



**RAMSARUP
INDUSTRIES
LIMITED**

Annual Report 2016-17

Forward-Looking Statement

The report contains forward-looking statements that involve risks and uncertainties. When used in this discussion, the word like ‘plans’, ‘expects’, ‘anticipates’, ‘believes’, ‘intends’, ‘estimates’, or other similar expressions as they relate to Company or its business are intended to identify such forward-looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company’s actual result, performance or achievements could differ materially from those expressed or implied in such forward-looking statements. The Company undertakes no obligation or responsibility to publicly amend, update, modify or revise any forward-looking statements, on the basis of any new information, future event, subsequent development or otherwise.

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Notice

Notice is hereby given that the 38th Annual General Meeting of Ramsarup Industries Limited (CIN: L65993WB1979PLC032113) relating to the FY 2016-17 will be held on Thursday, the 30 May 2019 at 10:30 A.M. at Rotary Sadan, 94/2 Chowringhee Road, Elgin, Kolkata -700020 to transact the following businesses:

BACKGROUND:

The members are hereby informed that pursuant to the order dated 08 January 2018 ("CIR Commencement Date") of the National Company Law Tribunal, Kolkata, Corporate Insolvency Resolution Process ("CIRP") has been initiated for the Company ("Order") in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016 ("Code") and the related rules and regulations issued there under. As a result, pursuant to Section 17 of the Code, the powers of the Board of Directors of the Company ("Board of Directors") stands suspended as on the CIR Commencement Date and was vested with Mr. Nilesh Sharma who was appointed as the Interim Resolution Professional of the Company in terms of the said Order. Thereafter, Mr. Kshitiz Chhawchharia, has been appointed as Resolution Professional (RP) by Hon'ble NCLT, Kolkata vide its order dated 02 May 2018 replacing the Interim Resolution Professional. Consequently, all actions that are deemed to be taken by the Board of Directors shall be given effect to by the RP during the continuance of the CIRP as per the Code.

Further, the Hon'ble NCLT vide order dated 21 June 2018 has extended the period of CIRP by 90 days with effect from 06 July 2018. Public Announcement was made for Expression of Interest and bids received were considered by Committee of Creditors (CoC.) Subsequently, Hon'ble NCLAT's vide order dated 25 September 2018 extended the period by 48 days. Hon'ble NCLT vide orders dated 19 November 2018 and order dated 12 February 2019 granted an exclusion of 86 days and 24 days respectively for calculating the CIRP period and therefore CIRP process was extended to 15 February 2019 and 12 March 2019 respectively. Thereafter the Hon'ble NCLT vide its order dated 13 March 2019 further excluded a time period of 10 days for calculating the CIRP period and therefore the CIRP process was extended to 23 March 2019. On 23 March 2019 the successful H1 bidder's Resolution Plan was filed with the Hon'ble NCLT and the final order is awaited.

Ordinary Business(es):

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31 March 2017 together with reports of the Board of Director and Auditors thereon.

"RESOLVED THAT the Audited Financial Statement comprised of Balance Sheet and Profit & Loss Account for the Financial Year ended 31 March 2017 along with its Schedules, Cash Flow Statements, Notes on Account and Report of Auditors' and Directors thereon be and are hereby approved and adopted."

FURTHER RESOLVED THAT the RP has all power under the Code to take such actions and to execute all such documents as may be necessary and applicable including authorising any director to file the forms and returns with Registrar of Companies, MCA under the Companies Act, 2013 and other authorities as and when required."

2. To consider the appointment of M/s. Ray & Co., Chartered Accountants (FRN:313124E) as the Statutory Auditor of the Company and to fix their remuneration.

"RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof, for the time being in force, approval be and is hereby accorded for appointment of M/s. Ray & Co., Chartered Accountants (FRN:313124E), as the Statutory Auditors of the Company (whose appointment was made by the CoC under Section 28 of IBC Code 2016 for the Financial Year 2017-18) in place of the retiring Auditor M/s. P.K Lilha & Co. Chartered Accountants (FRN: 307008E) to hold the office from conclusion of the 38th Annual General Meeting until the conclusion of 43rd Annual General Meeting, at such remuneration and out of pocket expenses as may be mutually agreed upon between the CoC and M/s. Ray & Co.

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FURTHER RESOLVED THAT the RP has all the powers under the Code to take such actions and to execute all such documents as may be necessary and applicable to give effect to the above resolution including authorising any director to file the forms and returns with Registrar of Companies, MCA under the Companies Act, 2013 and other authorities as and when required."

Registered Office

"Hastings Chambers"
7C, Kiran Shankar Roy Road,
2nd Floor, Room No.1,
Kolkata- 700001
Dated: 23.04.2019

For **Ramsarup Industries Limited**

Kshitiz Chhawchharia
Resolution Professional

IBBI REGN. NO: IBBI/IPA-001/IP-00P00358/2017-18/10616

NOTES:

- (01) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LESS THAN FORTYEIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A proxy form in Form MGT-11 for the AGM is enclosed herewith. A person can act as a proxy on behalf of members not exceeding fifty (50) 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 a proxy for any other person or member.

During the period beginning twenty-four (24) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company provided that not less than three days (3) of notice in writing is given to the Company.

- (02) Members/proxies should bring the enclosed Attendance Slip duly filed in and signed in terms of specimen signature lodged with the Company along with their copies of Annual report for attending the Meeting. Members attending the AGM are requested to bring with them DP & Client ID Numbers, Folio Numbers for dematerialized holdings and physical holdings respectively. The Company would accept only the Attendance Slip from a member actually attending the Meeting or from the person attending as a proxy under a valid proxy form registered with the Company not less than 48 hours before the commencement of the Meeting. Attendance Slips of members/valid proxies not personally present at the Meeting or relating to proxies which are invalid will not be accepted from any other member/person.
- (03) Corporate Members intending to send their authorized representative under Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
- (04) Information required as per Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is given in the Corporate Governance Report annexed to the Director's Report.
- (05) The Register of members and the Share Transfer Books of the company will remain closed from 24 May 2019 to 30 May 2019 (both days inclusive).

- (06) In case of joint holding, the joint holder whose name stands first, as per the Company's records shall alone be entitled to vote.
- (07) In case of any change of particulars including address, bank mandate & nomination for shares held in demat form, should be notified only to the respective Depository Participants where the member has opened its demat account on any direct requests from these Members for change of such details. However, for any change in particulars for shares held in physical form should be sent to the share transfer agent of the company.
- (08) a) The members who are holding shares in physical form are requested to intimate any change in their address with pin code immediately either to the Company or to the Registrar & Share Transfer Agent.
- b) The members who are holding shares in demat form are requested to intimate any change in their address with pin code immediately to their Depository Participants.
- (09) Non-resident Indian shareholders are requested to inform the Company immediately: -
- i. Change in residential status on return to India for permanent settlement.
 - ii. Particulars of bank account maintained in India with complete name, branch, branch code, account type, account number and address of bank, if not furnished earlier.
 - iii. Copy of Reserve Bank of India permission.
- (10) SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company at its registered office address or to its RTA.
- (11) Individual shareholders can now take the facility of making nomination of their holding. The nominee shall be the person in whom all rights of transfer and/or amount payable in respect of shares shall vest in the event of the death of the shareholder and the joint-holder(s), if any. A minor can be a nominee provided the name of the guardian is given in the nomination form. Non-individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of Power of Attorney cannot nominate. For further details in this regard shareholders may contact M/s Link Intime India Pvt. Ltd.
- (12) Members are requested to send all communications relating to shares and unclaimed dividend either to the Company at its registered office address or to RTA.
- (13) Members are requested not to carry any briefcase, carry bag, shopping bag and the like to the venue since these will not be allowed inside for security reasons. The Meeting is for members or their proxies only. Please avoid being accompanied by non-member / children.
- (14) The Company is also in receipt of complaints from various members from time to time regarding non- receipt of Annual Report. Additionally, the Company has also received multiple notices from both BSE and NSE, in relation to non-compliance with Regulation 33 (Financial Results) and Regulation 34 (Annual Report) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Under Regulation 33 of the Listing Regulations, the Company is required to submit the financial results of the Company to the relevant stock exchanges within 45 (forty five) days from the end of the financial quarter and under Regulation 34, read with Regulation 36 of the Listing Regulations, the Company is required to submit the annual report of the Company to the relevant stock exchanges along with the notice of the annual general meeting, which shall not be less than 21 (twenty one) days before the annual general meeting.

As the Company has not submitted its financial results and its annual report to the stock exchanges for the last 4 (four) financial quarters and for the last 2 (two) financial years respectively, the Company has been shifted to 'Z' Group. The Company has now submitted to NSE and BSE, a copy of the annual report of the Company. The financial results of the Company, along with the modified annual report (if so modified), shall be submitted to NSE and BSE not later than 48 (forty eight) hours after the annual general meeting.

Further, the Company is also maintaining a functional website in compliance with regulation 46 of the Listing Regulations. The annual report of the Company and other documents are available on the website of the Company at www.ramsarup.com for inspection/download.

- (15) Members who are holding shares in identical order of names in more than one folio are requested to send to the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Member/s after making requisite changes thereon.
- (16) Members holding shares in Physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or Registrar and Share Transfer Agent of the Company, for assistance in this regard.
- (17) All documents, if any, referred to in the Notice including audited financial statement of the company will be available for inspection at the company's registered office during normal business hours on week days (Monday to Friday) excluding intervening public holidays between 11.00 a.m. to 1.00 p.m.
- (18) Electronic copy of the Notice of the 38th AGM of the Company interalia the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the Company/Depository Participants for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice interalia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- (19) To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with M/s Link Intime India Pvt. Ltd.
- (20) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
- (21) The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
- (22) Voting through electronic means:
 - i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the AGM by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
 - ii) The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
 - iii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

- iv) The Company has engaged the services of M/s Link Intime India Pvt. Ltd (LIPL) as the Agency to provide remote e-voting facility.
- v) Mr. Debendra Raut, (CP No. 5232), Practicing Company Secretary has been appointed as Scrutinizer to scrutinize the polling and remote e-voting process in a fair and transparent manner.
- vi) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 23rd May, 2019
- vii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 23 May 2019 only shall be entitled to avail the facility of remote e-voting/polling.
- viii) Any person who become member of the company after dispatch of the notice of the meeting and holding shares as on 23 May 2019, may obtain the user ID and Password for the e- voting sending email intimating DP ID and Client ID / Folio No. at <https://instavote.linkintime.co.in>.or can vote through ballot paper to be downloaded from the Company's website www.ramsarup.com.

The e-voting facility will be available during the following period:

Commencement of e-voting: from 09.00 a.m. (IST) on 27 May 2019

End of e-voting: up to 5.00 p.m. (IST) on 29 May 2019

- ix) The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by LIPL upon expiry of aforesaid.
- x) The Scrutinizer, after scrutinizing the votes cast at the meeting (Poll) and through e-voting will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.ramsarup.com and on the website of LIPL at <https://instavote.linkintime.co.in>.
The results shall simultaneously be communicated to the Stock Exchanges.
- xi) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting
- xii) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

(23) A Road Map along with prominent landmark for easy location to reach the venue of AGM is annexed to this notice.

II. THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- ❖ Log-in to e-Voting website of Link Intime India Private Limited (LIPL)
 1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
 2. Event No. for Insta Voting - 180176
 3. Click on "Login" tab, available under 'Shareholders' section.
 4. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
 5. 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 10digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> 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 Ballot Form / Attendance Slip indicated in the PAN Field.
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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> 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 (iv-c).

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”.

Incase 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

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
7. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

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’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.

8. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
9. 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.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. 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 authorized 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 e-voting, please 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 or Call us :- Tel : 022 - 49186000.

Registered Office
 “Hastings Chambers”
 7C, Kiran Shankar Roy Road,
 2nd Floor, Room No.1,
 Kolkata - 700001
 Dated: 23.04.2019

For Ramsarup Industries Limited

Kshitiz Chhawchharia
Resolution Professional

IBBI REGN. NO: IBBI/IPA-001/IP-00P00358/2017-18/10616

Road Map of AGM Venue – Rotary Sadan

