, Plot No NH- 2, C-1 Block, LSC Near Savitri Market, Janakpuri, New Delhi-110058, in case the shares are held in physical form.
11. The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in electronic mode.
12. PROCEDURE FOR INSPECTION OF DOCUMENTS :
 - a) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
 - b) All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investor_relations@ramavisionltd.com.
 - c) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Monday, 20th September, 2021 through email on investor_relations@ramavisionltd.com. The same will be replied by the Company suitably.

13. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Notice calling AGM along with Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of the AGM and the Annual Report 2020- 21 will also be available on the Company's website at www.ramavisionltd.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the website of Link Intime India Private Limited <https://instavote.linkintime.co.in>.
14. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
15. Members may please note that SEBI has made PAN as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases, viz. (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares. Members are requested to Register their PAN with their DPs, in case of shares held in demat form and RTA/ Company, in case of shares held in physical form, as directed by SEBI.
16. Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, email address etc. to the RTA at the following address :
M/s. Link Intime India Pvt. Ltd.
Noble Heights, 1st Floor, Plot No NH- 2,
C-1 Block, LSC Near Savitri Market, Janakpuri, New Delhi-110058
If the shares are held in electronic form, then change of address and change in the Bank Accounts etc., should be furnished to their respective DPs.
17. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
18. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
19. 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.
20. The recorded transcript of the forthcoming AGM on 28th September, 2021 shall also be made available on the website of the Company www.ramavisionltd.com in the Financial Section, as soon as possible after the meeting is over.
21. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated January 13, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has engaged Link Intime India Private Limited (LI IPL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting during the date of the AGM will be provided by LI IPL.
- 22. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER :-**
The remote e-voting period begins on Saturday, 25th September, 2021 at 09:00 A.M. and ends on Monday, 27th September, 2021 at 05:00 P.M. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 21st September, 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by LI IPL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020 :
Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Company, Individual shareholders holding securities in demat mode can 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 to access e-Voting facility.
Login method for Individual shareholders holding securities in demat mode/ physical mode is given below :

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 or e-Voting service provider name and you



	<p>will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ul style="list-style-type: none">If the user is 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.jspVisit 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 or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none">Existing user of 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, KARVY, LINK IN TIME, CDSL. Click on e-Voting service provider name 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/EasiRegistrationAlternatively, 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 where the E Voting is in progress.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none">You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.Once login, you will be able to see e-Voting option. Once you 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 or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.	<ol style="list-style-type: none">Open the internet browser and launch the URL: https://instavote.linkintime.co.in Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:-<ol style="list-style-type: none">User ID : Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.PAN : Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.DOB/DOI : Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format).Bank Account Number : Enter your Bank Account Number (last four digits), as recorded with your DP/Company.<ul style="list-style-type: none">Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above.<p>Set the password of your choice (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). Click "confirm" (Your password is now generated).</p>Click on 'Login' under 'SHARE HOLDER' tab.Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

4. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
7. After selecting the desired option i.e. Favour / Against, 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.

Institutional shareholders :

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <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.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password :

- Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **'Submit'**.

In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.

Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.

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.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password :

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in demat mode :

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below :

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 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel : 022 - 4918 6000.

Process and manner for attending the Annual General Meeting through InstaMeet :

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
Select the **"Company"** and **'Event Date'** and register with your following details: -
 - A. Demat Account No. or Folio No :** Enter your 16 digit Demat Account No. or Folio No.
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**



- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company
- B. PAN :** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet :

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet :

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under :

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel : 022-49186175.

Guidelines to attend the AGM proceedings :

For a smooth experience of viewing the AGM proceedings through platform of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under :

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>, OR
- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under :
 1. Enter your First Name, Last Name and Email ID and click on Join Now
 2. If you have already installed the Webex application on your device, join the meeting by clicking on Join Now

3. If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application. Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now.

23. General Guidelines for shareholders :

1. The "cut-off date" for determining the eligibility for voting through electronic voting system is fixed as 21st September, 2021. The e-voting period commences on 25th September, 2021 at 9:00 a.m. and ends on 27th September, 2021 at 5:00 p.m. The remote e-voting module shall be disabled by LIPL for voting thereafter. During this period members of the Company, holding shares either in physical form or in demat form, as on the cut-off date, i.e., 21st September, 2021, shall be entitled to avail the facility of remote e-voting.
2. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of 21st September, 2021.
3. Members who have already exercised their voting through Remote e-voting can attend the Annual General Meeting through VC/OAVM but shall not be entitled to cast their vote again.
4. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Annual General Meeting Notice and holding shares as of the cut-off date, i.e. 21st September, 2021, may refer to this Notice of the Annual General Meeting, posted on Company's website www.ramavisionld.com for detailed procedure with regard to remote e-voting. Any person who ceases to be the member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
5. Facility of joining the AGM through VC / OAVM shall open 30 (thirty) minutes before the time scheduled for the AGM and will be available for Members on first come first served basis and the Company may close the window for joining the VC/OAVM facility 15 (fifteen) minutes after the scheduled time to start the 32nd AGM.
6. Ms. Ashu Gupta, Company Secretary in whole time practice (Membership No. FCS 4123; COP No. 6646), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, unblock the votes cast through remote e-voting and the votes cast through e-voting on the date of AGM in the presence of at least two witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
8. As per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of the e-voting are to be submitted to the Stock Exchange(s) within two working days of the conclusion of the AGM. The results declared along with Scrutinizer's Report shall be placed on the Company's website www.ramavisionld.com and the website of LIPL. The results shall also be forwarded to the stock exchange where the shares of the Company are listed.
9. The results on resolutions so declared at or after the Annual General Meeting of the Company will be deemed to have been passed on the Annual General Meeting date subject to receipt of the requisite number of votes cast in favour of the Resolutions.
24. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing companies to send documents to their shareholders in electronic mode. To support this green initiative and to receive communications from the Company in electronic mode, members who have not registered their E-mail addresses and are holding shares in physical form are requested to contact the RTA of the Company and register their Email-id. Members holding shares in demat form are requested to contact their DPs. Members may please note that notices, annual reports, etc. will be available on the Company's website at www.ramavisionld.com. Members will be entitled to receive the said documents in physical form free of cost at any time upon request.

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

ITEM NO. 3 :

The appointment of Mr. Udit Jain as Vice-President (Food) of the Company was approved by the members of the Company at the 31st AGM held on 28.09.2020 for a term of three years from 01st October, 2020 at a remuneration of Rs. 2,75,000/- p.m. upto maximum of Rs. 4,05,000/-. Thereafter, he was re-designated as Vice-President in the Board meeting held on 09.02.2021. The Nomination & Remuneration Committee (NRC) and the Board of Directors have, in their respective meetings held on 18.06.2021, approved the appointment of Mr. Udit Jain as an Additional Director of the Company w.e.f 01st July, 2021 to hold office up to the date of this Annual General Meeting. He has submitted necessary declarations under relevant provisions of the Act and Rules and has consented to act as a Director. And at such meeting, the NRC and Board of Directors subject to the approvals of Members/ Central Government and such other approvals as may be necessary, approved the appointment of Mr. Udit Jain as a Whole Time Director designated as an "Executive Director" of the Company for a period of three years w.e.f. 01.07.2021 to 30.06.2024 and also the remuneration as enumerated in the Ordinary Resolution which is commensurate with his qualification, experience and the responsibilities entrusted to him. Mr. Udit Jain has good knowledge to find out and execute new arena of growth and development for the Company and put his best efforts to strive Company towards expanding Company's operations. He attained the expertise skills in marketing field since last 9 years and as such he has adequate knowledge and is capable to hold higher responsibilities.

Subject to the provisions contained under Section 152, 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the rules made thereunder (including any statutory modification(s) or any amendment or any substitution or re-enactment thereof for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with the Articles of Association of the



<p>Company, member's approval by way of Ordinary Resolution is required for the appointment and payment of remuneration for an amount as stated in the Ordinary Resolution at item no. 3 of the accompanying notice.</p> <p>None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Udit Jain, Mr. Satish Jain (Father of Mr. Udit Jain) and Mr. Arhant Jain (Brother of Mr. Udit 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>In terms of Section 190 of the Companies Act, 2013, the Ordinary Resolution at Item No. 3 along with Explanatory Statement shall be construed as a memorandum setting out the terms of appointment of Mr. Udit Jain.</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 & bathing 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	31.03.2021 (Rs. in Lacs)	31.03.2020 (Rs. in Lacs)
	Net Sales & other Income	5560.98	4344.74
	Profit/Loss Before Tax Expense	158.15	4.97
	Profit/Loss After Tax Expense	30.64	3.67
	Rate of Dividend Declared	NIL	NIL
5. Foreign investments or collaborations. if any	NIL		
II. Information about the appointee			
1. Background details	Mr. Udit Jain, aged about 31 years, a graduate in B.Sc. Marketing from Integrated Institute of Learning Management (IILM). He has over 09 years of successful experience in the field of Marketing and other allied field. He was appointed as an "Executive- Business Development" of the Company from 01.05.2012 and further re-appointed from 01.08.2014. On 01.10.2020, he was appointed as Vice-President (Food) and re-designated as Vice-President in the Board meeting held on 09.02.2021 to hold office or place of profit in accordance with Section 188 (1) (f) of the Companies Act, 2013 read with rules thereunder. The Board has appointed him as an Additional Director w.e.f. 01st July, 2021.		
2. Past remuneration	The total remuneration of Mr. Udit Jain for the Financial Year 2020-2021 was Rs. 35.50 Lacs/-		
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. Udit Jain as an Executive Director will contribute in the growth of the operations of the Company.		
5. Remuneration proposed	The detail of proposed remuneration is per ordinary resolution at item no. 3.		
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.	Besides his remuneration, he had no pecuniary relationship with the Company. He has no relationship with any Managerial Personnel, Director, Key Managerial Personnel of the Company except Mr. Satish Jain, Chairman and Managing Director, who is his father and Mr. Arhant Jain, Director (Marketing), who is his elder brother.
III. Other Information	
1. Reasons of loss or inadequate profits	The reason for inadequate profits are inevitable, and is due to cut throat competition, high inflation, currency volatility, high level inventory of goods, slowing down market growth in FMCG Sector.
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 such as salary, benefits, etc. have been made in the Corporate Governance Report and forming part of the Board of Director's Report.	
<p>ITEM NO. 4 :</p> <p>The Company is in the FMCG Industry in trading segment of Mother & Baby care and Food Products and in the last year, Company has added the reputed brands for expansion of its existing line of trading. The opportunities available in the FMCG Sector, with the advancement of technology and awareness of health concerns due to which demand of online delivery of foods products also increased in urban areas as well as rural areas, Large Profit Potential existed for the Manufacturers and with emphasis on new regime "MAKE IN INDIA" policy. Company wants to expand its business by entering into the Manufacturing activities, addition of new products in the trading business of Food Products and to carry on some business which under existing infrastructure may conveniently or advantageously be combined with the business of the Company.</p> <p>It was necessary to alter the object clause of existing Memorandum of Association (MOA) by addition of new sub-clause in the main object of the Company, the existing MOA of the Company was based on Companies Act, 1956 and such MOA was no longer in conformity with Companies Act, 2013 and in order to add new object clause, it was proposed to completely replace the existing Memorandum by a new set of Memorandum as per Companies Act, 2013.</p> <p>The Board of Directors in their meeting held on 18.06.2021, subject to the approval of Members or such approvals, permissions and sanctions of Registrar of Companies or any other authority as may be required, the draft clauses contained in the Memorandum of Association (MOA), approved to substitute the existing Memorandum of Association of the Company with a new set of Memorandum of Association as per provisions of the Companies Act, 2013.</p> <p>Subject to the provisions contained under sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, member's approval by way of special resolution is required for alteration of Memorandum of Association (MOA) by substituting new set of memorandum in place of existing MOA including addition of clause in the main object of the company as stated in the Special Resolution at item no. 4 of the accompanying notice.</p> <p>None of the Directors are concerned or interested in the resolution.</p> <p>ITEM NO. 5 :</p> <p>The present term of Mr. Satish Jain, Chairman and Managing Director of the Company shall expire on 30th June, 2022. His appointment was approved by the members of the Company at the 29th Annual General Meeting ("AGM") held on 28th September, 2018 for a term of three years from 01.07.2019 to 30.06.2022 at a remuneration of Rs. 5,00,000/- 50,000/- 6,00,000/- p.m. including perquisites in pursuant to the provisions of the Section 152, 196, 197, 198 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, subject to the approval of other authorities including Central Government, if any, and the approval of the Board of Directors and Members of the Company.</p> <p>The Nomination & Remuneration Committee and the Board of Directors have at their respective meetings held on 09.08.2021 subject to the approval of members/ Central Government and such other approval as may be necessary, approved the re-appointment of Mr. Satish Jain as Chairman and Managing Director of the Company for a period of three years w.e.f. 01.10.2021 to 30.09.2024 and also the remuneration as enumerated in the Special Resolution which is commensurate with his qualification, experience and the responsibilities entrusted to him.</p> <p>Mr. Satish Jain is at the helm of affairs of the Company as Chairman and Managing Director. Under his valuable guidance and leadership, Rama Vision Limited has always strive to continuously improve its operations to stay competitive in the fast evolving market place. Considering his continuous efforts in expanding the Company's operations, it is propose to revise the term of re-appoint & fix remuneration of Mr. Satish Jain as Chairman and Managing Director for a period of three years w.e.f 01.10.2021 to 30.09.2024.</p>	



<p>Subject to the provisions contained under Section 152, 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the Act, member's approval by way of Special Resolution is required for the appointment and payment of remuneration for an amount as stated in the Special Resolution at item no. 5 of the accompanying notice.</p> <p>None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Satish Jain (who is the father of Mr. Arhant Jain & Mr. Udit Jain), Mr. Arhant Jain & Mr. Udit Jain is/are in any way, concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding, if any, in the Company.</p> <p>In terms of Section 190 of the Companies Act, 2013, the Special Resolution at Item No. 5 along with Explanatory Statement shall be construed as a memorandum setting out the terms of appointment of Mr. Satish Jain.</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 & bathing 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	31.03.2021 (Rs. in Lacs)	31.03.2020 (Rs. in Lacs)
	Net Sales & other Income	5560.98	4344.74
	Profit/Loss Before Tax Expense	158.15	4.97
	Profit/Loss After Tax Expense	30.64	3.67
	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 66 years, has been serving the Company since incorporation. 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 43 years' experience in the Paper and Picture tube Industry and more than 20 years' experience in FMCG Industry. Mr. Satish Jain although responsible for the overall management of the Company in his present role, spends most of his time in expanding the Company's operations and establish a respectable place in the organised sector of import and distribution market.		
2. Past remuneration	The total remuneration of Mr. Satish Jain for the Financial Year 2020-2021 was Rs. 67.35 Lacs.		
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	The detail of proposed remuneration is per special resolution at item no. 5.		
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.	Besides his remuneration, he had no pecuniary relationship with the Company. He has no relationship with any Managerial Personnel, Director, Key Managerial Personnel of the Company except Mr. Arhant Jain, Director (Marketing), who is his elder son and Mr. Udit Jain, Additional Director, who is his younger son.
III. Other Information	
1. Reasons of loss or inadequate profits	The reason for inadequate profits are inevitable, and is due to cut throat competition, high inflation, currency volatility, high level inventory of goods, slowing down market growth in FMCG Sector.
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 such as salary, benefits, etc. have been made in the Corporate Governance Report and forming part of the Board of Director's Report.	
<p>ITEM NO. 6 :</p> <p>The present term of Mr. Arhant Jain, Director (Marketing) of the Company shall expire on 30th June, 2022. His appointment was approved by the members of the Company at the 29th Annual General Meeting ("AGM") held on 28th September, 2018 for a term of three years from 01.07.2019 to 30.06.2022 at a remuneration of Rs. 3,75,000/- 40,000/- 4,55,000/- p.m. including perquisites in pursuant to the provisions of the Section 152, 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, subject to the approval of other authorities including Central Government, if any, and the approval of the Board of Directors and Members of the Company.</p> <p>The Nomination & Remuneration Committee and the Board of Directors have at their respective meetings held on 09.08.2021 subject to the approval of members/ Central Government and such other approval as may be necessary, approved the re-appointment of Mr. Arhant Jain as Director (Marketing) of the Company for a period of three years w.e.f. 01.10.2021 to 30.09.2024 and also the remuneration as enumerated in the Ordinary Resolution which is commensurate with his qualification, experience and the responsibilities entrusted to him.</p> <p>Mr. Arhant Jain is having a vast experience and appreciable contribution towards the overall performance of the Company. He is successfully discharging his duties and responsibilities as Director (Marketing), and has, with his dedicated and timeless efforts added new established brands in Company's trading segment. He is a guiding force for Rama Vision Limited and has helped the Company in achieving its rationalized targets. Overall, he is a driving force behind the continual growth of the organization. Considering his continuous efforts in expanding the Company's operations, it is propose to revise the term of re-appointment & fixation remuneration of Mr. Arhant Jain designated as Director (Marketing) for a period of three years w.e.f 01.10.2021 to 30.09.2024.</p> <p>Subject to the provisions contained under Section 152, 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the Act, member's approval byway of Ordinary Resolution is required for the appointment and payment of remuneration for an amount as stated in the Ordinary Resolution at item no. 6 of the accompanying notice.</p> <p>None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Arhant Jain, Mr. Satish Jain (who is his father) and Mr. Udit Jain (who is his brother) 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>In terms of Section 190 of the Companies Act, 2013, the Ordinary Resolution at Item No. 6 along with Explanatory Statement shall be construed as a memorandum setting out the terms of appointment of M. Arhant Jain.</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 & bathing 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	31.03.2021 (Rs. in Lacs)	31.03.2020 (Rs. in Lacs)
	Net Sales & other Income	5560.98	4344.74
	Profit/Loss Before Tax Expense	158.15	4.97
	Profit/Loss After Tax Expense	30.64	3.67
	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 36 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 12 years of experience in the field of Marketing and other allied field.		
2. Past remuneration	The total remuneration of Mr. Arhant Jain for the Financial Year 2020-2021 was Rs. 51.06 Lacs.		
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	The detail of proposed remuneration is per ordinary resolution at item no. 6.		
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.	Besides his remuneration, he had no pecuniary relationship with the Company. He has no relationship with any Managerial Personnel, Director, Key Managerial Personnel of the Company except Mr. Satish Jain, Chairman & Managing Director, who is his father and Mr. Udit Jain, Additional Director, who is his brother.		
III. Other Information			
1. Reasons of loss or inadequate profits	The reason for inadequate profits are inevitable, and is due to cut throat competition, high inflation, currency volatility, high level inventory of goods, slowing down market growth in FMCG Sector.		
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 such as salary, benefits, etc. have been made in the Corporate Governance Report and forming part of the Board of Director's Report.			

ANNEXURE TO THE NOTICE

INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED TO BE FURNISHED UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS - 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA(ICSI)

Name of Director	Mr. Udit Jain	Mr. Satish Jain	Mr. Arhant Jain
DIN	08034841	00052215	00885159
Designation	Additional Director (Executive Director)	Chairman & Managing Director	Director (Marketing)
Age	31 Years	66 Years	36 Years
Date of Birth	10.05.1990	11.11.1954	13.10.1984
Date of Appointment	01.07.2021	23.01.1989	25.05.2009
No. of Shares held as on 31.03.2021	4,45,689	7,05,078	4,48,105
Qualifications	Graduate in B.Sc. Marketing from Integrated Institute of Learning Management (IILM)	BE in production Engineering	Management Course in "Corporate Strategy and Governance" from University of Nottingham, United Kingdom
Experience	Mr. Udit Jain has attained the expertise skills in marketing field since last 9 years and as such he has adequate knowledge and is capable to hold higher responsibilities.	Mr. Satish Jain is an eminent Industrialist having more than 43 years' experience in the Paper and Picture tube Industry and more than 20 years' experience in FMCG Industry.	Mr. Arhant Jain is having more than 12 years of experience in the field of Marketing and other allied field.
Number of Board meeting attended during the FY 2020-21	NA	5	5
Directorships & Committee membership/Chairmanship held in other companies (Listed & Unlisted) as on 31.03.2021	Directorship : 1) RVL Exim Limited	Directorship : 1) Chemopulp Tissue Limited 2) RVL Exim Limited 3) Viewtron Electronics Private Limited	Directorship : NIL
Relationship between directors interse	Mr. Udit Jain is a son of Mr. Satish Jain and brother of Mr. Arhant Jain	Mr. Satish Jain is a father of Mr. Arhant Jain and Mr. Udit Jain.	Mr. Arhant Jain is son of Mr. Satish Jain and brother of Mr. Udit Jain.

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

Sd/-

RAJ KUMAR SEHGAL
G.M. (LEGAL) & COMPANY SECRETARY
Membership No. : FCS3234

Place : New Delhi
Dated : 09.08.2021
Registered Office :
Ward No. 3, Bareilly Road,
Kichha, Distt. Udham Singh Nagar,
Uttarakhand-263148