

**NOTICE**

To the Members,

**NOTICE** is hereby given that the Twenty First Annual General Meeting of the members of Rama Vision Limited will be held on Tuesday, the 21st day of September, 2010 at 12.30 p.m. at the Registered Office of the Company at Ward No.3, Bareilly Road Kichha, Distt. Udham Singh Nagar, Uttarakhand – 263148 to transact the following business :

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2010 and the Profit & Loss Account for the financial year ended on that date together with the Directors' Report and Statutory Auditors' Report thereon.
2. To appoint Director in place of Sh. S.L. Baluja, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Director in place of Sh. Satish Jain, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to authorize the Board to fix their remuneration.

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

Sd/-

Place : New Delhi  
Dated : 09th August, 2010

(**RAJ KUMAR SEHGAL**)  
**G.M.(LEGAL) & COMPANY SECRETARY**

**NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The proxy form must reach Company's Registered / Corporate Office at least 48 hours before the time of holding the meeting.
3. Register of Members and Share Transfer Books will remain closed from 14th September 2010 to 21st September, 2010 (both days inclusive).
4. Members are requested to :
  - i. Quote their folio number (s) / client ID/ DP ID in all correspondence with the company.
  - ii. Please notify change (s), if any, in your Registered Address along with Pin Code Number, to the Registrar and Share Transfer Agent of the Company.
5. Members desiring any information as regards to Accounts are requested to write to the Company Secretary at Corporate Office at Rama House, 23, Najafgarh Road Industrial Area, Shivaji Marg, New Delhi- 15 at an early date so as to enable the management to keep the information ready.
6. Members are requested to bring their copy of the Annual Report to the meeting as spare copies will not be available. Members/Proxies should bring the attendance sheet duly filled in for attending the meeting.



7. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the company as permitted under Section 109A of the Companies Act, 1956 are requested to send the prescribed Form 2B to the Corporate/ Registered Office of the Company. The form for the purpose would be made available on demand.

8. **Information as required under clause 49 of the Listing Agreement with respect to the Directors who are retiring by rotation and being eligible seeking re- appointment is as under:**

**a) Information regarding Sh. S.L. Baluja proposed for re-appointment as Director:**

Sh. S.L. Baluja retires by rotation at the Annual General Meeting and being eligible himself for re-appointment. Sh. Baluja has been allotted Director identification No. 00184997.

Sh. Baluja aged 85 years, is a prominent Banker and an eminent financial consultant having vast experience. He joined the PNB in 1943 and rose to the top position and retired as a Chairman cum Managing Director from Punjab National bank. Presently he is a consultant for banking and Finance matters.

Sh. S.L. Baluja does not hold any share of the Company.

**b) Information regarding Sh. Satish Jain proposed for re-appointment**

Sh. Satish Jain retires by rotation at the Annual General Meeting and being eligible himself for re-appointment. Sh. Satish Jain allotted identification no. 00052215.

Sh. Satish Jain Managing Director aged around 56 years is a Bachelor of Engineering and an eminent Industrialist having more than 33 years of experience in the Paper and picture Tube Industry.

Sh. Satish Jain is the Managing Director of Chemopulp Tissues Ltd. and also Director of RVL Exim Ltd. and Viewtron Electronics Pvt. Ltd.

As on 31<sup>st</sup> March, 2010 Sh. Satish Jain is holding 456638 equity shares of the Company.

Place : New Delhi  
Dated : 09<sup>th</sup> August, 2010

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

**Registered Office :**  
Ward No. 3, Bareilly Road,  
Kichha, Distt. Udham Singh Nagar,  
UTTRAKHAND – 263148

**Sd/-**  
**(RAJ KUMAR SEHGAL)**  
**G.M.(LEGAL) & COMPANY SECRETARY**

**DIRECTORS' REPORT**

Dear Shareholder,

The Directors of your Company have pleasure in presenting their Twenty First Annual Report together with the Audited Statements of Accounts of the Company for the financial year ended on 31<sup>st</sup> March, 2010.

**FINANCIAL PERFORMANCE**

|  | <b><u>Current Year</u></b> | <b><u>(Rs. in Lacs)</u></b><br><b><u>Previous Year</u></b> |
|--|----------------------------|--|
| Net Sales/Income from operations<br>(including Excise)                     | <b>1221.17</b>             | 987.35   |
| Other Income   | <b>78.69</b>               | 1666.77  |
| Total Expenditure  | <b>1191.02</b>             | 929.08   |
| Gross Profit/(Loss) before Interest,<br>Depreciation and Taxation          | <b>108.84</b>              | 1725.04  |
| Interest   | <b>3.16</b>                | 8.91   |
| Gross Profit/(Loss) after Interest<br>but before Depreciation and Taxation | <b>105.68</b>              | 1716.13  |
| Provision for Depreciation   | <b>29.71</b>               | 15.11  |
| Profit/Loss before taxation  | <b>75.97</b>               | 1701.02  |
| Provision for Taxation (net of MAT credit)                                 | <b>25.33</b>               | 17.94  |
| Net Profit / (Loss)  | <b>50.64</b>               | 1683.08  |

**OPERATIONS**

Your Company has seen an overall growth from its trading division during the year. During the current financial year the Company has achieved a turnover of Rs.1221.17 Lacs as against the turnover of Rs. 987.35 lacs in the previous year. The net profit was Rs.50.64 lacs as against Rs. 1683.08 Lacs in the previous year. The net profit of the last year included profit of Rs. 1590.86 lacs realized on sale of its entire land & Building including plant & machineries and other allied assets of its unit of Black & white T.V Picture Tubes at Kichha.

Your Company is strengthening its trading activities by way of adding other products in its trading activities and the Company is hopeful to further increase in its turnover. With these steps taken, the turnover as well as profitability of your Company will increase in the coming years.

**FIXED DEPOSITS**

The Company has not accepted any Fixed Deposits during the year under review.

**STOCK EXCHANGE & LISTING FEES**

The Company's Equity Shares at present are listed at Bombay Stock Exchange Limited, Mumbai. It may be noted that there are no payments outstanding to the Stock Exchange by way of listing fees, etc.

**DELISTING**

The application for Voluntary delisting of equity shares of your Company from Calcutta Stock Exchange has been admitted and accordingly, the Company's Equity Shares have been delisted from Calcutta Stock Exchange w.e.f. 16<sup>th</sup> February, 2010.

**BOARD OF DIRECTORS**

Sh. S.L. Baluja and Sh. Satish Jain, Directors are to retire by rotation at the forthcoming Annual General Meeting and being eligible, offers themselves for re-appointment.

**AUDITORS**

M/s B.K. Shroff & Co., Chartered Accountants, the Statutory Auditors of the Company retire at the ensuing Annual General Meeting and are eligible for re-appointment.

**PARTICULARS OF EMPLOYEES**

There was no employee during the year under review whose particulars are required to be given pursuant



to Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **Overview and Industry Structure and Developments :-**

Due to liberalization policies of the Government, better earning power of the Indian population etc., there is a great scope of Trading Industries in India, and especially in FMCG segment. Accordingly your Company is striving to add other items related to existing products in the arena of existing Trading Division, which ultimately increase the turnover & profitability of your Company in the coming years.

### **OPPORTUNITIES AND THREATS**

#### **Opportunities**

As your Company has established a good distribution network in India, accordingly there are ample opportunities to add more and more items in its trading activities.

#### **Threats**

In this era of liberalization of Indian Economy, new and strong competitors with the product range similar with the Company can enter into the market with different brands which may put an adverse impact on the sales of the Company.

### **Segment wise or Product wise performance**

The Company's core competence area continues to be trading in FMCG in which the Company is doing well.

### **Outlook**

Your Company is looking forward to strengthen the operations by way of inducting the new items for trading in addition to the existing items. Your Company foresees adequate margins and sufficient scope of increase in turnover in the years to come.

### **Risks and concerns**

Due to appreciation of US dollar against Indian Rupees, increase in the Customs Duty by the Government of India and new competitors with the product range similar with the Company may affect the operations of the Company.

### **Internal Control Systems and their adequacy**

The company maintains a system of internal control including suitable monitoring procedures. The internal control system is supplemented by an exhaustive program of internal audits and said audits are then reviewed by Audit Committee from time to time.

### **Development in HR**

Your company has laid emphasis on improving the skills of its human resources towards achieving better performance & improving quality.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

Information in accordance with Section 217 (1)(b) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988 is given in Annexure 'A' forming part of this report. Form 'A' requiring disclosure of conservation of energy is not applicable in the case of your company.

**REPORT ON CORPORATE GOVERNANCE**

Pursuant to clause 49 of the Listing Agreement, a report on the Corporate Governance is given in Annexure 'B' which forms part of this report.

**DIRECTORS RESPONSIBILITY STATEMENT**

In terms of section 217 (2AA) of the Companies Act, 1956 the Directors hereby confirms that:

- i. in the preparation of annual accounts, applicable accounting standards have been followed alongwith proper explanation related to material departures;
- ii. the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period;
- iii. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. The Directors had prepared the annual accounts on a going concern basis.

**ACKNOWLEDGEMENT**

The Board placed on record its appreciation for the valuable support and cooperation of the principals, distributors, dealers, customers who have shown their interest and confidence in our products. The Board also placed on record its appreciation for valuable support and co-operation of suppliers, shareholders, bank, management team and the entire work force for their commitment and look forward to their continued support in future.

Place : New Delhi  
Dated : 09<sup>th</sup> August, 2010

For and on behalf of the Board of Directors  
**S.L. Baluja**  
**CHAIRMAN OF THE MEETING**

**ANNEXURE "A" TO THE DIRECTORS' REPORT**

Particulars as required under Companies (Disclosure of Particulars in the Report of Directors) Rules, 1988 and forming part of Directors' Report for the financial year ended on 31<sup>st</sup> March, 2010.

|   |                            |                             |
|---|----------------------------|-----------------------------|
| <b>I. Research &amp; Development (R &amp; D) :</b>            |                            |                             |
| a) Specific areas in which R & D carried out by the Company   | -                          | None                        |
| b) Benefits derived as a result of the above R & D            | -                          | None                        |
| c) Further plan of action                                     | -                          | None                        |
| d) Expenditure on R & D                                       | -                          | Nil                         |
| <b>II. Technology Absorption, Adoption &amp; Innovation :</b> |                            |                             |
| a) Efforts in brief made towards technology                   | -                          | Nil                         |
| b) Absorption, Adoption and Innovation                        |                            |                             |
| Benefit derived as a result of above efforts                  | -                          | None                        |
| c) Particulars of Technology imported during last 5 years     | -                          | None                        |
| <b>III. Foreign Exchange Earnings and Outgo :</b>             |                            |                             |
|   |                            | (Rs. In lacs)               |
|   | <b><u>Current Year</u></b> | <b><u>Previous Year</u></b> |
| Total Foreign Exchange used & earned:                         |                            |                             |
| Foreign Exchange used (FOB)                                   | <b>517.81</b>              | 545.70                      |
| Foreign Exchange earned                                       | <b>NIL</b>                 | 9.38                        |

**Annexure-B****REPORT ON CORPORATE GOVERNANCE  
(PURSUANT TO CLAUSE 49 TO THE LISTING AGREEMENT)****COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Your Company is committed to the standards of good corporate governance and adopted the principles of good Corporate Governance in line with the requirements of the corporate practices enumerated in Clause 49 of the Listing Agreement entered into by the Company with the Stock Exchanges. The Company aims to achieve greater transparency by making adequate disclosures and enhancing long term economic value of its shareholders, while giving equal respect to society at large.

Given below is a brief report by the director(s) on the practices followed at RAMA VISION LIMITED to strive towards achievement of goal of Good 'Corporate Governance'.

**I. BOARD OF DIRECTORS****Composition and size of the Board**

As on 31.03.2010 the strength of Board is Seven Directors which comprises of Two Promoter / Executive Director being the Managing Director and other is Director- Marketing and five non-executive Directors, out of which two are HILTRON Nominees, all of them are independent directors. All the directors are proficient in their own field and bring with them decade(s) of experience in the areas of Finance, Law, Management, Corporate Practices and General Administration.

**Number of board meetings held**

During the year Four Board Meetings were held on 25.05.2009, 24.07.2009, 31.10.2009 and 30.01.2010.

**STATEMENT OF ATTENDANCE OF DIRECTORS AT THE BOARD MEETING, LAST ANNUAL GENERAL MEETING AND NUMBER OF OTHER DIRECTORSHIP AND COMMITTEE MEMBERSHIP AS ON 31<sup>st</sup> MARCH, 2010.**

| NAME OF DIRECTOR           | DESIGNATION                | CATEGORY OF DIRECTORS       | NO. OF BOARD MEETINGS ATTENDED | ATTEND-ANCE OF THE LAST AGM | NO. OF OTHER DIRECTOR-SHIPS | NO. OF CHAIRMANSHIP/ MEMBERSHIP OF OTHER BOARD/ COMMITTEES |            | NO. OF SHARES HELD |
|----------------------------|----------------------------|-----------------------------|--------------------------------|-----------------------------|-----------------------------|--|------------|--------------------|
|                            |                            |                             |                                |                             |                             | CHAIRMANSHIP   | MEMBERSHIP |                    |
| Sh. Vijay Kumar Dhaundiyal | Chairman (Nominee HILTRON) | Independent                 | NIL                            | NO                          | 01                          | NIL  | NIL        | NIL                |
| Sh. Satish Jain            | Managing Director          | Executive & Non-Independent | 04                             | YES                         | 03                          | NIL  | NIL        | 456638             |
| Sh. Arhant Jain*           | Director-marketing         | Executive & Non-Independent | 03                             | YES                         | 01                          | NIL  | NIL        | 405605             |
| Sh. Vishal Singh           | Director (Nominee HILTRON) | Independent                 | NIL                            | NO                          | NIL                         | NIL  | NIL        | NIL                |
| Sh. S.L. Baluja            | Director                   | Independent                 | 03                             | NO                          | NIL                         | NIL  | NIL        | NIL                |
| Sh. S.S.L. Gupta           | Director                   | Independent                 | 04                             | YES                         | 02                          | NIL  | 01         | NIL                |
| Sh. G.P.Agrawal            | Director                   | Independent                 | 04                             | YES                         | 05                          | NIL  | 03         | 10                 |

\* Mr. Arhant Jain was appointed as Director Marketing by the Board of Directors of the Company in its meeting held on 25.05.2009 and his appointment was approved by the members of the Company in their Annual General Meeting held on 18.09.2009 by way of Special Resolution. Sh. Satish Jain is the father of Sh. Arhant Jain. No other Director is related to the other Director.

For the purpose of Committee positions only Audit Committee, Shareholders' grievance Committee and Remuneration Committee have been taken in to account.

None of the Directors on the Board is a member of more than 10 committees and / or act as chairman of more than 5 committees across all the public companies in which they are Directors.

## **II. AUDIT COMMITTEE**

### **Terms of Reference**

The role and terms of reference of the Audit Committee have been updated to be in line with the revised clause 49 II (C) & (D) of the Listing Agreement and Section 292A of the Companies Act, 1956 besides other terms as may be referred by the Board of Directors. The said Committee reviews reports of the Internal Auditors, meets Statutory Auditors and Internal Auditors periodically to discuss their findings and suggestions, internal control system, scope of audit, observations of the auditors and other related matters and reviews major Accounting policies followed by the Company. The Minutes of the Audit Committee meetings are circulated to and taken note by the Board of Directors.

### **Composition**

The Audit Committee comprises of three Independent Non-Executive Directors viz., Sh. S.S.L. Gupta, Sh. S.L. Baluja and Sh. G.P. Agrawal. All the members have extensive financial and accounting knowledge and the Chairman Sh. S.S.L. Gupta, M.Com., M.B.A. (Finance), LL.B has an expert knowledge in the fields of Accounting & Financial Management. He is an Ex-Legal Advisor of IFCI Limited and has a rich experience of around 49 years in the field of Law, Finance and Banking.

### **Meetings and attendance of members during the period**

During the year there were four meetings of the Audit Committee were held on 25.05.2009, 24.07.2009, 31.10.2009 and 30.01.2010. The attendance of the Committee members during the period is as under:-

| Sl. No. | Name             | Designation | Date of Meeting & Attendance |          |          |          |
|---------|------------------|-------------|------------------------------|----------|----------|----------|
|         |                  |             | 25.05.09                     | 24.07.09 | 31.10.09 | 30.01.10 |
| 1.      | Sh. S.S.L. Gupta | Chairman    | Yes                          | Yes      | Yes      | Yes      |
| 2.      | Sh. S.L. Baluja  | Member      | Yes                          | No       | Yes      | Yes      |
| 3.      | Sh. G.P. Agrawal | Member      | Yes                          | Yes      | Yes      | Yes      |

The Company Secretary acts as the Secretary to the Audit Committee. The Chairman of all the above said meetings was Sh. S.S.L. Gupta.

## **III. REMUNERATION COMMITTEE**

The Committee was constituted on 28<sup>th</sup> May, 2004 to exercise all powers specified in the Companies Act, 1956 and the Listing Agreement with the Stock Exchange. The Remuneration Committee comprised of three Non-Executive Independent Directors viz., Sh. S.S.L. Gupta, Sh. S.L. Baluja and Sh. G.P. Agrawal (Chairman). Two meetings of the Remuneration Committee were held on 25.05.2009 and 24.07.2009 during the year in which Mr. S.L. Baluja was on leave on 24th July 2009. The Company Secretary of the Company is the secretary of the Committee.

### **Details of remuneration paid to Directors for the period from 01.04.2009 to 31.03.2010.**

- (i) Sh. Satish Jain, Managing Director, was re-appointed as Managing Director for 5 years with effect from 17<sup>th</sup> August, 2009. Sh. Arhant Jain was appointed whole time Director designated as Director-Marketing w.e.f. from 25<sup>th</sup> May, 2009. Total salary including perquisites was paid to Mr. Satish Jain, amounting to Rs. 24,15,478/- (including company's contribution to provident fund of Rs.2,28,600/-) and to Mr. Arhant Jain, amounting to Rs. 7,61,922/- (including company's contribution to provident fund of Rs.69,801/-) for the year ended 31<sup>st</sup> March, 2010.
- (ii) The sitting fees paid to the Non-Executive Directors during the year ended 31.03.2010 were Rs. 21,500/- to Shri S.L. Baluja, Rs.28,500/- to Shri S.S.L. Gupta and Rs. 27,500/- to Shri G.P. Agrawal.

### **Remuneration policy**

Remuneration of managerial personnel consists of Basic Salary, allowances and Perquisites as per terms approved by the shareholders within the limits as laid down under the Companies Act, 1956. Remuneration to employees is based on their qualification, experience, responsibilities held and their performance.



#### **IV. SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE**

The Shareholders' / Investors' Grievance Committee of the Company consists of Sh. Satish Jain, Managing Director and two other Non-Executive & Independent Directors viz., Sh. S.L. Baluja and Sh. S.S.L. Gupta. The Committee appoints the Non-Executive Director as Chairman. The Committee meets on regular basis to expedite and to take note of all matters relating to the transfer/ transmission in excess of the authorized limit, to authorize issue of shares upon split, consolidation, duplicate share certificates, dematerialization of shares, redressal of Investor's Grievance etc., if any.

Mr. Raj Kumar Sehgal, G.M. (Legal) & Company Secretary acts as the Secretary to the Committee as well as the Compliance Officer pursuant to Clause 47 (c) of the Listing Agreement.

A total of 24 complaints were received and attended to the satisfaction of shareholders during the year ended on 31.03.2010. There was no pending complaint as on 31<sup>st</sup> March, 2010.

The Company has delegated share transfer powers to the compliance officer of the Company, to ensure that the share transfer formalities are attended at least once in a fortnight. During the year ended 31<sup>st</sup> March, 2010, the Committee met two times on 11<sup>th</sup> December, 2009 & 21<sup>st</sup> December, 2009. Sh. S.S.L. Gupta, member of the Committee was on leave during the meeting held on 11<sup>th</sup> December, 2009.

#### **V. CODE OF CONDUCT**

In compliance with SEBI Regulation on prevention of Insider Trading, the Company has adopted a Code of Conduct for all Board Members and Senior Management of the Company. The Code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing shares of Rama Vision Limited and cautions them on consequences of violations. The Code of Conduct has already been posted on the website of the Company. All Board Members and Senior Management Personnel have affirmed compliances with the Code of Conduct. A declaration signed by the Managing Director is given below:

"I hereby confirm that the Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the Code of Conduct for Directors and Senior Management in respect of the year ended on 31<sup>st</sup> March, 2010."

**Place : New Delhi**

**Dated : 9<sup>th</sup> August, 2010**

**SATISH JAIN**  
Managing Director

#### **VI. CEO / CFO CERTIFICATION**

The Managing Director (CEO) and Chief Financial Officer (CFO) have placed before the Board of Directors a certificate relating to the Financial Statements and the Cash Flow statement, in accordance with clause 49 V of the Listing Agreement for the financial year ended 31<sup>st</sup> March, 2010, which is annexed hereto.

#### **VII. GENERAL BODY MEETINGS**

##### **DETAILS OF AGM (S) HELD FOR THE LAST THREE FINANCIAL YEARS**

| FINANCIAL YEAR  | DATE OF AGM | TIME   | PLACE OF AGM   |
|---|-------------|--|--|
| 2006-07   | 22.09.2007  | 12.30 PM   | Ward No.3, Bareilly Road Kichha<br>Distt. Udham Singh Nagar<br>(Uttrakhand) - 263148 |
| 2007-08   | 30.09.2008  | 12.30 PM   |  |
| 2008-09   | 18.09.2009  | 12.30 PM   |  |
| During the previous three Annual General Meetings, following Special Resolutions were passed: |             |  |  |
| Date of AGM   |             | Particulars of Special Resolutions passed  |  |
| 22.09.2007  |             | 1. Appointment of Sh. Arhant Jain at Office of place of profit as per provisions of Section 314 of the Companies Act, 1956.<br>2. Alteration in the Article of Association by way of adding new clause 7B. |  |



RAMA VISION LIMITED

|            |   |
|------------|---|
| 30.09.2008 | 1. Revise the salary of Sh. Satish Jain, Managing Director of the Company.  |
| 18.09.2009 | 1. Appointment of Sh. Arhant Jain as Director Marketing w.e.f. 25.05.2009.<br>2. Reappointment of Sh. Satish Jain as Managing Director of the Company for Five years w.e.f. 17.08.2009. |

No Special Resolutions were passed through Postal Ballot mechanism at the last Annual General Meeting nor any proposal at the ensuing Annual General Meeting.

**VIII. DISCLOSURES**

- No transaction of material nature has been entered into by the Company with Directors or Manager and their relatives etc. that may have potential conflict with the interest of the Company.
- Transactions with the related parties are disclosed in note no.16 of schedule 'S' to the Accounts in the Annual Report.
- During the last three years- there were no strictures made or penalties imposed by either SEBI or Stock Exchange or any other Statutory Authority on any matter related to the capital markets.
- The Company has delisted its share from Calcutta Stock Exchange w.e.f. 16<sup>th</sup> February, 2010.
- The Company is complying with all mandatory requirements of clause 49 of the Listing Agreement. The Company has constituted a Remuneration Committee. The other non mandatory requirements have not yet been adopted by the Company.

**IX. MEANS OF COMMUNICATION**

- The Un-audited Quarterly and Annual Audited Financial Results are sent to the Stock Exchanges through fax & courier immediately after approval by the Board. The results were also published in newspapers namely Money Makers, Delhi Edition (English) and the Uttar Ujala, Nainital Edition (Hindi), as per the Listing Agreement with the Stock Exchange. These results are not sent individually to the shareholders.
- The results are also made available on Company's website **www.ramavisionltd.com**. Official news releases are generally not displayed on Company's website. There were no presentations made to the Institutional Investors or analysts.
- Designated exclusive e-mail ID for investor is: investor\_relations@ramavisionltd.com

**X. GENERAL SHAREHOLDER INFORMATION**

|  |  |
|--|--|
| 1. Date, Time and venue of the 21st Annual General Meeting | 21st September, 2010 at 12.30 p.m. at Regd. Office, at Ward No.3, Bareilly Road Kichha, Distt. Udham Nagar, UTTARAKHAND – 263148 |
| 2. Book Closure Dates                                      | 14th September, 2010 to 21st September, 2010 (both days inclusive)   |
| 3. Dividend Payment Date                                   | No dividend has been proposed by the Board of Directors for the financial year 2009-10.  |
| 4. Financial Calendar 2010-11:                             |  |

|              |  |  |
|--------------|--|--|
| <b>S.No.</b> | <b>Schedule:</b>   | <b>Date</b>                            |
| 1.           | Financial Reporting for the quarter ended 30 <sup>th</sup> June, 2010      | Before 15 <sup>th</sup> August, 2010   |
| 2.           | Financial Reporting for the quarter ended 30 <sup>th</sup> September, 2010 | Before 15 <sup>th</sup> November, 2010 |
| 3.           | Financial Reporting for the quarter ended 31 <sup>st</sup> December, 2010  | Before 15 <sup>th</sup> February, 2011 |
| 4.           | Financial Reporting for the quarter ended 31 <sup>st</sup> March, 2011     | Before 15 <sup>th</sup> May, 2011      |

\* As provided in clause-41, of the Listing Agreement, Board may also consider to publish Audited Results for the year 2010-11 in lieu of Un-Audited Results for fourth Quarter by 31<sup>st</sup> May, 2011 (or such other period as may be stipulated from time to time)



|   |                   |
|---|-------------------|
| <b>5. <u>Listing on Stock Exchanges</u></b>   |                   |
| <b>NAME OF STOCK EXCHANGES</b>  | <b>STOCK CODE</b> |
| Bombay Stock Exchange Limited<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street, Mumbai – 400 001 | 523289            |

**6. STOCK MARKET DATA AT BSE FOR THE PERIOD APRIL, 2009 TO MARCH, 2010:**  
**Monthly high and low quotations as well as High / Low of BSE Index during the last financial year were as follows:**

| MONTH           | HIGH<br>(in Rs.) | LOW<br>(in Rs.) | HIGH     | BSE INDEX<br>LOW |
|-----------------|------------------|-----------------|----------|------------------|
| April, 2009     | 7.85             | 5.75            | 11492.10 | 9546.29          |
| May, 2009       | 7.00             | 5.14            | 14930.54 | 11621.30         |
| June, 2009      | 6.95             | 4.42            | 15600.30 | 14016.95         |
| July, 2009      | 5.07             | 3.61            | 15732.81 | 13219.99         |
| August, 2009    | 5.75             | 4.25            | 16002.46 | 14684.45         |
| September, 2009 | 5.90             | 4.75            | 17142.52 | 15356.72         |
| October, 2009   | 6.29             | 5.02            | 17493.17 | 15805.20         |
| November, 2009  | 6.29             | 4.52            | 17290.48 | 15330.56         |
| December, 2009  | 6.95             | 4.65            | 17530.94 | 16577.78         |
| January, 2010   | 7.13             | 4.67            | 17790.33 | 15982.08         |
| February, 2010  | 4.99             | 4.28            | 16669.25 | 15651.99         |
| March, 2010     | 5.12             | 3.92            | 17793.01 | 16438.45         |

Source: “www.bseindia.com”

**7. Performance in comparison to Broad based indices such as BSE Sensex, Crisil Index etc.**  
The shares of the Company are not considered by the Stock Exchanges in their Index fluctuations.

**8. Registrar and Share Transfer Agent**  
Link Intime India Pvt. Limited, A-40, 2<sup>nd</sup> Floor Naraina Industrial Area, Phase-II, New Delhi. Tel : 41410592-94; Fax : 41410591 ; E-mail : delhi@linkintime.co.in  
The shareholders can lodge their complaints / requests to the Registrar and Share Transfer Agent at the above said address.

**9. SHARE TRANSFER SYSTEM**  
The Company's equity shares are traded at the Stock Exchanges compulsorily in demat mode. Physical shares which are lodged with the Company / Share Transfer Agent for transfer are processed and returned to the shareholders within a fortnight, if the documents are completed in all respect.

**10. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2010**  
Following table gives the data on shareholding according to class of shareholders and types of shareholders:

**Distribution of shareholding according to the number of shares held on March 31, 2010**

| SHARES HOLDING<br>IN NOMINAL VALUE | NO. OF<br>SHAREHOLDERS | % OF<br>SHARE HOLDERS | NO. OF<br>SHARES HELD | % OF<br>SHARES HELD |
|------------------------------------|------------------------|-----------------------|-----------------------|---------------------|
| Upto 2,500                         | 13417                  | 79.175                | 1641434               | 16.371              |
| 2,501 - 5,000                      | 2293                   | 13.531                | 897180                | 8.948               |
| 5,001 - 10,000                     | 741                    | 4.373                 | 605031                | 6.034               |
| 10,001 - 20,000                    | 284                    | 1.676                 | 439169                | 4.380               |
| 20,001 - 30,000                    | 82                     | 0.484                 | 207032                | 2.065               |
| 30,001 - 40,000                    | 32                     | 0.189                 | 111130                | 1.108               |
| 40,001 - 50,000                    | 33                     | 0.195                 | 154799                | 1.544               |
| 50,001 - 1,00,000                  | 24                     | 0.142                 | 174810                | 1.744               |
| 1,00,001 & Above                   | 40                     | 0.235                 | 5795681               | 57.805              |
| <b>TOTAL</b>                       | <b>16946</b>           | <b>100.00</b>         | <b>10,026,266</b>     | <b>100.00</b>       |