



## RAMA VISION LIMITED

### NOTICE OF POSTAL BALLOT

**Dear Member(s),**

**NOTICE** is hereby given pursuant to the provisions of Sections 108, 110 & other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 (**“the Rules”**), Regulation 44 & other applicable provisions of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), Secretarial Standard-2 on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the guidelines prescribed in the General Circulars issued by the Ministry of Corporate Affairs vide Nos. 14/2020 dated April 08’ 2020, 17/2020 dated April 13’ 2020, 22/2020 dated June 15’ 2020, 33/2020 dated September 28’ 2020, 39/2020 dated December 31’ 2020, 10/2021 dated June 23’ 2021, 20/2021 dated December 8’ 2021 and 3/2022 dated May 05’ 2022 (collectively referred to as the **“MCA Circulars”**) the resolutions appended herein below are proposed to be passed by the Members of **Rama Vision Limited (“the Company”)** by means of Postal Ballot, by way of voting through electronic means (**“remote e-voting”**) only.

In accordance with the MCA Circulars, the Company is sending this Notice along with the explanatory statement and remote e-voting instructions, only through electronic mode to all its members who have registered their email addresses with the Company/ Registrar and Share Transfer Agent or Depository/ Depository Participants and whose names appear in the Register of Members of the Company and/ or in the Register of Beneficial Owner as on **November 11, 2022 (“cut-off date”)**. In case the e-mail address of any member is not registered with the Company/ Depositories, please follow the process provided in the notes to this Notice.

The remote e-voting shall commence on **Tuesday, November 15’ 2022 from 9.00 A.M. (IST)** onwards. Members are requested to cast their vote through the remote e-voting at any time before **Wednesday, December 14’ 2022 at 5.00 P.M. (IST)** (i.e. the last date to cast vote electronically). The remote e-voting module shall be disabled thereafter.

The Notice shall also be uploaded on the website of the Company at [www.ramavisionltd.com](http://www.ramavisionltd.com), on the website of Link Intime India Private Limited, the Company’s Registrar and Transfer Agent/ e-voting agency at <https://instavote.linkintime.co.in> and on the websites of BSE Limited at [www.bseindia.com](http://www.bseindia.com).

The detailed explanatory statement under Section 102 of the Act setting out the material facts relating to the resolutions and instructions for remote e-voting are annexed to this Notice.

## **SPECIAL BUSINESS:**

### **Item No. 1: Approval for increase in remuneration of Mr. Satish Jain (DIN: 00052215), Chairman and Managing Director of the Company**

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

**“RESOLVED THAT** in partial modification of the resolution passed at the 32<sup>nd</sup> Annual General Meeting of the Company held on September 28, 2021 and subject to the provisions of 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 Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended and the articles of association of the Company, based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors and subject to the approval of other authorities including Central Government, if any 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 an increase in remuneration of Mr. Satish Jain, Chairman and Managing Director of the Company w.e.f 01<sup>st</sup> January, 2023, on such terms and conditions as set out below:

**1. SALARY:** Rs. 8,00,000/- 1,00,000/- 10,00,000/- per month including perquisites w.e.f. 01<sup>st</sup> January, 2023 for his remaining tenure ending on 30.09.2024.

#### **2. OTHER PERQUISITES:**

In addition to the above, Mr. Satish 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.

#### **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** the Board of Directors and/or the Nomination & Remuneration Committee, be and is hereby authorized to re-structure the remuneration payable to Mr. Satish Jain to such extent as may be agreed to between the Board of Directors/ Nomination & Remuneration Committee and Mr. Satish Jain subject to their conformity with the Act and if required subject to any statutory approvals to grant remuneration in excess of the limits prescribed under the Act.

**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.”

**Item No. 2: Approval for increase in remuneration of Mr. Arhant Jain (DIN: 00885159), Director (Marketing) of the Company**

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

“**RESOLVED THAT** in partial modification of the resolution passed at the 32<sup>nd</sup> Annual General Meeting of the Company held on September 28, 2021 and pursuant to the provisions of 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 Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended and the articles of association of the Company, based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors and subject to the approval of other authorities including Central Government, if any 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 an increase in remuneration of Mr. Arhant Jain, Director (Marketing) of the Company w.e.f 01<sup>st</sup> January, 2023, on such terms and conditions as set out below:

**1. SALARY:** Rs. 7,00,000/- 1,00,000/- 9,00,000/- per month including perquisites w.e.f. 01<sup>st</sup> January, 2023 for his remaining tenure ending on 30.09.2024.

**2. OTHER PERQUISITES:**

In addition to the above, Mr. Arhant 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.

**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** the Board of Directors and/or the Nomination & Remuneration Committee, be and is hereby authorized to re-structure the remuneration payable to Mr. Arhant Jain and/ or change his designation in such manner and to such extent as may be agreed to between the Board of Directors/ Nomination & Remuneration Committee and Mr.

Arhant Jain subject to their conformity with the Act and if required subject to any statutory approvals to grant remuneration in excess of the limits prescribed under the Act.

**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  
Date : 09.11.2022**

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

**Registered office: Ward No. 3, Bareilly Road,  
Kichha, Distt. Udham Singh Nagar,  
Uttrakhand-263148 [CIN: L32203UR1989PLC015645]  
Email ID: [investor\\_relations@ramavisionltd.com](mailto:investor_relations@ramavisionltd.com)  
Website: [www.ramavisionltd.com](http://www.ramavisionltd.com)**

**NOTES:**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, SEBI Listing Regulations and SS-2, relating to Item Nos. 1 & 2 of the accompanying Notice of Postal Ballot is annexed hereto.
2. In compliance with the MCA General Circulars and SS-2, this Postal Ballot Notice along with explanatory statement and remote e-voting instructions are being sent only through electronic mode to all those members whose e-mail addresses are registered with the Company/ Registrar and Share Transfer Agent or Depository/ Depository Participants and whose names appear in the Register of Members of the Company as on **Friday, 11<sup>th</sup> November, 2022 (i.e. “Cut-off date”)**.
3. Members may note that this Postal Ballot Notice shall also be available on the Company’s website [www.ramavisionltd.com](http://www.ramavisionltd.com), website of the Stock Exchange where the equity shares of the Company are listed i.e. BSE Limited [www.bseindia.com](http://www.bseindia.com) and on the website of the e-voting agency, Link Intime India Pvt. Ltd. (LIPL) <https://instavote.linkintime.co.in>.
4. In accordance with the requirements of MCA Circulars, physical copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the members and accordingly, the members are required to communicate their assent or dissent through remote e-voting system.
5. To comply with the provisions of Section 108 and 110 of the Act read with Rules, SS-2, MCA Circulars and Regulation 44 of SEBI Listing Regulations, the members are provided with the facility to cast their vote electronically through remote e-voting services provided by Link Intime India Private Limited (LIPL) Instructions for remote e-voting are provided in this Postal Ballot Notice. Members are requested to read the same carefully.
6. All documents referred to in this 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 closure of the remote e-voting period. Members seeking to inspect such documents can send an email to [investor\\_relations@ramavisionltd.com](mailto:investor_relations@ramavisionltd.com) stating their name and Folio No./ DP ID Client ID/ Beneficiary ID.
7. The remote e-voting period shall commence on **Tuesday, November 15<sup>th</sup> 2022 from 9.00 A.M. (IST)** onwards and shall end on **Wednesday, December 14<sup>th</sup> 2022 at 5.00 P.M. (IST) (both days inclusive)**. During this period, members of the Company holding equity shares either in physical or dematerialized form as on the **Cut-off date, i.e. Friday, November 11, 2022** (including those members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants or RTA), may cast their vote electronically, in respect of the resolution(s) as set out in this Notice only through remote e-voting. Members are requested to record their **ASSENT** or **DISSENT** on the resolution set out in this Postal Ballot Notice through remote e-voting only, not later than 5.00 p.m. (IST) on **Wednesday,**

**December 14' 2022**, after which the remote e-voting facility shall be disabled by LIPL. Once the vote on resolution is cast by a member, no changes shall be allowed subsequently.

8. The voting rights of eligible members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on the cut-off date, i.e, **Friday, 11<sup>th</sup> November, 2022**. A person, who becomes a Member after the cut-off date should treat this Postal Ballot Notice for information purpose only.
9. The Company has appointed Ms. Ashu Gupta, Company Secretary (FCS No. 4123, Certificate of Practice No. 6646), of M/s Ashu Gupta & Co., Company Secretaries, as the Scrutinizer for conducting this Postal Ballot process through remote e-voting, in a fair and transparent manner.
10. The Scrutinizer, immediately after the conclusion of voting, shall unblock the votes cast through remote e-voting. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. Upon completion of scrutiny of the remote e-voting, the Scrutinizer shall submit his report to the Chairman or any other person authorized by him. The results of the Postal Ballot will be announced by the Chairman or any other person authorized by the Chairman in writing for this purpose on or before **Friday, December 16' 2022**. The said results along with Scrutinizer's report would also be displayed at the Registered and Corporate Office of the Company. The results will be uploaded on the Company's website at [www.ramavisionltd.com](http://www.ramavisionltd.com) as well as on Link Intime website at <https://instavote.linkintime.co.in>. The results shall simultaneously be communicated to the Stock Exchange [www.bseindia.com](http://www.bseindia.com).
11. The resolution(s), if passed by the requisite majority, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf. The resolution, if approved by the requisite majority of members by means of Postal Ballot i.e. remote e-voting, shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e. **Wednesday, December 14, 2022**.
12. Members who have not registered/ updated their email address are requested to register/ update the same (i) in case of shares held in demat mode, as per the process advised by concerned Depository Participant's; and (ii) in case of shares held in physical mode, by emailing to the RTA in the prescribed form ISR-1 alongwith requisite forms at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in). The Company has additionally provided the facility to the members to temporarily update their email address by accessing the link [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html) for the limited purposes of receiving shareholder communications including this Notice.
13. SEBI has vide circular dated November 3, 2021 and December 14, 2021, mandated furnishing of PAN, KYC and Nomination by Members holding shares in physical form. In view of the same, it may be noted that any service request can be processed only after the folio is PAN, KYC and Nomination compliant. The concerned shareholders are requested to furnish the requisite documents/ information at the earliest. Non-availability of the same on or after April 1, 2023 will result in freezing of the folios of such shareholders pursuant to the aforesaid SEBI circular. These frozen folios will be referred by the RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/ or Prevention of Money Laundering Act, 2002, after December 31, 2025.  
Further, SEBI has vide its circulars dated January 24, 2022 and January 25, 2022 mandated listed companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/ Exchange of securities certificate, endorsement, subdivision/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition. Accordingly, Members are requested to make service requests in prescribed Form ISR-4, as available on the website of the Company at [www.ramavisionltd.com](http://www.ramavisionltd.com).
14. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in dematerialised form are therefore requested to submit their PAN to the Depository Participant's with whom they are maintaining their dematerialised accounts.
15. Pursuant to the provisions of Section 72 of the Act read with the rules made thereunder, Members holding shares in a single name may avail the facility of nomination in respect of the shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 to the RTA. Further, in terms of SEBI circular dated February 24, 2022, all existing shareholders holding shares in trading and demat accounts shall provide their choice of nomination on or before March 31, 2023, failing which such trading accounts shall be

frozen for trading and demat accounts shall be frozen for debits. Accordingly, Members are urged to update their nomination details for their respective accounts before the aforementioned date by contacting their respective Depository Participant's.

16. Members may note that, as mandated by SEBI, effective April 1, 2019, the Company cannot process any request for transfer of securities in physical mode, except transmission or transposition of securities. Only securities held in dematerialized form can be transferred. Hence, Members are requested to dematerialize their shares if held in physical form.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING :**

Pursuant to the SEBI circular SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on 'e-voting facility provided by Listed Companies', Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only. This enables e-voting for all individual demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

Type of shareholders	Login Method
<p><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<ul style="list-style-type: none"> <li>• 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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 under value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> 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</li> </ul>

	<p>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 i.e, LINKINTIME and you will be redirected to “Instavote” website for casting your vote during the remote e-Voting period.</p>
<p><b>Individual Members holding securities in demat mode with CDSL</b></p>	<ul style="list-style-type: none"> <li>• 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>• After successful login of Easi / Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name i.e, LINKINTIME and you will be redirected to “Instavote” website for casting your vote during the remote e-Voting period.</li> <li>• If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>• Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e, LINKINTIME and you will be redirected to “Instavote” website for casting your vote during the remote e-Voting period.</li> </ul>
<p><b>Individual Members (holding securities in demat mode) &amp; login through their depository participants</b></p>	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>• 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.</li> </ul>
<p><b>Individual Members holding securities in Physical mode &amp; e-voting service Provider is LINKINTIME</b></p>	<ul style="list-style-type: none"> <li>• Open the internet browser and launch <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></li> <li>➤ Click on “<b>Sign Up</b>” under “<b>SHARE HOLDER</b>” tab and register with your following details: - <ul style="list-style-type: none"> <li>A. <b>User ID:</b> Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.</li> <li>B. <b>PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their</li> </ul> </li> </ul>

	<p>PAN with the Depository Participant / Company shall use the sequence number provided to you, if applicable.</p> <p><b>C. DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your Depository Participants / Company - in DD/MM/YYYY format).</p> <p><b>D. Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your Depository Participant /Company.</p> <p>Shareholders/ members holding shares in <b>physical form</b> but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above.</p> <ul style="list-style-type: none"> <li>➤ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>➤ Click “<b>confirm</b>” (Your password is now generated).</li> <li>• Click on ‘<b>Login</b>’ under ‘<b>SHARE HOLDER</b>’ tab.</li> <li>• Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘<b>Submit</b>’.</li> <li>• After successful login, you will be able to see the notification for e-voting. Select ‘<b>View</b>’ icon.</li> <li>• E-voting page will appear.</li> <li>• Refer the Resolution description and cast your vote by selecting your desired option ‘<b>Favour / Against</b>’ (If you wish to view the entire Resolution details, click on the ‘<b>View Resolution</b>’ file link).</li> <li>• After selecting the desired option i.e. Favour / Against, click on ‘<b>Submit</b>’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘<b>Yes</b>’, else to change your vote, click on ‘<b>No</b>’ and accordingly modify your vote.</li> </ul>
<p><b>Institutional shareholders</b></p>	<p>Institutional shareholders (i.e. other than Individuals, HUF’s, NRI’s etc.) and Custodians are required to log on the e-voting system of Link Intime at <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> 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.</p>
<p><b>Individual Shareholders holding securities in Physical mode have forgotten the User ID/ password</b></p>	<ol style="list-style-type: none"> <li>1. Click on ‘Login’ under ‘Shareholder’ tab and further Click ‘forgot password?’.</li> <li>2. Enter user ID, select Mode and Enter Image Verification (Captcha) Code and Click on ‘Submit’.</li> <li>3. In case shareholders/ members is having valid email address, Password will be sent to his/ her registered email address.</li> <li>4. 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.</li> </ol>



	5. 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. <b>Note:</b> User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
<b>Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the User ID/ password</b>	1. 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 Participant’s website. 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. 3. For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice. 4. 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:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 22- 23058542-43.

Individual Shareholders holding securities in physical mode/ Institutional shareholders: Shareholders facing any technical issue in login may contact Link Intime ‘Instavote’ helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 49186000.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**ITEM NO. 1**

The present term of Mr. Satish Jain, Chairman and Managing Director of the Company shall expire on 30<sup>th</sup> September, 2024. His re-appointment was approved by the members of the Company at the 32<sup>nd</sup> Annual General Meeting (“AGM”) held on 28<sup>th</sup> September, 2021 (based on recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company at their meetings held on 09.08.2021 respectively), for a term of three years from 01.10.2021 to 30.09.2024 at a remuneration of Rs. 6,00,000/- 75,000/- 7,50,000/- 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, if any.

The Nomination & Remuneration Committee and the Board of Directors have at their respective meetings held on 09.11.2022 subject to the approval of members and such other approval as may be necessary,

approved the increase in remuneration of Mr. Satish Jain, Chairman and Managing Director with effect from 01<sup>st</sup> January, 2023 for his remaining tenure ending on 30.09.2024 and such remuneration as enumerated in the Special Resolution is commensurate with his qualification, experience and the responsibilities entrusted to him.

Mr. Satish Jain is a driving force behind the continual growth of the organization. Under his valuable guidance and leadership, business achieved significant success accelerating both growth and profitability. He has been instrumental in building leadership talent and substantially strengthening organizational capabilities and always put efforts in promoting and expanding the business. Due to his continuous efforts, the Company is able to build its brand and also establish a respectable place in the organized sector of import and distribution market. Considering his valuable contribution, it is proposed to increase in remuneration of Mr. Satish Jain with effect from 01<sup>st</sup> January' 2023 for his remaining tenure ending on 30.09.2024.

Subject to the provisions contained under Section 197, 198 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 an increase of remuneration for an amount as stated in the Special Resolution at item no. 1 of the accompanying notice. All other terms and conditions of the appointment of Mr. Satish Jain as approved by the Members at the 32<sup>nd</sup> Annual General Meeting held on 28<sup>th</sup> September, 2021, remain unchanged.

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 and 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.

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:

<b>I. General Information</b>			
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, oral care & personal care, Skin care & bathing products, food products, etc. all over India through network 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	<b>Particulars</b>	<b>31.03.2022 (Rs. In Lacs)</b>	31.03.2021 (Rs. In Lacs)
	Revenue from Operations & other Income	<b>6179.94</b>	5504.16
	Profit/Loss Before Tax Expense	<b>194.01</b>	158.15
	Profit/Loss After Tax Expense	<b>146.40</b>	30.64
5. Foreign investments or collaborations, if any	NIL		

<b>II. Information about the appointee</b>	
1. Background details	Mr. Satish Jain, aged 67 years, possesses a degree in B.E. (Production Engineering). He is an eminent Industrialist having more than 44 years' experience in the Paper and Picture tube Industry and more than two (2) decades of experience in FMCG Industry. He has been serving the Company since incorporation and was appointed as a Managing Director on 17 <sup>th</sup> August, 1989. He is a driving force behind the continual growth of the organization and under his valuable guidance and leadership, business achieved significant success accelerating both growth and profitability.
2. Past remuneration	Rs. 6,00,000/- 75,000/- 7,50,000/- p.m.
3. Recognition or awards	NIL
4. Job profile and his suitability	Mr. Satish Jain started his career with Rama Vision Limited since incorporation. With an FMCG Industry Experience nearly three decades, Mr. Satish Jain has been an instrumental in building leadership talent and substantially strengthening organizational capabilities. Under his valuable guidance and leadership the Company is able to build its brand and also establish a respectable place in the organized sector of import and distribution market.
5. Remuneration proposed	The details of proposed remuneration is as per Special Resolution item no.1.
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, Executive Director, who is his younger son.
<b>III. Other Information</b>	
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, slowdown in category growth rates, competitive brand rivalry, threat of new players, Covid-19 etc.
2. Steps taken or proposed to be taken for improvement	The Company is consistently making its efforts to add new established brands and also looking forward to strengthen its operations by way of exploring the possibilities of diversification of trading of some new profitable fields and also plan to expand its business by entering into the manufacturing of food products under the scheme for Creation/ Expansion of Food Processing & Preservation Capacities (CEFPPC) of Pradhan Mantri Kisan Sampada Yojna (PMKSY) as per modified operational guidelines notified by the Ministry of Food Processing Industries, Government of India (MOFPI). 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	Growing awareness, easier access and changing lifestyles have been the key growth drivers for the sector. The future for FMCG sector is very promising due to its inherent capacity and favourable changes in the environment.
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## ITEM NO.2

The present term of Mr. Arhant Jain, Director (Marketing) of the Company shall expire on 30<sup>th</sup> September, 2024. His re-appointment was approved by the members of the Company at the 32<sup>nd</sup> Annual General Meeting (“AGM”) held on 28<sup>th</sup> September, 2021 for a term of three years from 01.10.2021 to 30.09.2024 at a remuneration of Rs. 5,00,000/- 75,000/- 6,50,000/- 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.

The Nomination & Remuneration Committee and the Board of Directors have at their respective meetings held on 09.11.2022 subject to the approval of members and such other approval as may be necessary, approved the increase in remuneration of Mr. Arhant Jain, Director (Marketing) with effect from 01<sup>st</sup> January, 2023 for his remaining tenure ending on 30.09.2024 and such remuneration as enumerated in the Special Resolution is commensurate with his qualification, experience and the responsibilities entrusted to him.

Mr. Arhant Jain, S/o Mr. Satish Jain, Chairman & Managing Director and elder brother of Mr. Udit Jain, Executive Director of the Company, is having a vast experience and appreciable contribution towards the overall performance of the Company. He has been acknowledged for his vision & commitment and for successfully discharging his role as Director (Marketing). 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. Considering his continuous efforts in expanding the Company’s operations, it is proposed to increase remuneration of Mr. Arhant Jain, Director (Marketing) with effect from 01<sup>st</sup> January’ 2023 for his remaining tenure ending on 30.09.2024.

Subject to the provisions contained under Section 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 by way of Special Resolution is required for the increase of remuneration for an amount as stated in the Special Resolution at item no. 2 of the accompanying notice.

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 Special 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:

<b>I. General Information</b>	
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, oral care & personal care, 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	<b>Particulars</b>	<b>31.03.2022 (Rs. In Lacs)</b>	31.03.2021 (Rs. In Lacs)
	Revenue from Operations & other Income	<b>6179.94</b>	5504.16
	Profit/Loss Before Tax Expense	<b>194.01</b>	158.15
	Profit/Loss After Tax Expense	<b>146.40</b>	30.64
5. Foreign investments or collaborations, if any	NIL		
<b>II. Information about the appointee</b>			
1. Background details	Mr. Arhant Jain, aged about 38 years, possess a degree of Management Course in “Corporate Strategy and Governance” from University of Nottingham, United Kingdom. He was appointed as a Director-Marketing on 25 <sup>th</sup> May, 2009, having more than 12 years’ experience in the field of Marketing and other allied field. Mr. Arhant Jain has been acknowledged for his vision & commitment and for successfully discharging his role as Director (Marketing).		
2. Past remuneration	Rs. 5,00,000/- 75,000/- 6,50,000/- p.m.		
3. Recognition or awards	NIL		
4. Job profile and his suitability	Mr. Arhant Jain started his his career with Rama Vision Limited on 25 <sup>th</sup> May, 2009. With an FMCG Industry Experience of more than a decade and 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.		
5. Remuneration proposed	The details of proposed remuneration is as per Special Resolution item no. 2.		
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. Udit Jain, Executive Director, who is his younger brother.		
<b>III. Other Information</b>			
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, slowdown in category growth rates, competitive brand rivalry, threat of new players, Covid-19 etc.		

2. Steps taken or proposed to be taken for improvement	The Company is consistently making its efforts to add new established brands and also looking forward to strengthen its operations by way of exploring the possibilities of diversification of trading of some new profitable fields and also plan to expand its business by entering into the manufacturing of food products under the scheme for Creation/ Expansion of Food Processing & Preservation Capacities (CEFPPC) of Pradhan Mantri Kisan Sampada Yojna (PMKSY) as per modified operational guidelines notified by the Ministry of Food Processing Industries, Government of India (MOFPI). 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	Growing awareness, easier access and changing lifestyles have been the key growth drivers for the sector. The future for FMCG sector is very promising due to its inherent capacity and favourable changes in the environment.

**By order of the Board  
For Rama Vision Limited**

**Place: New Delhi  
Date : 09.11.2022**

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

**Registered office: Ward No. 3, Bareilly Road,  
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