



**33<sup>RD</sup> ANNUAL REPORT  
2021-2022**

**RAMA VISION  
LIMITED**

## Corporate Information



### **Board of Directors**

Mr. Satish Jain, Chairman & Managing Director  
Mr. Arhant Jain, Director (Marketing), Whole Time Director  
Mr. Udit Jain, Executive Director, Whole Time Director  
Mr. Shyam Sunder Lal Gupta, Non-Executive Independent Director  
Mr. Govind Prasad Agrawal, Non-Executive Independent Director  
Mrs. Neera Bhargava, Non-Executive Woman Independent Director  
Mr. Vimal Mehta, Additional Director

### **Key Managerial Personnel**

Mr. Satish Jain, Chairman & Managing Director  
Mr. Raj Kumar Sehgal, GM (Legal) & Company Secretary  
Mr. Kamlesh Jain, Chief Financial Officer

### **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

### **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

### **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

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**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE THIRTY THIRD (33<sup>rd</sup>) ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF RAMA VISION LIMITED WILL BE HELD ON WEDNESDAY, THE 28<sup>TH</sup> DAY OF SEPTEMBER, 2022 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, 2022 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2022 and the statement of Profit and Loss Account & Cash Flow for the financial year ended on that date and the reports of the 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.
3. **Re-appointment of Statutory Auditors for the second term of 5 years**

**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 139 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Suresh Kumar Mittal & Co., Chartered Accountants (Firm Registration No. 500063N) be and is hereby re-appointed as the Statutory Auditors of the Company, for the second term of five consecutive years, to hold office from the conclusion of this 33rd Annual General Meeting till the conclusion of the 38<sup>th</sup> Annual General Meeting on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.

**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.”

**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 in partial modification of the resolution passed at the 32nd Annual General Meeting of the Company held on September 28, 2021 and subject to the provisions of 196, 197 and 198 read with Schedule V and all 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 Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended and the articles of association of the Company, based on recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors and subject to the approval of other authorities including Central Government, if any and such other approvals, permissions and sanctions as may be required in this regard, the consent of the members of the Company be and is hereby accorded for an increase in remuneration of Mr. Udit Jain, Whole Time Director designated as Executive Director w.e.f 01st October, 2022 on such terms and conditions as set out below:

1. **SALARY:** Rs. 5,50,000/- 75,000/- 7,00,000/- per month including perquisites w.e.f. 01st October, 2022 for his remaining tenure ending on 30.06.2024.

2. **OTHER PREQUISITES :**

In addition to the above, Mr. Udit Jain shall be entitled to the following perquisites that shall not be included in the computation of the ceiling on remuneration mentioned herein :

- a) Company's 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) Payment of Gratuity as per policies/ rules of the Company;
- c) 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.

3. **Other Terms and Conditions:**

**Minimum Remuneration:**

Notwithstanding anything contained herein, in case of no profits or inadequate profits in any financial year in terms of section 197 and 198 of the Act, the payment of remuneration shall be made to Mr. Udit Jain in terms of and within



the limits as prescribed under Section II of Part II of Schedule V to the Act or any other statutory modifications therein, substitutions or re-enactment thereof, as applicable (hereinafter called Schedule V). The payment of remuneration in excess of the limits prescribed under Schedule V i.e. minimum remuneration may be granted to Mr. Udit Jain subject to necessary statutory approval(s) as referred to in the Act.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Nomination & Remuneration Committee, be and is hereby authorized to re-structure the remuneration payable to Mr. Udit Jain and/ or change his designation in such manner and to such extent as may be agreed to between the Board of Directors/ Nomination & Remuneration Committee and Mr. Udit Jain subject to their conformity with the Act and if required subject to any statutory approvals to grant remuneration in excess of the limits prescribed under the Act.

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

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

**"RESOLVED THAT** Mr. Vimal Mehta (DIN 00206202), who was appointed as an Additional Director of the Company with effect from August 10, 2022, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office as such up to this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ("the Act") and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of Mr. Vimal Mehta (DIN 00206202), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who is eligible for appointment, as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from August 10, 2022, up to August 09, 2027, be and is hereby approved.

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Mr. Vimal Mehta shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to

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

Place : New Delhi  
Dated : 10.08.2022

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

**NOTES:**

1. In view of massive outbreak of the COVID-19 pandemic, social distancing norms to be followed and pursuant to Circular no. 14/2020 dated April 08, 2020, Circular no.17/2020 dated April 13, 2020, Circular no. 20/2020 dated May 05, 2020 and Circular no. 02/2022 dated May 05, 2022, issued by the Ministry of Corporate Affairs (MCA) (hereinafter collectively referred to as "the Circulars"), and all other relevant circulars issued from time to time, the physical attendance of the members to the AGM venue not required and the General Meetings of Members are allowed to be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, in compliance with the Circulars, the 33rd AGM of the Company is being held through VC.
2. An Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 and pursuant to the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Item Nos. 4 & 5 of the accompanying Notice is annexed hereto. 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 this AGM since the AGM is being held through VC. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 22nd September, 2022 to Wednesday, 28th September, 2022 (both days inclusive) for the purpose of ascertaining the Shareholders attending the AGM.
4. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. 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.
6. As per the provision of Section 72 of the Act, facility for making nomination(s) is available to Individuals holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the Company's website [www.ramavisionltd.com](http://www.ramavisionltd.com) or its Registrar and Transfer Agents (RTA), M/s. Link Intime India Private Limited (LIPL). Members holding shares in demat mode should file their nomination with their Depository Participants (DPs) for availing this facility.
7. 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.
8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in demat form with effect from April 1, 2019, except in case of request for transmission or transposition of securities. SEBI has prescribed Form ISR-4 to cater to multiple service requests of shareholders viz., requests for issue of duplicate share certificates, transmission, transposition, consolidation of securities, consolidation of folios etc. 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.
9. Securities and Exchange Board of India (SEBI) vide Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/ P/CIR/2021/655 dated 03.11.2021, has mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details etc.) and nomination details by holders of physical securities. Unless such shareholders furnish PAN/ KYC details by 31st March, 2023, their folios will be frozen by the RTA as per the directive of SEBI and no service request received from the shareholders can be entertained by the Company/RTA till the aforesaid details/ documents are provided to RTA. Further note that after December 31, 2025, the frozen folios shall be referred by the RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002. The relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://www.ramavisionltd.com/important-announcement-to-physical-shareholders/>. Members can contact the Company or the Company's RTA for assistance in this regard.
10. The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in electronic mode.
11. **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 Tuesday, 20<sup>th</sup> September, 2022 through email on [investor\\_relations@ramavisionltd.com](mailto:investor_relations@ramavisionltd.com). The same will be replied by the Company suitably.



12. In compliance with the MCA General Circular No. 02/2022 dated 5th May, 2022 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022, the Notice calling AGM along with Annual Report 2021-22 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 2021- 22 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>.
13. 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. 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 submit their PAN with their DPs, in case of shares held in demat form and RTA/ Company, in case of shares held in physical form.
14. Members are requested to send all communications relating to shares, change of address, bank details, email address etc. to the Company/ RTA at the following address:  
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  
If the shares are held in electronic form, then change of address and change in the Bank Accounts etc., should be furnished to their respective DPs.
15. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
16. 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.
17. 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 [sehgat@ramavisionltd.com](mailto:sehgat@ramavisionltd.com).
18. The recorded transcript of the forthcoming AGM on 28<sup>th</sup> September, 2022 shall also be made available on the website of the Company [www.ramavisionltd.com](http://www.ramavisionltd.com) in the Financial Section, as soon as possible after the meeting is over.
19. 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, 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 engaged Link Intime India Private Limited (LIPL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by LIPL.

**20. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Sunday, 25<sup>th</sup> September, 2022 at 09:00 A.M. and ends on Tuesday, 27<sup>th</sup> September, 2022 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 Wednesday, 21<sup>st</sup> September, 2022, 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.

**Remote e-Voting Instructions for shareholders :**

Pursuant to SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**Login method for Individual shareholders holding securities in demat mode is given below:**

**1. Individual Shareholders holding securities in demat mode with NSDL**

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/loginorwww.cdslindia.com> and click on [New System Myeasi](#).

2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.

4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

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

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

**A. User ID:**

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

**B. PAN:**

Enter your 10-digit Permanent Account Number (PAN) (Shareholders 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 holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

\*Shareholders holding shares in **NSDL form**, shall provide '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).

3. Click on 'Login' under 'SHARE HOLDER' tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.





Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. 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).
4. 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.

**Guidelines for Institutional shareholders:**

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.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

1. Individual Shareholders holding securities in demat mode with NSDL: Members facing any technical issue in login can contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at toll free no.: 1800 1020 990 and 1800 22 44 30

2. Individual Shareholders holding securities in demat mode with CDSL: Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'

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

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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.

**User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

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

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

Ø During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**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).

Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

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

1. Shareholders who would like to speak during the meeting must register themselves by sending their request 3 days in advance i.e. from 22.09.2022 (9am IST) to 24.09.2022 (5pm IST) 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). 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.
2. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
3. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
4. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

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 no. 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.

**21. General Guidelines for shareholders :**

1. The "cut-off date" for determining the eligibility for voting through electronic voting system is fixed as 21<sup>st</sup> September, 2022. The e-voting period commences on 25<sup>th</sup> September, 2022 at 9:00 a.m. and ends on 27<sup>th</sup> September, 2022 at 5:00 p.m. The remote e-voting module shall be disabled by LIPL for voting thereafter. During this period members of the Company, holding shares either in physical form or in demat form, as on the cut-off date, i.e., 21<sup>st</sup> September, 2022, shall be entitled to avail the facility of remote e-voting.
  2. 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 21<sup>st</sup> September, 2022.
  3. Members who have already exercised their voting through Remote e-voting can attend the Annual General Meeting through VC/OAVM but shall not be entitled to cast their vote again.
  4. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date, i.e. 21<sup>st</sup> September, 2022, 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.
  5. Facility of joining the AGM through VC/ OAVM shall open 30 (thirty) 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 33<sup>rd</sup> AGM.
  6. 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.
  7. 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.
  8. 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 two working days 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 LIPL. The results shall also be forwarded to the stock exchange where the shares of the Company are listed.
  9. 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.
22. 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 email 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 AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**ITEM NO. 4 :**

The present term of Mr. Udit Jain, Executive Director of the Company shall expire on 30<sup>th</sup> June, 2024. His appointment was approved by the members of the Company at the 32<sup>nd</sup> Annual General Meeting ("AGM") held on 28th September, 2021 for a term of three years from 01.07.2021 to 30.06.2024 at a remuneration of Rs. 3,25,000/- 40,000/- 4,05,000/- p.m. including perquisites in pursuant to the provisions of the Section 152, 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, subject to the approval of other authorities including Central Government, if any, and the approval of the Board of Directors and Members of the Company.

The Nomination & Remuneration Committee and the Board of Directors have at their respective meetings held on 10.08.2022 subject to the approval of members and such other approval as may be necessary, approved the increase in remuneration of Mr. Udit Jain, Executive Director with effect from 01st October, 2022 for his remaining tenure ending on 30.06.2024 and such remuneration as enumerated in the Special Resolution is commensurate with his qualification, experience and the responsibilities entrusted to him.

Mr. Udit Jain, S/o Mr. Satish Jain, Chairman & Managing Director and younger brother of Mr. Arhant Jain, Director (Marketing) of the Company, having an experience of more than 10 years in the field of marketing and an appreciable contribution towards the overall performance of the Company. He has driven an extensive strategy to add new brands for