



RAMA VISION LIMITED

RVL/SECT/STEX/17

August 28, 2017

The Manager
Corporate Relationship Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai- 400001
Scrip Code: 523289

Sub: Notice of 28th Annual General Meeting ("AGM"), Book Closure Dates, Cut-off date for voting and E-voting Information

Dear Sir/Mam,

This is to inform you that the 28th AGM of M/s. Rama Vision Limited will be held on Monday, the 25th day of September, 2017 at 12.30 pm at Hotel City Palace, Bareilly Bypass Road, Kichha, Distt. Udham Singh Nagar, Uttarakhand - 263 148. Thus, the notice of the 28th AGM and Annual Report has already been sent to all the eligible shareholders and are also available on the website of the Company at www.ramavisionltd.com.

We hereby enclose the Notice of 28th AGM.


Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013, it is hereby informed that the Company shall close its Register of Member and Share Transfer Books from Tuesday, 19th September, 2017 to Monday, 25th September, 2017 (both days inclusive) for the purpose of AGM.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended upto date and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the remote e-voting facility for the business to be transacted at the AGM. Members, whose names appear in the Register of Member as on the cut-off date i.e, 18th September, 2017 can cast their votes by remote e-voting and/ or by ballot/ polling paper at the AGM. The remote e-voting will commence on Friday, 22nd September, 2017 at 10.00 AM and ends on Sunday, 24th September, 2017 at 5.00 PM.

You are requested to kindly take the above on your records.

Thanking you,

Yours faithfully,
For RAMA VISION LIMITED


(Raj Kumar Sehgal)
G.M. (Legal) & Company Secretary

NOTICE

NOTICE is hereby given that the Twenty Eighth Annual General Meeting (AGM) of the Members of Rama Vision Limited will be held on Monday, the 25th day of September, 2017 at 12.30 p.m. at Hotel City Palace, Bareilly Bypass Road, Kichha, Distt. Udham Singh Nagar, Uttarakhand 263 148, to transact the following businesses :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31st March, 2017 including the Audited Balance Sheet as at 31st March, 2017 and the statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Satish Jain (DIN 00052215), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and to fix their remuneration and 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 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 pursuant to the recommendation of the Audit Committee, M/s. Suresh Kumar Mittal & Co., Chartered Accountants (Firm Registration No. 500063N) be and are hereby appointed as the Statutory Auditors of the Company, in place of retiring auditors M/s. B.K. Shroff & Co., Chartered Accountants (Firm Registration No. 302166E), to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 33rd Annual General Meeting of the Company, subject to ratification at every subsequent Annual General Meeting held after this Annual General Meeting, at such remuneration and out of pocket expenses, as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

4. **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 196, 197, 203 read with Schedule V 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), subject to the approval of other authorities including Central Government, if any, and the consent of the Members be and is hereby accorded to increase the remuneration paid to Mr. Satish Jain (DIN: 00052215), as the Managing Director of the Company, w.e.f. 01st July, 2017 for the rest of his tenure, as set out in the Explanatory Statement to this resolution, with an authority to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee constituted by the Board) of the Company to alter and /or vary the remuneration within the limits, if any, prescribed in the Act, and/ or any schedules hereto.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mr. Satish Jain (DIN: 00052215) remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in Section II of Part II of Schedule V of the Companies Act, 2013, as may be decided by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to enhance, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Mr. Satish Jain (DIN: 00052215) in the light of further progress of the Company which revision should be in conformity with any amendments to the relevant provisions of the Act and/ or the rules and regulations made thereunder and/ or such guidelines as may be announced by the Central Government from time to time.

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

For and on behalf of the board

Place : New Delhi
Dated : 10.08.2017

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



1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/ HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED.
2. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, Members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
4. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 relating to the Special Business under Item No. 4 to be transacted at this AGM is annexed hereto.
5. Register of Members and Share Transfer Books will remain closed from Tuesday, 19th September, 2017 to Monday, 25th September, 2017 (both days inclusive).
6. Members/ proxies/ authorizing representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
7. Members are requested to quote their Folio No. / Client ID / DP ID in all correspondences with the Company. They are also requested to furnish their bank account details, change of address and all other required details to the Registrar & Share Transfer Agent in respect of shares if held in physical form. In case of shares held in electronic form, these details should be furnished to the respective Depository Participants (DPs).
8. Pursuant to the requirement of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchange(s) on Corporate Governance, the information about the Directors proposed to be appointed/re-appointed is given in annexure to the notice.
9. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN card numbers/ copies of PAN card to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited.
10. Members desiring any information as regards to Accounts are requested to write to the Company Secretary at Corporate Office at Rama House, 23, Najafgarh Road Industrial Area, Shivaji Marg, New Delhi 110 015 at least 7 days in advance of the meeting so as to enable the management to keep the information available at the AGM.
11. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013, by nominating in prescribed Form SH-13, a person to whom their shares in the company shall vest in the event of their death and submit the same to M/s. Link Intime India Private Limited or at the Corporate/ Registered Office of the Company. The prescribed Form SH-13 can be obtained from the Corporate Office of the Company or its Registrar M/s. Link Intime India Private Limited. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
12. The Ministry of Corporate Affairs, Government of India has undertaken a "Green Initiative in Corporate Governance" by allowing paperless compliances and as a result of which Notice of the 28th Annual

General Meeting and Annual Report for the financial year 2016-17 along with attendance slip and proxy form are being sent by electronic mode to those members whose email addresses are registered with the Company/ Depository Participant(s), unless any Member has requested for a physical copy of the same. For Members who have not registered their email address, physical copies are being sent by the permitted mode.

The physical copies of the annual report will also be available at our Registered Office for inspection during office hours.

Members are requested to register/ update their email addresses, with the depository participant (in case of shares held in dematerialized form) or with Company or M/s Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company (in case of Shares held in physical form).

13. The Company has designated an exclusive e-mail ID called investor_relations@ramavisionltd.com for redressal of shareholder's complaints/ grievances. In case you have any unresolved grievances, then please write to us at seghal@ramavisionltd.com.
14. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during office hours on all working days, except Saturdays between 10.00 A.M. to 1.00 P.M. upto the date of the Annual General Meeting.
15. Members may please note that the Notice of the 28th Annual General Meeting and the 28th Annual Report will also be available on the Company's website www.ramavisionltd.com for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. The notice of 28th Annual General Meeting will also be available on CDSL website viz. www.cdslindia.com for download.
16. A route map along with prominent landmark for easy reach to the venue of Annual General Meeting is at the last page of Annual Report.
17. Members/ proxies are welcome at the AGM of the Company. However, the Members/ proxies may please note that no gifts/ coupon will be distributed at the AGM.
18. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended upto date and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company is pleased to provide its members the facility to exercise their right to votes on the resolutions proposed to be passed in the 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The facility for voting through ballot/ polling paper shall also be made available at the venue of the 28th AGM. The members attending the meeting, who have not already cast their vote through e-voting shall be able to exercise their voting rights at the AGM. The members who have already cast their vote through e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Friday, 22nd September, 2017 at 10.00 AM and ends on Sunday, 24th September, 2017 at 5.00 PM. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 PM on 24th September, 2017.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "**Shareholders/ Members**" tab to cast vote.
- (iv) Now Enter your User ID

a) For CDSL : 16 Digit beneficiary ID

b) For NSDL : 8 Character DP ID followed by 8 Digits Client ID

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

- (v) Next enter the Image Verification as displayed and Click on Login.



(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the PAN field of evoting instruction annexed to the notice.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on **“SUBMIT”** tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach **'Password Creation'** menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN of **“RAMA VISION LIMITED”** on which you choose to vote.

(xii) On the voting page, you will see **“RESOLUTION DESCRIPTION”** and against the same the option **“YES/ NO”** for voting. Select the option **YES** or **NO** as desired. The option **YES** implies that you assent to the Resolution and option **NO** implies that you dissent to the Resolution.

(xiii) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on **“SUBMIT”**. A confirmation box will be displayed. If you wish to confirm your vote, click on **“OK”**, else to change your vote, click on **“CANCEL”** and accordingly modify your vote.

(xv) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on **“Click here to print”** option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on **Forgot Password** & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **Note for Non Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. In case the same is not resolved, you may contact Mr. Raj Kumar Sehgal, GM (Legal) and Company Secretary, at the Corporate Office of the Company or at his email ID sehgal@ramavisionltd.com or call at 011-45349999.
- Note: Any person, who acquires shares and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 18th September, 2017 and who have not updated their PAN as also members who have not received the intimation of sequence number may obtain the login ID and sequence number by sending a request to helpdesk.evoting@cdslindia.com or delhi@linkintime.co.in. If PAN has been updated of such member then he/ she may follow the same instructions as mentioned above for e-voting.
- (xxi) Notice of the meeting is also displayed at www.ramavisionltd.com.
- (xxii) The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company.
- (xxiii) Ms. Ashu Gupta, of M/s. Ashu Gupta & Co., Company Secretaries (Membership No. 4123 and C.P. No. 6646) (Address: 204A, Second Floor, 23, S.B.I. Building, Opposite DLF Tower, Shivaji Marg, New Delhi 110015) has been appointed as scrutinizer for conducting the e-voting/ ballot process in the fair and transparent manner.
- (xxiv) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the e-voting facility.
- (xxv) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, and submit the same to the Chairman of the Meeting who shall countersign the same and declare the result of the voting forthwith.
- (xxvi) The results declared by the Chairman along with Consolidated Scrutinizer's Report shall be placed on the website of the Company www.ramavisionltd.com and on the website of CDSL www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIESACT, 2013

ITEM NO. 4:

Mr. Satish Jain was re-appointed as Managing Director of the Company for a period of five years w.e.f 01.07.2014 and his current tenure of the office will due for renewal on 30.06.2019.

Further, in the 25th Annual General Meeting held on 30th September, 2014, his remuneration was approved by shareholders for three years w.e.f 01.07.2014 to 30.06.2017.

The Board of Directors on the basis of recommendation of the Nomination and Remuneration Committee has fixed the remuneration for a remaining period of two years of his current tenure, i.e, from 01.07.2017 to 30.06.2019, subject to the approval of Shareholders of the Company in their ensuing Annual General Meeting.

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

Mr. Satish Jain may be deemed to be concerned or interested, financially or otherwise, to the extent of his shareholding in respect of increase in his remuneration. Mr. Arhant Jain, who is his relative and Whole Time Director of the Company and his relatives, to the extent of their shareholding interest in the Company, may be deemed to be concerned or interested, financially or otherwise in the increase in remuneration of Mr. Satish Jain.

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



The other information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is given below:			
I. General Information :			
1. Nature of Industry	The Company is involved in the trading of FMCG products.		
2. Date or expected date of commencement of commercial production	The Company was established in the year 1989 and has already commenced its business.		
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NotApplicable		
4. Financial Performance of the Company	Particulars	31.03.2017 (In Rs.)	31.03.2016 (In Rs.)
	Turnover	33,05,37,719	30,17,28,087
	PBT	(92,77,086)	(1,65,43,421)
	PAT	(61,85,307)	(1,14,87,828)
	Rate of Dividend Declared	NIL	NIL
5. Foreign investments or collaborations, if any	NIL		
II. Information about the appointee			
1. Background details	Mr. Satish Jain, aged 62 years, is a promoter of the Company. He was appointed as a Managing Director on 17th August, 1989. He has done B.E. in production Engineering. He is an eminent Industrialist having more than 39 years' experience in the Paper and Picture tube Industry.		
2. Past remuneration	Rs. 3,50,000/- (Rupees Three Lacs Fifty Thousand Only) per month		
3. Recognition or awards	NIL		
4. Job profile and his suitability	Subject to the superintendence, direction and control of the Board of Directors, Mr. Satish Jain is a technocrat and under his stewardship, the Company's distribution network is being expanding. He is responsible for the whole of the operations of the Company.		
5. Remuneration proposed	As mentioned in the notice, the remuneration payable has been approved by the Nomination and Remuneration Committee and the Board of Directors. His Salary will be Rs. 4,00,000/- 50,000/- 4,50,000/- per month including perquisites w.e.f. 01st July, 2017 for a period of Two (2) years. Apart from this, he shall also be entitled for other perquisites allowed under Schedule V, which shall not be considered for computation of ceiling limit of remuneration.		
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Commensurate with the size and the operations of the Company the profile of the appointee, the responsibilities shouldered on him and the industry bench marks, the remuneration proposed to be paid is reasonable to that of the similar other companies.		

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	No pecuniary relationship with the Company except the transactions with the related parties in the ordinary course of business. Mr. Satish Jain, Chairman and Managing Director and Mr. Arhant Jain, Whole Time Director are related to each other.
III. Other Information	
1. Reasons of loss or inadequate profits	The inadequacy of profits is due to cut throat competition in FMCG Sector, higher inflation & high level inventory of goods. All has resulted in lower profit margins of the Company.
2. Steps taken or proposed to be taken for improvement	The Company is trying to expand its distribution network by adding reputed brands in its existing line of trading business which could be sold with our existing organized distribution network to our existing retail outlets. With these steps the operations of the Company will be better in the coming years.
3. Expected increase in productivity and profits in measurable terms	There are signs of continuing growth in the Indian economy this will lead to improved purchasing power, which ultimately increase the profitability.
IV. Disclosures	
The requisite disclosure of remuneration packages etc. have been made in the Corporate governance Report.	
ANNEXURE TO THE NOTICE	
Details of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting, pursuant to Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements), 2015.	
Name of Director	Mr. Satish Jain
DIN	00052215
Date of Birth	11.11.1954
Date of Appointment	23.01.1989
Experience in Specific Functional Area	Mr. Satish Jain is an eminent Industrialist and has done Bachelor of Engineering. He is having more than 39 years of
Qualification	B.E. in production Engineering
Directorship in other Listed Company	Chemopulp Tissues Limited
Disclosure of relationships between Director inter-se	Mr. Satish Jain is a father of Mr. Arhant Jain, Whole Time Director There is no relationship between any other Directors of the Company.
Member (M) / Chairman (C) of committee of the Board of the Listed Companies on which he is a Director	<u>Audit Committee</u> Chemopulp Tissues Limited (M) <u>Stakeholder's Relationship Committee</u> Rama Vision Limited (M) <u>Nomination & Remuneration Committee</u> Rama Vision Limited (M)
Place : New Delhi Dated : 10.08.2017 Registered Office : Ward No. 3, Bareilly Road, Kichha, Distt. Udham Singh Nagar, Uttarakhand-263148.	For and on behalf of the Board Sd/- (RAJ KUMAR SEHGAL) G.M.(LEGAL) & COMPANY SECRETARY Membership No.: FCS-3234

PROXY FORM - FORM MGT-11

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014

RAMA VISION LIMITED

Regd Office: Ward no. 3, Bareilly Road, Kichha, Dist. Udham Singh Nagar, Uttrakhand-263148
 Corporate Office: Rama House, 23, Najafgarh Road Industrial Area, Shivaji Marg, New Delhi-110015
 Email: investor_relations@ramavisionltd.com; Website: www.ramavisionltd.com
 Phone: 011-45349999

CIN : L32203UR1989PLC015645

Name of the member(s) :

Registered Address :

E-mail ID :

Folio No./Client ID : DP ID :

I / We, being the member(s) of _____ Equity Shares of Rama Vision Limited, hereby appoint:

- 1) Name: _____ Address: _____
 Email: _____ Signature _____, or failing him / her
- 2) Name: _____ Address: _____
 Email: _____ Signature _____, or failing him / her
- 3) Name: _____ Address: _____
 Email: _____ Signature _____.

As my/or proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on Monday, the 25th day of September, 2017 at 12.30 p.m. at Hotel City Palace, Bareilly Bypass Road, Kichha, Distt. Udham Singh Nagar, Uttrakhand 263 148 in respect of the resolutions which are indicated below:

S. No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31 st March, 2017 including the Audited Balance Sheet as at 31 st March, 2017 and the statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon.		
2.	To appoint a Director in place of Mr. Satish Jain (DIN 00052215), who retires by rotation and being eligible, offers himself for re-appointment.		



3.	To appoint M/s Suresh Kumar Mittal & Co, Chartered Accountants (firm registration no. 500063N) as Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the 33rd Annual General Meeting in accordance with the provisions of Section 139 of the Companies Act, 2013 and rules there under at such remuneration as mutually agreed upon between the Board of Directors of the Company and the Auditors.		
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Special Business

4.	To revise the remuneration of Mr. Satish Jain, Managing Director of the Company.		
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Signed this day of 2017

Signature of Shareholder

Affix
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the resolution, explanatory statement and note, please refer to the notice of the 28th Annual General meeting.
3. *It is optional to put ' ' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against all or any of resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including details of member(s) in the above box before submission.

ATTENDANCE SLIP**RAMA VISION LIMITED**

Regd Office: Ward no. 3, Bareilly Road, Kichha, Dist. Udham Singh Nagar, Uttarakhand-263148
 Corporate Office: Rama House, 23, Najafgarh Road Industrial Area, Shivaji Marg, New Delhi-110015
 Email: investor_relations@ramavisionltd.com; Website: www.ramavisionltd.com
 Phone: 011-45349999

CIN : L32203UR1989PLC015645

28th ANNUAL GENERAL MEETING

DP ID*		Folio No.	
Client ID*		No. of Shares	

Name of the Member	
Name of the Proxy (To be filled only when a proxy attends the meeting)	

I hereby record my presence at the **28th ANNUAL GENERAL MEETING** of the Company held on **Monday, 25th September, 2017 at 12.30 p.m.** at Hotel City Palace, Bareilly Bypass Road, Kichha, Distt. Udham Singh Nagar, Uttarakhand 263 148.

 Member's / Proxy Signature

* Applicable for the members holding shares in electronic form

Notes:

1. Members/Proxy attending the meeting must complete this attendance slip and hand it over at entrance.
2. Shareholders are requested to bring their copy of Annual Report for reference at the meeting.