



**30<sup>TH</sup> ANNUAL REPORT  
2018-2019**

**RAMA VISION  
LIMITED**



## Corporate Information

### **Board of Directors**

#### **Chairman & Managing Director**

Mr. Satish Jain

#### **Director (Marketing), Whole Time Director**

Mr. Arhant Jain

#### **Non-Executive Independent Directors**

Mr. Shyam Sunder Lal Gupta

Mr. Govind Prasad Agrawal

#### **Non-Executive Woman Independent Director**

Mrs. Neera Bhargava

### **Key Managerial Personnel**

#### **Chairman & Managing Director**

Mr. Satish Jain

#### **GM (Legal) & Company Secretary**

Mr. Raj Kumar Sehgal

#### **Chief Financial Officer**

Mr. Kamlesh Jain

#### **Statutory Auditors**

M/s. Suresh Kumar Mittal & Co.

Chartered Accountants,

House No. 60, 1st Floor,

Pocket H-3, Sector-18, Rohini,

Delhi-110085

#### **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 :**

Noble Heights, 1st Floor, Plot No. NH-2,

C-1 Block, LSC Near Savitri Market,

Janakpuri, New Delhi-110058

Tel. : 011-41410592, 93, 94

Fax : 011-41410591

E-mail : delhi@linkintime.co.in

Website : www.linkintime.co.in

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**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE THIRTIETH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF RAMA VISION LIMITED WILL BE HELD ON MONDAY, THE 23RD DAY OF SEPTEMBER, 2019 AT 12.30 P.M. AT HOTEL CITY PALACE, BAREILLY BYPASS ROAD, KICHHA, DISTT. UDHAM SINGH NAGAR, UTTARAKHAND - 263 148, TO TRANSACT THE FOLLOWING BUSINESSES :

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2019 including the Audited Balance Sheet as at 31st March, 2019 and the statement of Profit and Loss Account & Cash Flow for the financial year ended on that date and the reports of Board's and Statutory Auditors' thereon.
2. To appoint a Director in place of Mr. Satish Jain (DIN: 00052215), who retires by rotation and being eligible has offered himself for re-appointment.

**SPECIAL BUSINESS:**

3. **Re-appointment of Mr. Shyam Sunder Lal Gupta (DIN: 00044635) as Non-Executive Independent Director**

**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 Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and relevant rules framed thereunder (including any statutory modification(s) or any amendment or any re-enactment thereof, for the time being in force) and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr. Shyam Sunder Lal Gupta (DIN: 00044635), who was appointed as an Independent Director at the 25th Annual General Meeting of the Company and who holds office up to 29.09.2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from 30.09.2019 to 29.09.2024, notwithstanding that he has attained the age of 75 years."

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution."

4. **Re-appointment of Mrs. Neera Bhargava (DIN: 07011735) as Non-Executive Independent Director**

**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 Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and relevant rules framed thereunder (including any statutory modification(s) or any amendment or any re-enactment thereof, for the time being in force) and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mrs. Neera Bhargava (DIN: 07011735), who was appointed as an Independent Director at the 26th Annual General Meeting of the Company and who holds office up to 12.02.2020 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from 13.02.2020 to 12.02.2025.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution."

5. **Re-appointment of Mr. Govind Prasad Agrawal (DIN: 00008429) as Non-Executive Independent Director**

**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 Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and relevant rules framed thereunder (including any statutory modification(s) or any amendment or any re-enactment thereof, for the time being in force) and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr. Govind Prasad Agrawal (DIN: 00008429), who was appointed as an Independent Director at the 25th Annual General Meeting of the Company and who holds office up to 29.09.2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from 30.09.2019 to 29.09.2024.



**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution."

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

Place : New Delhi  
Dated : 05.08.2019

**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 (THE "AGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.  
A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT (10%) 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.  
THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE AGM. A PROXY FORM FOR THE AGM IS ANNEXED TO THIS NOTICE. IT IS ADVISABLE THAT THE PROXY HOLDER'S SIGNATURE MAY ALSO BE FURNISHED IN THE PROXY FORM, FOR IDENTIFICATION PURPOSES. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION OR AUTHORITY AS APPLICABLE.
2. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, Members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
3. Corporate members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing their representatives to attend and vote on their behalf at the AGM.
4. The Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 relating to the Special Business under Item No. 3 to 5 to be transacted at this AGM is annexed hereto and forms part of this Notice.
5. In case of joint holders attending the AGM, the Members whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 17th September, 2019 to Monday, 23rd September, 2019 (both days inclusive) for the purpose of the AGM.
7. Members/ proxies/ authorized representatives are requested to bring the duly filled attendance slip enclosed herewith to attend the meeting.
8. 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).
9. Pursuant to the requirement of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards- 2 on General Meetings, the information about the Directors proposed to be appointed or re-appointed at the AGM is given in annexure to the notice.
10. 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 participant 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.
11. Members seeking any information with regards to the 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 AGM so as to enable the management to keep the information available at the AGM.
12. 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, by nominating in prescribed Form SH-13, a person to whom their shares in the company shall vest in the event of their death and submit the same to M/s. Link Intime India Private Limited or at the Corporate/ Registered Office of the Company. The prescribed Form SH-13 can be obtained from the Corporate Office of the Company or its Registrar, M/s. Link Intime India Private Limited. Members holding shares in electronic form are required to lodge the nomination with their Depository Participants for availing this facility.

13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or M/s. Link Intime India Private Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
14. The Ministry of Corporate Affairs, Government of India has undertaken a "Green Initiative in Corporate Governance" by allowing paperless compliances and as a result of which the Annual Report 2018-19, the Notice of the 30th AGM and instructions for e-voting, along with attendance slip and proxy form, are being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s), unless a member has requested for a physical copy of the same. For Members who have not registered their email address, physical copies are being sent by the permitted mode.  
The physical copies of the annual report will also be available at our Registered Office for inspection during office hours.  
To support the "Green Initiative", Members who have not yet registered their email addresses are requested to register the same with their depository participants (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).
15. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or the Company's Registrar and Transfer Agents, M/s. Link Intime India Private Limited, for assistance in this regard.
16. The Company has designated an exclusive e-mail ID called investor\_relations@ramavisionltd.com for redressal of shareholder's complaints/grievances. In case you have any unresolved grievances, then please write to us at sehgal@ramavisionltd.com.
17. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company between 11.00 a.m. to 01.00 p.m., on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the AGM.
18. Members may please note that the Notice of the 30th AGM and the 30th Annual Report 2018-19 will also be available on the Company's website [www.ramavisionltd.com](http://www.ramavisionltd.com) for their download. 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. The notice of 30th AGM will also be available on Link Intime India Private Limited website viz. <https://instavote.linkintime.co.in> for download.
19. At the 28th AGM held on September 25, 2017 the members approved appointment of M/s. Suresh Kumar Mittal & Co., Chartered Accountants (Firm Registration No. 500063N) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 33rd AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 30th AGM.
20. A route map along with prominent landmark for easy reach to the venue of 30th AGM is annexed hereto.
21. Members/ proxies are welcome at the AGM of the Company. However, the Members/ proxies may please note that no gifts/ coupon will be distributed at the AGM.
22. Process and manner for Voting through electronic means :  
In compliance with Section 108 of the Companies Act, 2013, Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), each as amended from time to time and the Secretarial Standard on General Meeting ("SS-2") issued by The Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote a through remote e-voting platform provided by Link Intime India Private Limited (LI IPL), on resolutions set forth in this Notice.  
The facility for voting, through ballot paper, shall 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 votes again.  
The remote e-voting period begins on Friday, 20th September, 2019 at 10.00AM and ends on Sunday, 22nd September, 2019 at 5.00 PM. During 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 16th September, 2019, may cast their vote electronically. The remote e-voting module shall be disabled by LI IPL thereafter. A member will not be allowed to vote again on any resolution for which the vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. 16th September, 2019. E-voting rights cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.



**The instructions for shareholders voting electronically are as under :**

1. Log-in to e-Voting website of Link Intime India Private Limited (LIPL) by visiting the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below :
  - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID.
  - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID.
  - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate) :** Your User ID is Event No + Folio Number registered with the Company.
5. Your Password details are given below :

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

**For Shareholders holding shares in Demat Form or Physical Form**

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).
	<ul style="list-style-type: none"><li>• Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on the PAN field of evoting instructions annexed to the Notice.</li></ul>
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number.</p> <ul style="list-style-type: none"><li>• Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (4).</li></ul>

If you are holding shares in demat form and had registered on to e-Voting system of LIPL : <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password :**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

**NOTE :** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

**Cast your vote electronically**

1. After successful login, you will be able to see the notification for e-voting on the home page of INSTAVote. Select/ View "Event No" of the company, i.e, RAMAVISION LIMITED.
2. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
  - a. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.
  - b. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

3. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
4. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
5. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
6. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

General Guidelines for shareholders :

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000. In case the same is not resolved, you may contact Mr. Raj Kumar Sehgal, GM (Legal) and Company Secretary, at the Corporate Office of the Company or at his email ID : [sehgal@ramavisionltd.com](mailto:sehgal@ramavisionltd.com) or call at 011-45349999.

**Note:** Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of the AGM and holding shares as on the cut-off date i.e. 16th September, 2019 and who have not updated their PAN as also members who have not received the intimation of sequence number may obtain the login ID and sequence number by sending a request to [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in). If PAN has been updated of such member then he/ she may follow the same instructions as mentioned above for e-voting.

23. The Board of Directors has appointed 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), as the Scrutinizer to scrutinize the remote e-voting & ballot process at the AGM in the fair and transparent manner.
24. At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of scrutinizer, allow voting by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their vote electronically using the remote e-voting facility.
25. The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
26. The results declared by the Chairman along with Consolidated Scrutinizer's Report shall be placed on the website of the Company [www.ramavisionltd.com](http://www.ramavisionltd.com) and on the website of LIPL <https://instavote.linkintime.co.in> and the results shall simultaneously be communicated to the Stock Exchange, where the shares of the Company are listed.

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

##### **ITEM NO. 3, 4 & 5:**

Section 149 of the Companies Act, 2013 provides that subject to the provisions of Section 152, an independent director shall hold office for an initial term of up to five consecutive years on the Board of a Company and shall be eligible for another term of up to five years on passing of a special resolution by the Company. It further provides that no independent director shall hold office for more than two consecutive terms of up to five years each. The members had in the AGM held on 30.09.2014, pursuant to the provisions of Sections 149, 152 read with Schedule IV of the Companies Act, 2013 and rules framed thereunder and SEBI Listing Regulations, approved the appointment of Mr. Shyam Sunder Lal Gupta (DIN: 00044635) & Mr. Govind Prasad Agrawal (DIN: 00008429) as Independent Director of the Company for an initial term of five years from 30.09.2014 to 29.09.2019. Further, the members had in the AGM held on 30.09.2015, approved the appointment of Mrs. Neera Bhargava (DIN: 07011735) as Independent Director of the Company for an initial term of five years from 13.02.2015 to 12.02.2020.

Each of these directors have submitted the necessary declarations and consents with regard to their re-appointment for another consecutive term of five years from 30.09.2019 to 29.09.2024 for Mr. Shyam Sunder Lal Gupta & Mr. Govind Prasad Agrawal and from 13.02.2020 to 12.02.2025 for Mrs. Neera Bhargava to the effect that each of them meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, confirmed that they are not aware of any circumstance or situation which exists or may be



reasonably anticipated that could impair or impact their ability to discharge their duties. In the opinion of the Board, each of these directors, fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and is independent of the management.

The Nomination and Remuneration Committee and the Board of Directors have, in their respective meetings held on 24.05.2019 recommended the re-appointment of Mr. Shyam Sunder Lal Gupta & Mr. Govind Prasad Agrawal for another consecutive term of five years effective from 30.09.2019 to 29.09.2024 and Mrs. Neera Bhargava for another consecutive term of five years effective 13.02.2020 to 12.02.2025 as Independent Director not liable to retire by rotation. A candidature under section 160 of the Companies Act, 2013 has been received from a member of the Company proposing Mr. Shyam Sunder Lal Gupta, Mr. Govind Prasad Agrawal and Mrs. Neera Bhargava for the office of Independent Director of the Company. Copy of the letter of appointment of each of these directors as an Independent Director setting out the terms and conditions is available for inspection of the Members in physical or in electronic form at the Registered Office of the Company between 11.00 a.m. to 01.00 p.m., on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the AGM and copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company as well as during the AGM at the venue thereof.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee for each of these directors, considers that given their background, experience and contribution, the continued association of Mr. Shyam Sunder Lal Gupta, Mr. Govind Prasad Agrawal and Mrs. Neera Bhargava would be beneficial to the Company and it is desirable to continue to avail their services as Independent Director. Further their details and current directorships have been given in the Annexure to this Notice.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the re-appointment of Mr. Shyam Sunder Lal Gupta, Mr. Govind Prasad Agrawal and Mrs. Neera Bhargava as Non- Executive Independent Director for the said period is now being placed before the Members for their approval. Each of these directors, have no relationship with any managerial personnel, Director, Key Managerial Personnel of the Company. None of the Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested, financially or otherwise, in this resolution except Mr. Shyam Sunder Lal Gupta, Mr. Govind Prasad Agrawal and Mrs. Neera Bhargava.

The Board recommends the passing of the Resolution at Item No. 3, 4 & 5 as a Special Resolution.

#### **ANNEXURE TO THE NOTICE**

Details of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting, pursuant to Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements), 2015 and Clause 1.2.5. of Secretarial Standards-2 on General Meetings :

Particulars	Satish Jain	Shyam Sunder Lal Gupta	Neera Bhargava	Govind Prasad Agrawal
DIN	00052215	00044635	07011735	00008429
Date of Birth	11.11.1954	28.09.1933	31.10.1952	09.09.1954
Date of Appointment	23.01.1989	24.03.1993	13.02.2015	31.01.2006
Qualifications	BE in production Engineering	M.Com, LLB, B.Com, MBA (Finance), C.A.I.I.B.	LLB	FCS, LLB
Expertise in specific functional areas	He is an eminent industrialist and is having more than 41 years of experience in the Paper, Picture tube & Trading Industry.	He had worked with IFCI Limited and retired from the post of legal advisor. He is having a rich experience of about 55 years in the field of law, finance & banking.	She is a Practising Advocate in High Court and a consultant to good reputed clients in the legal field.	He has got more than 35 years of experience in the field of Corporate Affairs, Project Financing, Capital Market, Company Law and other legal matters in Private Sector. He has handled public/ rights issue for a number of Companies and successfully raised funds for many projects like Textiles, Papers, and Picture Tubes etc.
Shareholding in the Company as on 31.03.2019	705078	NIL	NIL	NIL
Relationship with other Directors and KMPs of the Company	He is a father of Mr. Arhant Jain, Director (Marketing)	NIL	NIL	NIL

# RAMA VISION LIMITED

Other Listed Companies in which Directorship held as on 31.03.2019	NIL	<ul style="list-style-type: none"> <li>Avonmore Capital &amp; Management Services Limited</li> </ul>	NIL	<ul style="list-style-type: none"> <li>Margo Finance Limited</li> <li>Avonmore Capital &amp; Management Services Limited</li> </ul>
Chairman/ Member of the Committee(s) of the Board of Directors of other listed Companies in which he is a Director (for purpose of Committee only Audit & Stakeholders Relationship Committee have been considered)	NIL	<u>Audit Committee</u> <ul style="list-style-type: none"> <li>Avonmore Capital &amp; Management Services Limited (Member)</li> </ul> <u>Stakeholders Relationship Committee</u> <ul style="list-style-type: none"> <li>Avonmore Capital &amp; Management Services Limited (Member)</li> </ul>	NIL	<u>Audit Committee</u> <ul style="list-style-type: none"> <li>Margo Finance Limited (Member)</li> <li>Avonmore Capital &amp; Management Service Limited (Member)</li> </ul> <u>Stakeholders Relationship Committee</u> <ul style="list-style-type: none"> <li>Avonmore Capital &amp; Management Services Limited (Chairman)</li> </ul>

\*For other details such as the number of meetings of the board attended during the year and remuneration drawn in respect of above directors, please refer to the Corporate Governance Report which is a part of this Annual Report.

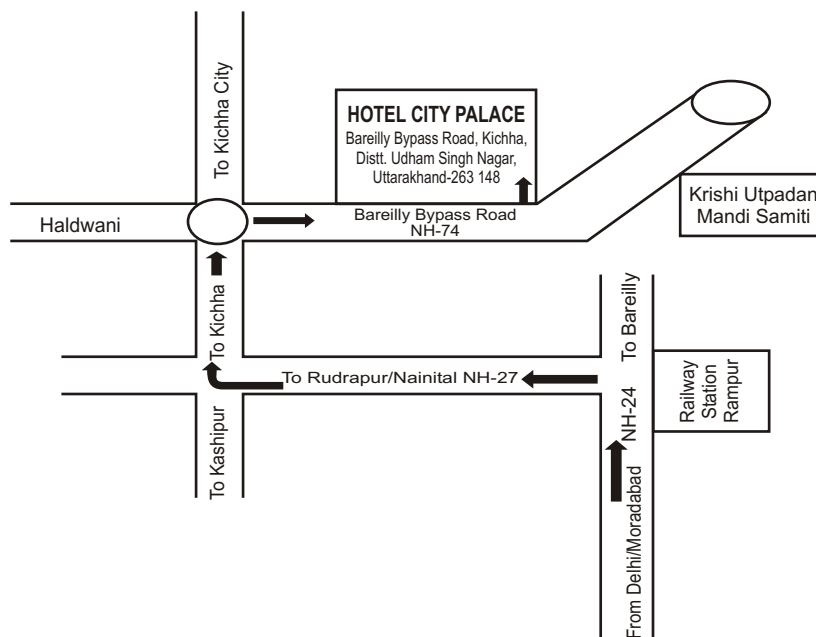
Place : New Delhi  
Dated : 05.08.2019

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

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

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

## ROUTE MAP OF THE VENUE FOR 30<sup>th</sup> ANNUAL GENERAL MEETING





## **BOARD'S REPORT**

**Dear Shareholders,**

Your Directors take pleasure in presenting the Thirtieth (30th) Annual Report together with the Audited Financial Statements for the financial year ended 31st March, 2019. The summarized financial performance for the financial year ended 31st March, 2019 is as follows:

### **1. FINANCIAL PERFORMANCE**

(Rs. in Lacs)

<b>Particulars</b>	<b>Current Year 2018-19</b>	<b>Previous Year 2017-18</b>
Revenue from Operations	<b>3534.42</b>	2945.46
Other Income	<b>4.75</b>	3.43
Profit / (Loss) before Finance Costs, Depreciation, Exceptional Items and Tax Expense	<b>153.53</b>	46.64
Finance Costs	<b>104.86</b>	74.36
Profit / (Loss) before Depreciation, Exceptional Items and Tax Expense	<b>48.67</b>	(27.72)
Depreciation & Amortization Expense	<b>37.44</b>	38.42
Profit/ (Loss) before Exceptional Items & Tax Expense	<b>11.23</b>	(66.14)
Exceptional Items	-	56.63
Profit / (Loss) before Tax Expense	<b>11.23</b>	(9.51)
Tax Expense		
(1) Current Tax	-	-
(2) Deferred Tax	<b>3.59</b>	(3.00)
(3) Previous Year Adjustment	<b>0.34</b>	-
<b>Profit / (Loss) for the period</b>	<b>7.30</b>	(6.51)
<b>Other Comprehensive Income (Net)</b>	<b>6.21</b>	2.16
<b>Net Profit / (Loss)</b>	<b>13.51</b>	(4.35)

### **2. OPERATIONS AND STATE OF COMPANY AFFAIRS**

Your Company has seen an overall growth in turnover from its business during the year. During Current Financial Year, the Company has achieved a turnover of Rs. 3534.42 Lacs as against the turnover of Rs. 2945.46 Lacs in the previous year, resulting an increase of 20% in the turnover of the Company. The Company has achieved a net profit of Rs. 13.51 Lacs as against the net loss of Rs. 4.35 Lacs in the previous year.

The operations of the Company are expected to be improved further in the next financial year as your Company has added in its existing line of trading business, the products of Mustela which is an established Skin Care Brand of France especially formulated for babies and mother's. Your Company has also re-started dealing in trading of Nongshim's noodles, renowned brand of South Korea and has also added trading of ready to eat/ instant soups under brand named as "Lady Anna" from the manufacturer, M/s. Jims' Group Co. Ltd., Thailand in its food division.

Your Company is continuously making efforts to add new brands in the existing use of business and to improve its distribution network for increasing penetration of its products in retail outlets of all major cities, which will ultimately increase its profitability.

### **3. DIVIDEND AND RESERVES**

Your Directors do not recommend any dividend for the financial year ended 31<sup>st</sup> March, 2019 and no amount has been transferred to General Reserve during the year.

### **4. SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES**

During the year under review, your Company does not have any subsidiaries or joint ventures or associate companies as defined under Companies Act, 2013.

### **5. PUBLIC DEPOSITS**

During the year under review, your Company has neither invited nor accepted any deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

### **6. CHANGE IN NATURE OF BUSINESS, IF ANY**

There was no change in the nature of business during the year under review.

### **7. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year 2018-19 to which the financial statements relate and the date of this report.

### **8. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS**

During the year under review, no significant / material orders were passed by the regulators or the Courts or the Tribunals impacting the going concern status and the Company's operations in future.