



**RAMA
PAPER
MILLS
LIMITED**

NAJIBABAD ROAD, KIRATPUR (BIJNOR) U.P.



RAMA PAPER MILLS LIMITED – ANNUAL REPORT 2018-19

BOARD OF DIRECTORS

Sh. Pramod Agarwal	Managing Director
Sh. Arun Goel	Executive Director
Sh. Alok Jain	Director
Sh. Gyanveer Singh	Director
Smt. Amarjeet Sandhu	Director
Sh. Vijay Pal Singh	Additional Director

AUDITORS

STATUTORY AUDITORS

Bajaj Arora & Co.
Chartered Accountants
New Delhi

COST AUDITORS

Jain Sharma & Associates
Cost Accountants
New Delhi

SECRETARIAL AUDITORS

Sameer Kishore Bhatnagar
Practicing Company Secretary
New Delhi

INTERNAL AUDITORS

G. R. & Co.
Chartered Accountants
New Delhi

REGISTERED OFFICE

4th Km Stone,
Najibabad Road,
Kiratpur, Distt. Bijnor
Uttar Pradesh – 246731
works@ramapaper.com
www.ramapaper.com

CORPORATE OFFICE

26/6, Ground Floor
East Patel Nagar
New Delhi – 110008

REGISTRAR AND TRANSFER AGENT

Indus Portfolio Private Limited
G-65, Bali Bagar
New Delhi – 110015
SEBI Regn No. INR000003845

INVESTOR HELPDESK

Contact No. 011-45642642
E-Mail: cs@ramapaper.com

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NOTICE

NOTICE is hereby given that the Thirty Fourth Annual General Meeting of the Members of M/s RAMA PAPER MILLS LIMITED will be held on Saturday, the 28th September, 2019 at 10.00 A.M at the Registered Office of the Company at 4th Km. Stone Najibabad Road, Kiratpur, Distt. Bijnor (U.P.) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Account for the year ended 31st March, 2019, Balance Sheet as at that date together with the Reports of Auditors' and Directors' thereon.
2. To appoint a Director in place of Shri Gyanveer Singh, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

"RESOLVED THAT pursuant to section 139 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, M/s Bajaj Arora & Company, be and is hereby re-appointed as the Statutory Auditors of the Company for the financial Year 2019-20."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be accorded to the Board of Directors of the Company to enter into contracts and/or agreements with Related Parties as defined under the Companies Act, 2013 with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company or any other transaction of whatsoever nature with related parties.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms and conditions related thereto in the best interest of the Company and its stakeholders and all other matters arising out of or incidental thereto the proposed transaction and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for purpose of giving effect to this resolution."



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

“RESOLVED THAT pursuant to Section 13(2) of Companies Act, 2013 (including any statutory modification or re-enactment there-of, for the time being in force) and all other applicable provisions, if any, of Companies Act, 2013 and the Companies Incorporation Rules, 2014, subject to approval of Central Government and any other Regulatory Authority as may be necessary, consent of members be and is hereby accorded to change the name of the company from “Rama Paper Mills Limited” to “Raama Paper Mills Limited” or any other name as may be approved by Registrar of Companies.

RESOLVED FURTHER THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. The name of the Company is RAAMA PAPER MILLS LIMITED

RESOLVED FURTHER THAT in terms of Section 14 of Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to accept any other name approved by relevant Regulatory Authority and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval.”

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

“RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to appoint M/s. Jain Sharma & Associates, Cost Accountants (Firm Registration Number 000270) from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix the remuneration of appointed by the Board of Directors to conduct the audit of the cost records of the Company, of Rs. 75000/- Plus Service tax if applicable and re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit”.

“RESOLVED FURTHER THAT the Board of Directors of the Company is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the resolution”

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

“RESOLVED THAT Mr. Vijay Pal Singh, DIN-08375397, who was appointed as an Additional Director of the Company, by the Board of Directors on February, 14th, 2019 under Section 161(1) & 149(1) second proviso of the Companies Act, 2013, and who holds office up to the date of this Annual General Meeting of the company and in respect of whom the company has received a notice under section 160 of the Companies Act, 2013 and the rules made thereunder in writing from a member proposing his candidature for the office of director, be and is hereby regularized and appointed as a Non – Executive Independent Director of the Company.



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“RESOLVED FURTHER THAT Mr. Vijay Pal Singh, DIN-08375397, appointed for a term of five consecutive years from the conclusion of this Annual General Meeting upto 31st March, 2024 and has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and his term of office shall not be liable to retire by rotation pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 entered into with stock exchanges (Including any statutory modification(s) or re-enactment thereof for the time being in force) .”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be & are hereby authorize to do all such acts, deeds and things and to file such e-forms and to execute all such documents as may be required to give effect to the aforesaid resolution.”

**Place: Kiratpur
Date: 03.09.2019**

**BY ORDER OF THE BOARD
FOR RAMA PAPER MILLS LIMITED
SD/-
HIMANSHU DUGGAL
COMPANY SECRETARY
ACS 31026**



NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 34TH ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED, AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS (48 HOURS) BEFORE THE SCHEDULED TIME FIXED FOR HOLDING THE AFORESAID MEETING.**

A BLANK PROXY FORM IS ENCLOSED.

2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The Instrument appointing a proxy shall be in writing and be signed by the appointer or his/her attorney duly authorized in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.

Proxies submitted on behalf of limited companies, societies, partnership firms etc. must be supported by appropriate resolution/ authority, as applicable, issued by the member.

3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days' notice in writing is given to the company.
4. The Explanatory Statement pursuant to the Provisions of Section 102(1) of the Companies Act, 2013 in respect of the Special business(es) under Item Nos. 4, 5, 6 and 7 is annexed hereto.
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
6. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, the 22nd September, 2019 to Saturday, the 28th September, 2019**, both the days inclusive.
7. The Annual Report 2018-19 is being sent through electronic mode only to those members whose email address are registered with the Company/Depository Participant(s), unless any member who has requested for a physical copy of the report. For members who have not registered their email address, physical copies of the Annual Report 2018-19 are being sent by the permitted mode.
8. The Landmark for reaching venue of Annual General Meeting is Rama Vihar Colony.
9. Route Map for easy location of Venue of Annual General Meeting is attached with the Notice of Annual General Meeting.
10. Members seeking any information regarding Accounts should write to the Company at its Registered Office at least seven days before the date of the Meeting so as to enable the management to keep the information ready, if the Chairman so permits.
11. No gifts, gifts coupons, or cash in lieu of gifts is distributed in the Meeting.
12. Additional Information, pursuant to regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, In respect of the directors seeking appointment/reappointment at the AGM, is furnished as annexure to the Notice.



13. Members are requested to bring their attendance slip along with their copy of annual report to the meeting.
Note that copies of Annual Report will not be distributed at the Annual General Meeting.
14. The Members are requested to intimate to the Registrar & Share Transfer Agent of the Company immediately any change in their address along with the Pin Code Number and email ID indicating their DPID/ Folio Number to **"M/s Indus Portfolio Private Limited"** G-65, Bali Nagar, New Delhi-110015.
15. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the meeting.
17. The Members holding Shares in the physical form, who are desirous of making nominations as permitted under Section 72 of the Companies Act, 2013 in respect of the Shares held by them may write to the RTA for the prescribed form.
18. Members are requested to intimate to the Company's Registrar and Share Transfer Agent viz., M/s Indus Portfolio Private Limited in respect of shares held in physical form and to their Depository Participants in respect of shares held in electronic form; a) any change in their addresses; b) details about their e-mail addresses, so that all notices and other statutory documents can be sent to their e-mail addresses as a measure of "Green Initiative" as promoted by the Ministry of Corporate Affairs.
19. The Notice for the Annual General Meeting and the Annual Report will be available for inspection at the Registered Office of the Company on all working days in business hour up to the date of Annual General Meeting. The above said shall also be available on the Company's website www.ramapaper.com. Members who require communication in physical in addition to e-communication may write to us at cs@ramapaper.com.
20. The SEBI has mandated the submission of PAN by every participant in Securities Market. Members holding shares in electronic form are requested to submit PAN to their Depository Participants with whom they are maintaining their D-Mat accounts. Members holding shares in the physical form are requested to submit their PAN details to the Company at its Registered Office or at Corporate Office of the Company at 26/6, Ground Floor, East Patel Nagar, New Delhi-110008.
21. With reference to the various guidelines issued by the RBI in respect of updation of KYC Documents on timely basis. We would like to request you to kindly update the copy of the KYC Documents alongwith the Specimen Signatures of the Shareholder to the Company/RTA in order to get the enhanced security in relation to the preservation of the securities of the Company.
22. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) rules, 2014 as substituted by the Companies (Management and Administration) Amendment, Rules 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has provided a facility to the members to exercise their votes electronically through the electronic voting system facility arranged by Central Depository Services Limited (CDSL). The Facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again. The instructions for e-voting are annexed to the Notice.

23. Voting through electronic means

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25.09.2019 at 09:00 AM and ends on 27.09.2019 at 05:00 PM. During



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this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21.09.2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID:
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field which is printed on _____ • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.



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- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details by custodian a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on. In case of Non-Individual Shareholders, admin user also would be able to link the accounts(S).

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 18002005533.

Members holding shares in physical form are requested to intimate their e-mail address to M/s. Indus Portfolio Private Limited either by ippl@indusinvest.com or by sending a communication at the M/s. Indus Portfolio Private Limited, G-65, Bali Nagar, New Delhi, Delhi 110015. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy Manager, (CDSL,) Central Depository Services (India) Limited, 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001, or send an email to helpdesk.evoting@cdslindia.com or call 18002005533.



ANNEXURE TO NOTICE

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

Item No. 4:

Pursuant to Section 188 of the Companies Act, 2013, the Company can enter into the transaction mentioned under aforesaid resolution, which are not in the Ordinary Course of business and/or are not on arm length basis, only with the approval of the shareholders accorded by way of a special resolution. Though your Company always seeks to enter into transactions with the related parties in the ordinary course of business and at arm's length basis; still there may be some transactions which are done in the interest of the Company and for which your approval is required under the provisions of the Companies Act, 2013.

The proposal outlined above is in the best interest of the Company and the Board recommends the resolution as set out in Item No. 4 for your approval.

None of the Directors of the Company are concerned or interested in the resolution except to the extent of their shareholding in the Company or any their interest as director or shareholder or partner or otherwise in such other related entity, if any.

Item No. 5:

Presently the company is registered with the name "Rama Paper Mills Limited".

The name of the company is proposed to change from "Rama Paper Mills Limited" to "Raama Paper Mills Limited" because of the reason that the Board of Directors of your Company are great believers of astrology and numerology and as per the guidance of astrologer, it is advised to change the spelling of the name of the Company from Rama Paper Mills Limited to "Raama Paper Mills Limited". Therefore the directors of your Company wishes to change the name of your Company for the benefit of the company and its stakeholders.

As per Section 13 of the Companies Act, 2013, the memorandum of association of the company may be altered by changing the name of the company on the authority of the special resolution passed by the company and subject to the confirmation of central government and therefore, it has become necessary to seek your consent by way of special resolution to give effect to such provision.

Therefore your approval is sought for altering Clause I of memorandum of association of the company.

Your board recommends passing the above said resolution as special resolution.

None of the director of the company has any interest or concern in the resolution.

Item No. 6:

The Board of Directors of the Company on the recommendation of the Audit Committee approved the Appointment and Remuneration of M/S. Jain Sharma & Associates, Cost Accountants, to conduct the Audit of cost records of the company for the year ending 31st March 2019.

In terms of the provisions of section 148 of the Companies act 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditor is to be ratified by the