



**31<sup>ST</sup> ANNUAL REPORT  
2019-2020**

**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**

Canara Bank (earlier 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

Website : www.ramavisionltd.com

CIN : L32203UR1989PLC015645

#### **Registrar & Share Transfer Agent :**

M/s. Link Intime India Private Limited

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 THIRTY FIRST ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF RAMA VISION LIMITED WILL BE HELD ON MONDAY, THE 28<sup>TH</sup> DAY OF SEPTEMBER, 2020 AT 12.30 P.M. THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OAVM) FOR WHICH PURPOSE THE REGISTERED OFFICE OF THE COMPANY AT WARD NO. 3, BAREILLY ROAD, KICHHA, DISTT. UDHAM SINGH NAGAR, UTTARAKHAND-263148 SHALL BE DEEMED AS THE VENUE FOR THE MEETING AND THE PROCEEDINGS OF THE AGM SHALL BE DEEMED TO BE MADE THEREAT, 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 31<sup>st</sup> March, 2020 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2020 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. Arhant Jain (DIN: 00885159), who retires by rotation and being eligible has offered himself for re-appointment.

**SPECIAL BUSINESS:**

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

“RESOLVED THAT in supersession of the earlier resolutions passed in this regard and pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification or any amendment or any substitution or re-enactment thereof, for the time being in force), the articles of association of the Company, and based on the recommendation of Audit and Nomination & Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for increase in the remuneration of Mr. Udit Jain holding office or place of profit and to be designed as Vice President (Food) w.e.f 01st October, 2020, on such remuneration and terms & conditions as set out below :

**Remuneration :** Rs. 2,75,000/- per month for a duration of three years subject to the condition that total amount payable to Mr. Udit Jain shall not exceed Rs. 4,05,000/- per month at any point of time.

In addition to remuneration as mentioned above Mr. Udit Jain will also be entitled to following other benefits as per rules of the Company :

- (a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961,
- (b) Gratuity as per the provisions of Payment of Gratuity Act/ Company's policy.
- (c) Leave encashment as per Company's policy.
- (d) Use of Company's Car for official use.
- (e) Bonus as per Payment of Bonus Act.
- (f) Reimbursement of actual travelling, boarding and lodging expenses and other amenities as may be incurred by him from time to time, in connection with the Company's business.

**RESOLVED FURTHER THAT** the Board of Directors and its Committee, has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of Mr. Udit Jain holding office or place of profit, within the maximum limit approved by the shareholders.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby to do all other acts, deeds and things and may be required to give effect to the aforesaid resolution.”

By order of the board  
For RAMA VISION LIMITED

Place : New Delhi  
Dated : 14.08.2020

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



**NOTES:**

1. In view of massive outbreak of COVID-19 pandemic, social distancing norms and restrictions on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, respectively (collectively referred to as 'MCA Circulars') issued by the Ministry of Corporate Affairs ('MCA') and Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ('SEBI Circular') permitted the holding of the Annual General Meeting ('AGM') through VC/ OAVM, without the physical presence of the Members. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and SEBI Circular, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. 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 be transacted at this AGM is annexed hereto and forms part of this Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 22nd September, 2020 to Monday, 28th September, 2020 (both days inclusive) for the purpose of ascertaining the Shareholders attending the AGM.
5. 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 31st AGM.
6. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
7. 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, Registrar and Transfer Agents (RTA), 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 RTA. Members holding shares in electronic form are required to lodge the nomination with their Depository Participants for availing this facility.
8. In case of joint holders, 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 at the AGM.
9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in demat 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 demat form. Members can contact the Company or the Company's RTA for assistance in this regard.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to Company's RTA M/s. Link Intime India Pvt. Ltd., Noble Heights, 1st Floor, Plot No NH- 2, C-1 Block, LSC Near Savitri Market, Janakpuri, New Delhi-110058, in case the shares are held in physical form.
11. For receiving all communication (including Annual Report) from the Company electronically :
  - a) Members holding shares in physical mode, members are requested to visit on the website of Link Intime India Private Limited (Link Intime) at [https://www.linkintime.co.in/EmailReg/Email\\_Register.html](https://www.linkintime.co.in/EmailReg/Email_Register.html) and upload the documents required therein. The Company urges all the Shareholders to use this link effectively since the Email IDs and Mobile Numbers could help the Company for sending paperless communication in future.
  - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.
12. 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.

## 13. PROCEDURE FOR INSPECTION OF DOCUMENTS:

- a) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
  - b) All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [investor\\_relations@ramavisionltd.com](mailto:investor_relations@ramavisionltd.com).
  - c) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Saturday, 19th September, 2020 through email on [investor\\_relations@ramavisionltd.com](mailto:investor_relations@ramavisionltd.com). The same will be replied by the Company suitably.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Notice calling AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the AGM and the Annual Report 2019- 20 will also be available on the Company's website at [www.ramavisionltd.com](http://www.ramavisionltd.com), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of Link Intime India Private Limited <https://instavote.linkintime.co.in>.
15. Attendance of the Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
16. Members may please note that SEBI has made PAN as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases, viz. (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares. Members are requested to Register their PAN with their DPs, in case of shares held in demat form and RTA/ Company, in case of shares held in physical form, as directed by SEBI.
17. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
18. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, 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.
19. The Company has designated an exclusive e-mail ID called [investor\\_relations@ramavisionltd.com](mailto: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](mailto:sehgal@ramavisionltd.com).
20. Process and manner for Voting through electronic means :
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Link Intime India Private Limited (LIPL) for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting system as well as voting during the date of the AGM will be provided by LIPL.
- Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Annual General Meeting Notice and holding shares as of the cut-off date, i.e. 21st September, 2020, may refer to this Notice of the Annual General Meeting, posted on Company's website [www.ramavisionltd.com](http://www.ramavisionltd.com) for detailed procedure with regard to remote e-voting. Any person who ceases to be the member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
  - The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/ OAVM but shall not be entitled to cast their vote again.
  - The remote e-voting period begins on Friday, 25th September, 2020 at 09:00 A.M. and ends on Sunday, 27th September, 2020 at 05.00 P.M. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 21st September, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
  - 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 voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of 21st September, 2020.



**Remote e-Voting instructions for shareholders are as follows :**

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>.

**Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under :**

Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details : -

**A. User ID:** Enter your User ID

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Event No + Folio Number** registered with the Company

**B. PAN :** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI :** Enter the Date of Birth (DOB)/ Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format)

**D. Bank Account Number :** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/ members holding shares in **CDSL demat account shall provide either 'C' or 'D', above**
- Shareholders/ members holding shares in **NSDL demat account shall provide 'D', above**
- Shareholders/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

Set the password of your choice (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).

Click "confirm" (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under '**SHARE HOLDER**' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.
4. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
7. After selecting the desired option i.e. Favour / Against, 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.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <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.

**If you have forgotten the password :**

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- 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.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in the Notice. During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event". Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account. In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022-4918 6000.

**21. Process and Manner for attending the Annual General Meeting through InstaMeet :**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

Select the "**Company**" and '**Event Date**' and register with your following details :-

- A. Demat Account No. or Folio No. :** Enter your 16 digit Demat Account No. or Folio No.
  - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
  - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
  - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company
- B. PAN :** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. Mobile No.:** Enter your mobile number.
- D. Email ID :** Enter your email id, as recorded with your DP/Company.

Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

**Instructions for Shareholders/ Members to speak during the Annual General Meeting through InstaMeet :**

1. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [investor\\_relations@ramavisionltd.com](mailto:investor_relations@ramavisionltd.com) from 22nd September, 2020 (09:00 am IST) to 24th September, 2020 (05:00 pm IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

**NOTE: Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.**

**Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet :**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under :

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents number of votes) as on the cut-off date under "Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note :** Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.



Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

**Guidelines to attend the AGM proceedings :**

For a smooth experience of viewing the AGM proceedings through platform of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under :

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/> , OR
- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under :
  1. Enter your First Name, Last Name and Email ID and click on Join Now
  2. If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
  3. If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application. Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now.

**22. General Guidelines for shareholders :**

1. Facility of joining the AGM through VC / OAVM shall open 15 (fifteen) minutes before the time scheduled for the AGM and will be available for Members on first come first served basis and the Company may close the window for joining the VC/OAVM facility 15 (fifteen) minutes after the scheduled time to start the 31st AGM.
  2. Ms. Ashu Gupta, Company Secretary in whole time practice (Membership No. FCS 4123; COP No. 6646), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  3. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, 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 a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
  4. As per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of the e-voting are to be submitted to the Stock Exchange(s) within 48 hours of the conclusion of the AGM. The results declared along with Scrutinizer's Report shall be placed on the Company's website [www.ramavisionltd.com](http://www.ramavisionltd.com) and the website of LIIPL.
  5. The results on resolutions so declared at or after the Annual General Meeting of the Company will be deemed to have been passed on the Annual General Meeting date subject to receipt of the requisite number of votes cast in favour of the Resolutions.
23. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing companies to send documents to their shareholders in electronic mode. To support this green initiative and to receive communications from the Company in electronic mode, members who have not registered their E-mail addresses and are holding shares in physical form are requested to contact the RTA of the Company and register their Email-id. Members holding shares in demat form are requested to contact their DPs. Members may please note that notices, annual reports, etc. will be available on the Company's website at [www.ramavisionltd.com](http://www.ramavisionltd.com). Members will be entitled to receive the said documents in physical form free of cost at any time upon request.

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

**ITEM NO. 3 :**

The Companies Act, 2013 aims to ensure transparency in the transactions and dealing with related parties of the Company. The provisions of Section 188(1)(f) of the Companies Act, 2013 that govern the related party's appointment to any office or place of profit in the company, its subsidiary company or associate company.

Mr. Udit Jain S/o Mr. Satish Jain, Chairman and Managing Director and brother of Mr. Arhant Jain, Director (Marketing), was appointed as "Executive-Business Development" of the Company by the Board of Directors at their meeting held on 18th May, 2012 w.e.f. 01.05.2012 to hold any office or place of profit in the Company in accordance with Section 188 (1)(f) of the Companies, Act 2013 read with rules made thereunder and further, the Board of Directors has re-appointed him at their meeting held on 11th August, 2014 w.e.f. 01.08.2014 and the same had been approved by the Shareholders in the 23rd & 25th Annual General Meeting of the Company respectively at a monthly remuneration as approved by the shareholders from time to time.

Pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, any related party's appointment to any office or place of profit in the Company at a monthly remuneration exceeding two and a half lakh rupees requires prior approval of the shareholders by way of resolution. Based on recommendation of Audit and Nomination & Remuneration Committee held on 27th June, 2020 respectively and subject to the approval of shareholders of the Company, it is proposed to revise by way of increase of remuneration of Mr. Udit Jain to be designated as Vice- President (Food) w.e.f 01st October, 2020.

The information as per Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 :

a)	Name of Related Party	Mr. Udit Jain
b)	Name of Directors & Key Managerial Personnel who is related	Mr. Satish Jain, Chairman and Managing Director & Mr. Arhant Jain, Director (Marketing)
c)	Nature of Relationship	Mr. Udit Jain is a son of Mr. Satish Jain & brother of Mr. Arhant Jain
d)	Nature, material terms, monetary value and particulars of contracts and arrangements	As detailed above

Accordingly this resolution as set out at item no. 3 of the notice is recommended for your approval as Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Satish Jain and Mr. Arhant Jain is/ are in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution except to the extent of their shareholding, if any, in the Company.

**ANNEXURE TO THE NOTICE**

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

Particulars	Mr. Arhant Jain
DIN	00885159
Date of birth	13.10.1984
Date of Appointment	25.05.2009
Qualifications	Diploma in Marketing Management
Expertise in specific functional areas	Mr. Arhant Jain is having more than 11 years of experience in the field of Marketing and other allied field.
Shareholding in the Company as on 31.03.2020	448105 shares
No. of Board Meetings attended during the FY 2019-2020	4
Relationship with other Directors and KMPs of the Company	Mr. Arhant Jain is Son of Mr. Satish Jain, Chairman and Managing Director.
Other Listed Companies in which Directorship held as on 31.03.2020	NIL
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

Place : New Delhi  
Dated : 14.08.2020

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**



## BOARD'S REPORT

**Dear Members,**

Your Directors take pleasure in presenting the Thirty First (31st) Annual Report together with the Audited Financial Statements for the financial year ended 31st March, 2020. The summarized financial performance for the financial year ended 31st March, 2020 is as follows:

### **1. FINANCIAL PERFORMANCE**

(Rs. in Lacs)

<b>Particulars</b>	<b>Current Year 2019-20</b>	<b>Previous Year 2018-19</b>
Revenue from Operations	<b>4331.79</b>	3534.42
Other Income	<b>12.95</b>	4.75
Profit / (Loss) before Finance Costs, Depreciation, Exceptional Items and Tax Expense	<b>146.64</b>	153.53
Finance Costs	<b>105.71</b>	104.86
Profit / (Loss) before Depreciation, Exceptional Items and Tax Expense	<b>40.93</b>	48.67
Depreciation & Amortization Expense	<b>35.96</b>	37.44
Profit/ (Loss) before Exceptional Items & Tax Expense	<b>4.97</b>	11.23
Exceptional Items	-	-
Profit / (Loss) before Tax Expense	<b>4.97</b>	11.23
Tax Expense		
(1) Current Tax	-	-
(2) Deferred Tax	<b>1.30</b>	3.59
(3) Previous Year Adjustment	-	0.34
<b>Profit / (Loss) for the period</b>	<b>3.67</b>	7.30
<b>Other Comprehensive Income (Net)</b>	<b>1.43</b>	6.21
<b>Net Profit / (Loss)</b>	<b>5.10</b>	13.51

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

Financial Year 2019-20 has been a challenging year with weakening macro-economic conditions, slowing market growths in FMCG sector, the COVID-19 outbreak and containment measures towards the end of the financial year. Against this challenging backdrop, your Company has delivered an operational growth.

Your Company has seen an overall growth in turnover from its business during the year. During the Financial year under review, the Company has achieved a turnover of Rs. 4331.79 Lacs as against the turnover of Rs. 3534.42 Lacs in the previous year, resulting an increase of 22.56% in the turnover of the Company. The Company has achieved a net profit of Rs. 5.10 Lacs as against the net profit of Rs. 13.51 Lacs in the previous year. The reason for the lower profit is cut throat competition & increase in dollar rate. 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 brand "Mothercare", which is an established UK brand catering to the needs of mothers-to-be, babies and children with safe and innovative products for distribution in North India and East Region of India. During the year under review, your Company had discontinued the trading and distribution of the product Palmer's, a skin care product of USA. However, in Food division of the Company, your Company has added the products of brand "Rostaa" which includes wide range of dry fruits, nuts and berries, etc. for distribution in North India. And recently in the year 2020 -21, Your Company start dealing in Oats and Lexus range of Munchy's brand for PAN India.

Your Company is continuously making its efforts to add new established brands in the existing line 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, 2020 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 2019-20 to which the financial statements relate and the date of this report.