



**25th ANNUAL REPORT  
2013-2014**

**RAMA VISION  
LIMITED**



## Board of Directors

### Chairman & Managing Director

Mr. Satish Jain

### Directors

Mr. Sudarshan Lal Baluja

Mr. S. S. L. Gupta

Mr. G. P. Agrawal

### Director-Marketing

Mr. Arhant Jain

### Company Secretary

Mr. Raj Kumar Sehgal

### Chief Financial Officer

Mr. Kamlesh Jain

### Auditors

M/s. B. K. Shroff & Co.

Chartered Accountants,

3/7-B, 1st Floor, Flat No. 4,

Asaf Ali Road,

New Delhi-110002

### Bankers

Syndicate Bank

West Punjabi Bagh Branch,

New Delhi-110026

### Registered Office:

Ward No. 3, Bareilly Road,

Kichha, Distt. Udham Singh Nagar,

(Uttarakhand)-263148.

Telephone No. : 05944-264263

### Corporate Office:

Rama House,

23, Najafgarh Road Industrial Area,

Shivaji Marg, New Delhi-110015

Tel. No. : 011-45349999

E-mail : investor\_relations@ramavisionltd.com

CIN : L32203UR1989PLC015645

### Registrar & Share Transfer Agent :

Link Intime India Pvt. Ltd.

44, Community Centre, 2nd Floor,

Naraina Industrial Area Phase-1,

New Delhi-110028

Tel. : 41410592, 93, 94

Fax : 41410591

E-mail : delhi@linkintime.co.in

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**NOTICE**

To the Members,

**NOTICE** is hereby given that the Twenty Fifth Annual General Meeting of the Members of Rama Vision Limited will be held on Tuesday, the 30<sup>th</sup> day of September, 2014 at 12.30 p.m. at Hotel Fortunne, Opposite Avas Vikas Gate, Bareilly Road, Kichha, Distt. Udham Singh Nagar, Utrakhnad 263 148 to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 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 Mr. Arhant Jain, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s B. K. Shroff & Co, Chartered Accountants (firm registration no. 302166E) as Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting in accordance with the provisions of Section 139 of the Companies Act, 2013 and rules there under at such remuneration as shall be fixed by the Board of Directors of the Company.

**SPECIAL BUSINESS**

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

**"RESOLVED THAT** pursuant to provisions of Articles of Association of the Company and Section 196, 197 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to approval of other authorities including Central Government, if any, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Satish Jain as Managing Director in the category of KMP of the Company for a period of five years, with effect from 01<sup>st</sup> July, 2014 to 30<sup>th</sup> June, 2019, at a remuneration and on the terms and conditions, as set out in the Explanatory Statement to this resolution, with liberty to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee constituted by the Board) to alter and/or vary the terms and conditions of the said re-appointment in such form and manner or with such modification as the Board may deem fit.

**RESOLVED FURTHER THAT** in the event of any statutory amendment or modification or relaxation by the Central Government to Schedule V of the Companies Act, 2013 the Board of Directors be and is hereby authorized to vary or increase the remuneration, including salary, perquisites, allowances etc. to Mr. Satish Jain within such prescribed limit or ceiling as revised and on the terms and conditions of appointment as agreed between the Company and Mr. Satish Jain be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Company in the General Meeting.

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

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution."

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

**"RESOLVED THAT** pursuant to the provisions of Section 196 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to approval of other authorities including Central Government, if any, the term of Mr. Arhant Jain, designated as Director-Marketing, a Whole Time Director, be and is hereby fixed for a period of 5 years w.e.f. 01.07.2014 to 30.06.2019 on the same terms and conditions and remuneration as already approved by the Remuneration Committee, Board of Directors and Shareholders in their respective meeting.

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



**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution."

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

**"RESOLVED THAT** pursuant to the provisions of Section 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 (including any statutory modification or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sudarshan Lal Baluja, (holding DIN 00184997), who was appointed as a Director, liable to retire by rotation at this AGM and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 29<sup>th</sup> September, 2019, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution."

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

**"RESOLVED THAT** pursuant to the provisions of Section 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 (including any statutory modification or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Govind Prasad Agrawal, (holding DIN 00008429), who was appointed as a Director, liable to retire by rotation at this AGM and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 29<sup>th</sup> September, 2019, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution."

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

**"RESOLVED THAT** pursuant to the provisions of Section 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 (including any statutory modification or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Shyam Sundar Lal Gupta, (holding DIN 00044635), who was appointed as a Director and whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 29<sup>th</sup> September, 2019, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution."

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

**"RESOLVED THAT** pursuant to the provisions of Section 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 (including any statutory modification or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Ms. Neha Gupta (holding DIN 06940206), who was appointed as an Additional Director with effect from 11<sup>th</sup> August, 2014 by the Board of Directors of the Company and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 29<sup>th</sup> September, 2019, not liable to retire by rotation."

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association, as placed before the meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 88, 92, 94 and all other applicable provisions of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to keep the Register of Members of the Company at the office of RTA, M/s Link Intime India Private Limited at their Delhi Office at 44, Community Centre, Phase-I, Near PVR, Naraina Industrial Area, New Delhi 110028.

**RESOLVED FURTHER THAT** the consent of the Company, be and is hereby accorded to keep the copies of Annual Return at the Corporate Office of the Company at Rama House, 23, Najafgarh Road Industrial Area, Shivaji Marg, New Delhi 110015.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution.”

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

**“RESOLVED THAT** in supersession of the earlier resolution passed in this regard and pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the appointment of Mr. Udit Jain as Executive-Business Development w.e.f. 01<sup>st</sup> August, 2014 on a remuneration and on the terms and conditions as set out in the Explanatory Statement annexed to the notice of the AGM with liberty to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee constituted by the Board) to alter and vary the terms and conditions of the said appointment in such form and manner or with such modification as the Board may deem fit and agreed to by Mr. Udit Jain.

**RESOLVED FURTHER THAT** in the event of any statutory amendment or modification or relaxation by the Central Government to Section 188 of the Companies Act, 2013 and Companies (Meetings of Board and its Powers) Rules, 2014, the Board of Directors be and is hereby authorized to vary or increase the remuneration, including salary, perquisites, allowances etc. to Mr. Udit Jain within such prescribed limit or ceiling as revised and on the terms and conditions of appointment as agreed between the Company and Mr. Udit Jain be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Company in the General Meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution.”

Place : New Delhi  
Dated : 11.08.2014

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

Sd/-

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

Membership No.: FCS-3234



**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM MUST REACH AT COMPANY'S REGISTERED OFFICE NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. 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 PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at this AGM is annexed hereto.
3. Register of Members and Share Transfer Books will remain closed from 23<sup>rd</sup> September, 2014 to 30<sup>th</sup> September, 2014 (both days inclusive).
4. Members are requested to quote their Folio No. / Client ID / DP ID in all correspondences with the Company. They are also requested to furnish their bank account details, change of address and all other required details to the Registrar & Share Transfer Agent in respect of shares if held in physical form. In case of shares held in electronic form, these details should be furnished to the respective Depository Participants (DPs).
5. Pursuant to the requirement of Listing Agreement with Stock Exchange(s) on Corporate Governance, the information about the Directors proposed to be appointed/re-appointed is given in annexure to the notice. Further as per the requirement of Schedule V, information about Mr. Satish Jain, who is proposed to be re-appointed as a Managing Director is given in the Explanatory Statements to the Notice.
6. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN card numbers/copies of PAN card to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited.
7. Members desiring any information as regards to Accounts are requested to write to the Company Secretary at Corporate Office at Rama House, 23, Najafgarh Road Industrial Area, Shivaji Marg, New Delhi-110 015 at least 7 days in advance of the meeting so as to enable the management to keep the information ready.
8. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 (corresponding to Section 109A of the Companies Act, 1956). Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH. 13 duly filled in to M/s. Link Intime India Private Limited or at the Corporate / Registered Office of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
9. As per the Companies Act, 2013 and rules made there-under all documents to be sent to shareholders like General Meeting Notices (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report, etc. henceforth to the shareholders in electronic form, to the e-mail address provided by them and made available to us by the Depositories. The physical copies of the annual report will also be available at our Registered Office for inspection during office hours.  
  
Members are also requested to register/update their email addresses, with the depository participant (in case of shares held in dematerialized form) or with Company or M/s Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company (in case of Shares held in physical form).
10. The Company has designated an exclusive e-mail ID called **investor\_relations@ramavisionltd.com** for redressal of shareholder's complaints/grievances in case you have any unresolved grievances, then please write to us at **seghal@ramavisionltd.com**

11. A copy of (a) the existing Articles of Association of the Company; (b) the Articles of Association incorporating the proposed alteration thereto and (c) Any other document referred to in the Notice thereto, will be available for inspection for the Members on any working day, except Sunday during 11.00 A.M. to 1.00 P.M. up to the date of Annual General Meeting at the Registered Office of the Company.
12. Electronic copy of the annual report for 2014 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the annual report for 2014 is being sent in the permitted mode.
13. Members may please note that the Notice of the 25<sup>th</sup> Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website [www.ramavisionltd.com](http://www.ramavisionltd.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
14. In compliance of Clause 35B of Listing Agreement, members are hereby informed that if any member does not have access to e-voting facility may write to the Company Secretary of the Company at the Corporate Office of the Company or may also mail to [sehgal@ramavisionltd.com](mailto:sehgal@ramavisionltd.com) asking for Ballot Form to cast the vote.

**15. VOTING THROUGH ELECTRONIC MEANS**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, and Clause 35B of Listing Agreement the Company is pleased to provide its members the facility to exercise their right to vote at the 25<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

**The Instructions for members for voting electronically are as follows:**

**(A) In case of members receiving e-mail:**

- (a) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (b) Click on "Shareholders" tab
- (c) Now enter your user ID

**(i) For CDSL : 16 Digit beneficiary ID**

**(ii) For NSDL : 8 Character DP ID followed by 8 Digits Client ID**

**(iii) Members holding shares in physical form should enter Folio No. registered with the Company**

- (d) Next enter the Image Verification as displayed and **Click on Login**.
- (e) If you are holding shares in Demat form and have already voted earlier on [www.evotingindia.com](http://www.evotingindia.com) for any Company, then use your existing login ID and password.
- (f) If you are a first time user, then follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in <b>CAPITAL LETTER</b> followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. Eg If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field
	Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in <b>CAPITAL LETTER</b> followed by 8 digit CDSL/ NSDL Client ID. For example: in case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234.





DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records the said demat account or folio.

# Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on 29<sup>th</sup> August, 2014 in the Dividend Bank details field.

- (g) After entering these details appropriately, click on **"SUBMIT"** tab.
- (h) Members holding shares in physical form will then reach directly 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. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (i) Now, select the Electronic Voting Sequence Number - "140809011" along with **"RAMA VISION LIMITED"** from the drop down menu and click on **"SUBMIT"**.
- (j) 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.
- (k) Click on the **"Resolutions File Link"** if you wish to view the entire Resolutions.
- (l) 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.
- (m) Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.
- (n) You can also take out print of the voting done by you by clicking on **"Click here to print"** option on the Voting page.
- (o) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification Code click on **Forgot Password** & enter the details as prompted by the system.

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.

They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

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

**(B) In case of members receiving the physical copy:**  
Please follow all steps from sl. no. (a) to sl. no. (o) above to cast vote.

**(C)** The voting period begins on 09.30 am on 22<sup>nd</sup> September, 2014 and ends on 06.00 pm on 24<sup>th</sup> September, 2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the 29<sup>th</sup> August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares.



- (D) Ms. Ashu Gupta, of M/s Ashu Gupta & Co., Company Secretaries (Membership No. 4123 and C.P. No. 6646 (Address: 204A, Second Floor, 23, S.B.I. Building, Opposite DLF Tower, Shivaji Marg, New Delhi 110015) has been appointed as scrutinizer for conducting the e-voting process in the fair and transparent manner
- (E) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call CDSL Toll Free No. 1800 200 5533 or to the Registrar & Share transfer Agent, Link Intime India Pvt. Ltd. at 011-41410592-93-94 or write an email to [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in).
- (F) The result of voting will be announced by the Chairman of the meeting on or after the 25<sup>th</sup> AGM to be held on Tuesday, 30<sup>th</sup> September, 2014. The result of the meeting will be communicated to the Stock Exchanges and will be placed on the website of [www.cdslindia.com](http://www.cdslindia.com) and [www.ramavisionltd.com](http://www.ramavisionltd.com).

**EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 4:**

Mr. Satish Jain was re-appointed as Managing Director of the Company for a period of Five (5) years w.e.f. 17<sup>th</sup> August, 2009 to 16<sup>th</sup> August, 2014. The Board of Directors of the Company at its meeting held on 28<sup>th</sup> May, 2014 has reappointed him as Chairman and Managing Director of the Company in the category of KMP for a further period of Five years w.e.f. 01<sup>st</sup> July, 2014 on remuneration as approved by the Nomination and Remuneration Committee for a period of Three (3) Years, as set out below:

1. **SALARY:** Rs. 3,00,000/- 50,000/- 3,50,000/- per month including perquisites w.e.f. 01<sup>st</sup> July, 2014 for a period of Three (3) years but the appointment shall be for a period of Five (5) years.

**A. OTHER PERQUISITES:**

In addition to the above, the Managing Director shall be entitled to the following perquisites that shall not be included in the computation of the ceiling on remuneration mentioned under point "1" above.

1. Company's Contribution towards Provident Fund, Superannuation Fund or Annuity Fund, not exceeding 27% of remuneration, which will not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income-Tax Act.
2. Gratuity payable, as per Rules of the Company.
3. 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.

Further he shall be liable to retire by rotation and any re-appointment due to rotation shall not break his term as a Managing Director.


The statement containing information as required under Schedule V of the Companies Act, 2013 is annexed to the notice.

The Board recommends adoption of the resolution set out in Item No. 4 as a Special Resolution.

Mr. Satish Jain may be deemed to be concerned or interested, financially or otherwise, to the extent of his shareholding in respect of his appointment as a Chairman and Managing Director. Mr. Arhant Jain, who is his relative and Whole time Director of the Company and their relatives, to the extent of their shareholding interest in the Company, may be deemed to be concerned or interested, financially or otherwise in the appointment of Mr. Satish Jain.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company or their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.



			
I. General Information			
1. Nature of Industry	The Company is involved in the trading of FMCG products.		
2. Date or expected date of commencement of production	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	Particulars	31.03.2014 (In Rs.)	31.03.2013 (In Rs.)
	Turnover	333,090,264	295,147,429
	PBT	3,611,756	4,167,871
	PAT	2,258,561	395,626
	Rate of Dividend Declared	NIL	NIL
5. Foreign investments or collaborations, if any	Not Applicable		
II. Information about the appointee			
1. Background details	Mr. Satish Jain aged about 60 years was appointed as a Managing Director on 17 <sup>th</sup> August, 1989. He has done B.E. in production Engineering. He is an eminent Industrialist having more than 36 years experience in the Paper and Picture tube Industry.		
2. Past remuneration	Rs. 2,50,000/- per month		
3. Recognition or awards	NIL		
4. Job profile and his suitability	Subject to the superintendence, direction and control of the Board of Directors, Mr. Satish Jain is a technocrat and under his stewardship, the Company's operations are increasing at a constant pace. He is responsible for the whole of the operations of the Company.		
5. Remuneration proposed	As mentioned in the notice, the remuneration payable has been approved by the Nomination and Remuneration Committee and the Board of Directors. His Salary will be Rs. 3,00,000/- - 50,000/- - 3,50,000/- per month including perquisites w.e.f. 01 <sup>st</sup> July, 2014 for a period of Three (3) years. Apart from this he shall also be entitled for other perquisites allowed under Schedule V, which shall not be considered for computation of ceiling limit of remuneration.		
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Commensurate with the size and the operations of the Company the profile of the appointee, the responsibilities shouldered on, him and the industry bench marks, the remuneration proposed to be paid is reasonable to that of the similar other companies.		
