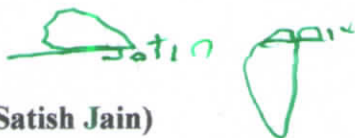


**FORM A**

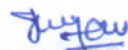
**Format of covering letter of the annual audit report to be filed with the stock exchanges**

1.	Name of the Company	Rama Vision Limited
2.	Annual Financial Statements	31 <sup>st</sup> March, 2014
3.	Type of Audit Report	Un-qualified
4.	Frequency of observation	Not Applicable

**For Rama Vision Limited**



**(Satish Jain)**  
**Managing Director**



**(Kamlesh Jain)**  
**Chief Financial Officer**



**(S.S.L. Gupta)**  
**Audit Committee Chairman**



**(O.P. Shroff)**  
**Partner – B. K. Shroff & Co., Auditor**



**25th ANNUAL REPORT  
2013-2014**

**RAMA VISION  
LIMITED**



## Board of Directors

### Chairman & Managing Director

Mr. Satish Jain

### Directors

Mr. Sudarshan Lal Baluja

Mr. S. S. L. Gupta

Mr. G. P. Agrawal

### Director-Marketing

Mr. Arhant Jain

### Company Secretary

Mr. Raj Kumar Sehgal

### Chief Financial Officer

Mr. Kamlesh Jain

### Auditors

M/s. B. K. Shroff & Co.

Chartered Accountants,

3/7-B, 1st Floor, Flat No. 4,

Asaf Ali Road,

New Delhi-110002

### Bankers

Syndicate Bank

West Punjabi Bagh Branch,

New Delhi-110026

### Registered Office:

Ward No. 3, Bareilly Road,

Kichha, Distt. Udham Singh Nagar,

(Uttarakhand)-263148.

Telephone No. : 05944-264263

### Corporate Office:

Rama House,

23, Najafgarh Road Industrial Area,

Shivaji Marg, New Delhi-110015

Tel. No. : 011-45349999

E-mail : investor\_relations@ramavisionltd.com

CIN : L32203UR1989PLC015645

### Registrar & Share Transfer Agent :

Link Intime India Pvt. Ltd.

44, Community Centre, 2nd Floor,

Naraina Industrial Area Phase-1,

New Delhi-110028

Tel. : 41410592, 93, 94

Fax : 41410591

E-mail : delhi@linkintime.co.in

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**NOTICE**

To the Members,

**NOTICE** is hereby given that the Twenty Fifth Annual General Meeting of the Members of Rama Vision Limited will be held on Tuesday, the 30<sup>th</sup> day of September, 2014 at 12.30 p.m. at Hotel Fortunne, Opposite Avas Vikas Gate, Bareilly Road, Kichha, Distt. Udham Singh Nagar, Ultrakhand 263 148 to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Profit & Loss Account for the Financial Year ended on that date together with the Directors' Report and Statutory Auditors' Report thereon.
2. To appoint Director in place of Mr. Arhant Jain, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s B. K. Shroff & Co, Chartered Accountants (firm registration no. 302166E) as Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting in accordance with the provisions of Section 139 of the Companies Act, 2013 and rules there under at such remuneration as shall be fixed by the Board of Directors of the Company.

**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** pursuant to provisions of Articles of Association of the Company and Section 196, 197 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to approval of other authorities including Central Government, if any, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Satish Jain as Managing Director in the category of KMP of the Company for a period of five years, with effect from 01<sup>st</sup> July, 2014 to 30<sup>th</sup> June, 2019, at a remuneration and on the terms and conditions, as set out in the Explanatory Statement to this resolution, with liberty to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee constituted by the Board) to alter and/or vary the terms and conditions of the said re-appointment in such form and manner or with such modification as the Board may deem fit.

**RESOLVED FURTHER THAT** in the event of any statutory amendment or modification or relaxation by the Central Government to Schedule V of the Companies Act, 2013 the Board of Directors be and is hereby authorized to vary or increase the remuneration, including salary, perquisites, allowances etc. to Mr. Satish Jain within such prescribed limit or ceiling as revised and on the terms and conditions of appointment as agreed between the Company and Mr. Satish Jain be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Company in the General Meeting.

**RESOLVED FURTHER THAT** Mr. Satish Jain shall be liable to retire by rotation and any re-appointment due to rotation shall not break his term as a Managing Director.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 196 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to approval of other authorities including Central Government, if any, the term of Mr. Arhant Jain, designated as Director-Marketing, a Whole Time Director, be and is hereby fixed for a period of 5 years w.e.f. 01.07.2014 to 30.06.2019 on the same terms and conditions and remuneration as already approved by the Remuneration Committee, Board of Directors and Shareholders in their respective meeting.

**RESOLVED FURTHER THAT** Mr. Arhant Jain shall be liable to retire by rotation and any re-appointment due to rotation shall not break his term as a Whole Time Director.



**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution.”

**6. 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sudarshan Lal Baluja, (holding DIN 00184997), who was appointed as a Director, liable to retire by rotation at this AGM and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 29<sup>th</sup> September, 2019, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution.”

**7. 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Govind Prasad Agrawal, (holding DIN 00008429), who was appointed as a Director, liable to retire by rotation at this AGM and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 29<sup>th</sup> September, 2019, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution.”

**8. 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Shyam Sundar Lal Gupta, (holding DIN 00044635), who was appointed as a Director and whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 29<sup>th</sup> September, 2019, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution.”

**9. 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Ms. Neha Gupta (holding DIN 06940206), who was appointed as an Additional Director with effect from 11<sup>th</sup> August, 2014 by the Board of Directors of the Company and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 29<sup>th</sup> September, 2019, not liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association, as placed before the meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 88, 92, 94 and all other applicable provisions of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to keep the Register of Members of the Company at the office of RTA, M/s Link Intime India Private Limited at their Delhi Office at 44, Community Centre, Phase-I, Near PVR, Naraina Industrial Area, New Delhi 110028.

**RESOLVED FURTHER THAT** the consent of the Company, be and is hereby accorded to keep the copies of Annual Return at the Corporate Office of the Company at Rama House, 23, Najafgarh Road Industrial Area, Shivaji Marg, New Delhi 110015.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution.”

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

“**RESOLVED THAT** in supersession of the earlier resolution passed in this regard and pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the appointment of Mr. Udit Jain as Executive-Business Development w.e.f. 01<sup>st</sup> August, 2014 on a remuneration and on the terms and conditions as set out in the Explanatory Statement annexed to the notice of the AGM with liberty to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee constituted by the Board) to alter and vary the terms and conditions of the said appointment in such form and manner or with such modification as the Board may deem fit and agreed to by Mr. Udit Jain.

**RESOLVED FURTHER THAT** in the event of any statutory amendment or modification or relaxation by the Central Government to Section 188 of the Companies Act, 2013 and Companies (Meetings of Board and its Powers) Rules, 2014, the Board of Directors be and is hereby authorized to vary or increase the remuneration, including salary, perquisites, allowances etc. to Mr. Udit Jain within such prescribed limit or ceiling as revised and on the terms and conditions of appointment as agreed between the Company and Mr. Udit Jain be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Company in the General Meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution.”

Place : New Delhi  
Dated : 11.08.2014

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

Sd/-

(**RAJ KUMAR SEHGAL**)  
**G.M.(LEGAL) & COMPANY SECRETARY**

Membership No.: FCS-3234



**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM MUST REACH AT COMPANY'S REGISTERED OFFICE NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS 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.
2. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at this AGM is annexed hereto.
3. Register of Members and Share Transfer Books will remain closed from 23<sup>rd</sup> September, 2014 to 30<sup>th</sup> September, 2014 (both days inclusive).
4. 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).
5. Pursuant to the requirement of Listing Agreement 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. Further as per the requirement of Schedule V, information about Mr. Satish Jain, who is proposed to be re-appointed as a Managing Director is given in the Explanatory Statements to the Notice.
6. 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.
7. 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 ready.
8. 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 (corresponding to Section 109A of the Companies Act, 1956). Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH. 13 duly filled in to M/s. Link Intime India Private Limited or at the Corporate / Registered Office of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
9. As per the Companies Act, 2013 and rules made there-under all documents to be sent to shareholders like General Meeting Notices (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report, etc. henceforth to the shareholders in electronic form, to the e-mail address provided by them and made available to us by the Depositories. The physical copies of the annual report will also be available at our Registered Office for inspection during office hours.  
  
Members are also 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).
10. The Company has designated an exclusive e-mail ID called **investor\_relations@ramavisionltd.com** for redressal of shareholder's complaints/grievances in case you have any unresolved grievances, then please write to us at **sehgal@ramavisionltd.com**

11. A copy of (a) the existing Articles of Association of the Company; (b) the Articles of Association incorporating the proposed alteration thereto and (c) Any other document referred to in the Notice thereto, will be available for inspection for the Members on any working day, except Sunday during 11.00 A.M. to 1.00 P.M. up to the date of Annual General Meeting at the Registered Office of the Company.
12. Electronic copy of the annual report for 2014 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes 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 annual report for 2014 is being sent in the permitted mode.
13. Members may please note that the Notice of the 25<sup>th</sup> Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website [www.ramavisionltd.com](http://www.ramavisionltd.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. 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.
14. In compliance of Clause 35B of Listing Agreement, members are hereby informed that if any member does not have access to e-voting facility may write to the Company Secretary of the Company at the Corporate Office of the Company or may also mail to [sehgal@ramavisionltd.com](mailto:sehgal@ramavisionltd.com) asking for Ballot Form to cast the vote.

**15. VOTING THROUGH ELECTRONIC MEANS**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, and Clause 35B of Listing Agreement the Company is pleased to provide its members the facility to exercise their right to vote at the 25<sup>th</sup> 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 Instructions for members for voting electronically are as follows:**

**(A) In case of members receiving e-mail:**

- (a) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (b) Click on "Shareholders" tab
- (c) Now enter your user ID

**(i) For CDSL : 16 Digit beneficiary ID**

**(ii) For NSDL : 8 Character DP ID followed by 8 Digits Client ID**

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

- (d) Next enter the Image Verification as displayed and **Click on Login**.
- (e) If you are holding shares in Demat form and have already voted earlier on [www.evotingindia.com](http://www.evotingindia.com) for any Company, then use your existing login ID and password.
- (f) If you are a first time user, then follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in <b>CAPITAL LETTER</b> followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. Eg If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field
	Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in <b>CAPITAL LETTER</b> followed by 8 digit CDSL/ NSDL Client ID. For example: in case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234.





DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records the said demat account or folio.
<p># Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on 29<sup>th</sup> August, 2014 in the Dividend Bank details field.</p> <p>(g) After entering these details appropriately, click on “<b>SUBMIT</b>” tab.</p> <p>(h) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach '<b>Password Creation</b>' 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. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.</p> <p>(i) Now, select the Electronic Voting Sequence Number - “140809011” along with “<b>RAMA VISION LIMITED</b>” from the drop down menu and click on “SUBMIT”.</p> <p>(j) On the voting page, you will see <b>Resolution Description</b> and against the same the option “<b>YES/NO</b>” for voting. Select the option <b>YES</b> or <b>NO</b> as desired. The option <b>YES</b> implies that you assent to the Resolution and option <b>NO</b> implies that you dissent to the Resolution.</p> <p>(k) Click on the “<b>Resolutions File Link</b>” if you wish to view the entire Resolutions.</p> <p>(l) After selecting the resolution you have decided to vote on, click on “<b>SUBMIT</b>”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “<b>CANCEL</b>” and accordingly modify your vote.</p> <p>(m) Once you “<b>CONFIRM</b>” your vote on the resolution, you will not be allowed to modify your vote.</p> <p>(n) You can also take out print of the voting done by you by clicking on “<b>Click here to print</b>” option on the Voting page.</p> <p>(o) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification Code click on Forgot Password &amp; enter the details as prompted by the system.</p> <p>Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <a href="https://www.evotingindia.co.in">https://www.evotingindia.co.in</a> and register themselves as Corporate.</p> <p>They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>.</p> <p>After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.</p> <p>The list of accounts should be mailed to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> and on approval of the accounts they would be able to cast their vote.</p> <p>They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.</p> <p><b>(B) In case of members receiving the physical copy:</b> Please follow all steps from sl. no. (a) to sl. no. (o) above to cast vote.</p> <p><b>(C)</b> The voting period begins on 09.30 am on 22<sup>nd</sup> September, 2014 and ends on 06.00 pm on 24<sup>th</sup> September, 2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the 29<sup>th</sup> August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares.</p>	

- (D) 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 process in the fair and transparent manner
- (E) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call CDSL Toll Free No. 1800 200 5533 or to the Registrar & Share transfer Agent, Link Intime India Pvt. Ltd. at 011-41410592-93-94 or write an email to [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in).
- (F) The result of voting will be announced by the Chairman of the meeting on or after the 25<sup>th</sup> AGM to be held on Tuesday, 30<sup>th</sup> September, 2014. The result of the meeting will be communicated to the Stock Exchanges and will be placed on the website of [www.cdslindia.com](http://www.cdslindia.com) and [www.ramavisionltd.com](http://www.ramavisionltd.com).

**EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 4:**

Mr. Satish Jain was re-appointed as Managing Director of the Company for a period of Five (5) years w.e.f. 17<sup>th</sup> August, 2009 to 16<sup>th</sup> August, 2014. The Board of Directors of the Company at its meeting held on 28<sup>th</sup> May, 2014 has reappointed him as Chairman and Managing Director of the Company in the category of KMP for a further period of Five years w.e.f. 01<sup>st</sup> July, 2014 on remuneration as approved by the Nomination and Remuneration Committee for a period of Three (3) Years, as set out below:

1. **SALARY:** Rs. 3,00,000/- 50,000/- 3,50,000/- per month including perquisites w.e.f. 01<sup>st</sup> July, 2014 for a period of Three (3) years but the appointment shall be for a period of Five (5) years.

**A. OTHER PERQUISITES:**

In addition to the above, the Managing Director shall be entitled to the following perquisites that shall not be included in the computation of the ceiling on remuneration mentioned under point "1" above.

1. Company's Contribution towards Provident Fund, Superannuation Fund or Annuity Fund, not exceeding 27% of remuneration, which will not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income-Tax Act.
2. Gratuity payable, as per Rules of the Company.
3. 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.

Further he shall be liable to retire by rotation and any re-appointment due to rotation shall not break his term as a Managing Director.

The statement containing information as required under Schedule V of the Companies Act, 2013 is annexed to the notice.

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

Mr. Satish Jain may be deemed to be concerned or interested, financially or otherwise, to the extent of his shareholding in respect of his appointment as a Chairman and Managing Director. Mr. Arhant Jain, who is his relative and Whole time Director of the Company and their relatives, to the extent of their shareholding interest in the Company, may be deemed to be concerned or interested, financially or otherwise in the appointment of Mr. Satish Jain.

Save and except the above, 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.



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 production	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	Not Applicable		
4. Financial Performance	Particulars	31.03.2014 (In Rs.)	31.03.2013 (In Rs.)
	Turnover	333,090,264	295,147,429
	PBT	3,611,756	4,167,871
	PAT	2,258,561	395,626
	Rate of Dividend Declared	NIL	NIL
5. Foreign investments or collaborations, if any	Not Applicable		
II. Information about the appointee			
1. Background details	Mr. Satish Jain aged about 60 years was appointed as a Managing Director on 17 <sup>th</sup> August, 1989. He has done B.E. in production Engineering. He is an eminent Industrialist having more than 36 years experience in the Paper and Picture tube Industry.		
2. Past remuneration	Rs. 2,50,000/- 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 operations are increasing at a constant pace. 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. 3,00,000/- - 50,000/- - 3,50,000/- per month including perquisites w.e.f. 01 <sup>st</sup> July, 2014 for a period of Three (3) 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.		

<b>RAMA VISION LIMITED</b>	
7. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personal, 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.
<b>III. Other Information</b>	
1. Reasons of loss or inadequate profits	The inadequacy of profits is due to cut throat competition, in FMCG Sector, higher inflation, depreciation of Indian rupee. 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 increase its operations by increasing penetrations of its products in the retail outlets of all major cities. The result of these steps and other initiative will be seen in the coming years.
3. Expected increase in productivity and profits in measurable terms	There are signs of revival in economic activity which should lead to improved productivity, which enables increased profits.
<b>IV. Disclosures</b>	
The requisite disclosure of remuneration packages etc. have been made in the Corporate governance Report.	
<p><b>ITEM NO. 5:</b></p> <p>Mr. Arhant Jain, Director-Marketing was appointed as a Whole Time Director in the 20<sup>th</sup> Annual General Meeting held on 18<sup>th</sup> September, 2009 w.e.f. 25.05.2009, as a permanent Director, without any limitation to tenure. But now as per the requirement of Section 196 of the Companies Act, 2013, no Company shall appoint or re-appoint any person as its Managing Director, Whole Time Director or Manager for a term exceeding 5 years at a time. So the Board of Directors of the Company has fixed the term of Mr. Arhant Jain, Whole Time Director for a period of 5 years w.e.f. 01.07.2014 to 30.06.2019.</p> <p>Further he shall be liable to retire by rotation and any re-appointment due to rotation shall not break his term as a Whole Time Director.</p> <p>The Board recommends adoption of the resolution set out in Item No. 5 as a Special Resolution.</p> <p>Mr. Arhant Jain may be deemed to be concerned or interested, financially or otherwise, to the extent of his shareholding in respect of his appointment as a Whole Time Director. Mr. Satish Jain, who is his relative and Chairman and Managing Director of the Company and their relatives, to the extent of their shareholding interest in the Company, may be deemed to be concerned or interested, financially or otherwise in the appointment of Mr. Arhant Jain.</p> <p>Save and except the above, 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.5.</p> <p><b>ITEM NO. 6 &amp; 7:</b></p> <p>Mr. Sudarshan Lal Baluja and Mr. Govind Prasad Agrawal are Non-Executive (Independent) Directors and retire by rotation at the ensuing AGM under the erstwhile applicable provisions of the Companies Act, 1956. Mr. Sudarshan Lal Baluja and Mr. Govind Prasad Agrawal held the position of Director for more than 5 (five) years and in terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Baluja and Mr. Agrawal being eligible and seeking re-appointment, are proposed to be appointed as an Independent Director for a term of 5 (five) years with effect from 30<sup>th</sup> September, 2014, not liable to retire by rotation.</p> <p>Mr. Baluja and Mr. Agrawal are not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given their consent in writing to act as Director in Form DIR-2. The Company</p>	



has also received a declaration to the effect that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under the Clause 49 of the Listing Agreement.

The Company has received notices in writing from members alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Baluja and Mr. Agrawal for the office of Independent Directors of the Company.

In the opinion of the Board, Mr. Baluja and Mr. Agrawal fulfill the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as an Independent Directors of the Company and are independent of the management.

Brief resume of Mr. Baluja and Mr. Agrawal, names of Companies in which they hold directorship and membership / chairmanship of Board Committees, are provided in the statement giving details under Clause 49 of the Listing Agreement with Stock Exchange in respect of Directors proposed to be appointed / re-appointed annexed to this Notice.

The Board recommends adoption of the resolution set out in Item No. 6 and 7 as an Ordinary Resolution.

Except Mr. Sudarshan Lal Baluja and Mr. Govind Prasad Agrawal, being appointees and their relatives to the extent of their shareholding, 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. 6 and 7.

**ITEM NO. 8:**

Mr. Shyam Sundar Lal Gupta is a Non-Executive (Independent) Director and whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. Mr. Shyam Sundar Lal Gupta held the position of Director for more than 10 (ten) years and in terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Gupta being eligible and seeking re-appointment, is proposed to be appointed as an Independent Director for a term of 5 (five) years with effect from 30<sup>th</sup> September, 2014, not liable to retire by rotation.

Mr. Gupta is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent in writing to act as Director in Form DIR-2. The Company has also received a declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under the Clause 49 of the Listing Agreement.

The Company has received a notice in writing from a member, alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Gupta for the office of Independent Director of the Company.

In the opinion of the Board, Mr. Gupta fulfils the conditions specified in the Companies Act, 2013 and rule made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Brief resume of Mr. Gupta, names of Companies in which he holds directorship and membership / chairmanship of Board Committees, are provided in the statement giving details under Clause 49 of the Listing Agreement with Stock Exchange in respect of Directors proposed to be appointed / re-appointed annexed to this Notice.

The Board recommends adoption of the resolution set out in Item No. 8 as an Ordinary Resolution.

Except Mr. S S L Gupta, being an appointee and his relatives to the extent of their shareholding, 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. 8.

**ITEM NO. 9:**

As per the provisions of Section 149 (1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and amended Clause 49 of the Listing Agreement, the Company shall have atleast one Woman Director on the Board of the Company.

Keeping in the view the above provision the Board of Directors has appointed Ms. Neha Gupta as an Additional Director with effect from 1<sup>st</sup> August, 2014 pursuant to provisions of Section 161 of the Companies Act, 2013 and in accordance with said provisions she will hold office up to the date of ensuing AGM.

Ms. Neha Gupta is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given her consent in writing to act as a Director in Form DIR-2. The Company has also received a declaration to the effect that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under the Clause 49 of the Listing Agreement.

The Company has received a notice in writing from a member, alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing the candidature of Ms. Neha Gupta for the office of Independent Director of the Company.

In the opinion of the Board, Ms. Neha Gupta fulfils the conditions specified in the Companies Act, 2013 and rule made thereunder for her appointment as an Independent Director of the Company and is independent of the management.

Brief resume of Ms. Neha, names of Companies in which she holds directorship and membership / chairmanship of Board Committees, are provided in the statement giving details under Clause 49 of the Listing Agreement with Stock Exchange in respect of Directors proposed to be appointed / re-appointed annexed to this Notice.

The Board recommends adoption of the resolution set out in Item No. 9 as an Ordinary Resolution.

Except Ms. Neha Gupta, being an appointee and her relatives to the extent of their shareholding, 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. 9.

**ITEM NO.10:**

The Articles of Association of the Company as presently in force were last modified in the year 2013. The existing Articles are based on Companies Act, 1956 and several regulations in the existing Articles contain references to the specific sections of the Companies Act, 1956 and some regulation in the existing Articles are no longer in conformity with the new law i.e., Companies Act, 2013 (the Act).

Some sections of the Act were notified on 12<sup>th</sup> September, 2013 followed by some more sections on 26<sup>th</sup> March, 2014. With the coming into force of the Act several regulations of the existing articles requires alteration or deletion. Given this position, it is considered just and expedient to wholly replace the existing articles by a new set of Articles.

The proposed new draft articles are being uploaded on the Company's website for perusal by the Shareholders.

The Board recommends adoption of the resolution set out in Item No. 10 as a Special Resolution.

None of the 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. 10.

**ITEM NO. 11:**

As per the requirement of Section 94 of the Companies Act, 2013, the Register of Members maintained under Section 88 and copies of Annual Return under Section 92 are required to be kept at the Registered Office of the Company. But the same may be kept at any other place in India, where more than 1/10<sup>th</sup> of the members resides.

So, for the sake of operational convenience, the Register of Members of the Company is proposed to be kept at the Delhi office of RTA and copies of Annual Return of the Company are proposed to be kept at the Corporate Office of the Company at Delhi.



The Board recommends adoption of the resolution set out in Item No. 11 as a Special Resolution.

None of the 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. 11.

**ITEM NO. 12:**

The Board of Directors of the Company has appointed Mr. Udit Jain as "Executive- Business Development" in their meeting held on 18<sup>th</sup> May, 2012 w.e.f. 01<sup>st</sup> May 2012 and the same has also been approved by the Shareholder in the 23<sup>rd</sup> Annual General Meeting at a monthly remuneration as approved by the Shareholders. Further his remuneration was modified in the 24<sup>th</sup> Annual General Meeting of the Company.

In terms of provisions of Section 188 of the Companies Act, 2013 and rules made thereunder, prior approval of the Company is required in case of related party's appointment to any office or place of profit in the Company.

The Board of Directors of the Company at its meeting held on 1<sup>st</sup> August, 2014 has decided to re-appoint him as "Executive-Business Development" w.e.f. 01<sup>st</sup> August, 2014 at a remuneration as recommended and approved by the Nomination and Remuneration Committee and Audit Committee of the Board considering his experience and expertise, as set out below:

Remuneration: ₹ 80,000 - 30,000 - 2,50,000 - with annual increment on 1<sup>st</sup> August every year.

In addition to remuneration as mentioned above Mr. Udit Jain will also be entitled to following other benefits as per rules of the Company, subject to the condition that total of amount payable to Mr. Udit Jain shall not exceed ₹ 2,50,000/- per month at any point of time:

- (a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961,
- (b) Gratuity as per the provisions of Payment of Gratuity Act / Company's policy.
- (c) Encashment of leave as per Company policy.
- (d) Medical reimbursement maximum of ₹ 15000/- p.a.
- (e) Use of Company Car for official use.
- (f) Bonus as per Payment of Bonus Act.

The Board recommends adoption of the resolution set out in Item No. 12 as a Special Resolution.

Mr. Udit Jain may be deemed to be concerned or interested, financially or otherwise, to the extent of his shareholding in respect of his appointment as a Executive-Business Development. Mr. Satish Jain and Mr. Arhant Jain, who are his relative and Whole time Directors of the Company and their relatives, to the extent of their shareholding interest in the Company, may be deemed to be concerned or interested, financially or otherwise in this resolution.

**ANNEXURE TO THE NOTICE**

Information as required under Clause 49 (IV) (G) of the Listing Agreement with respect to the Directors who are retiring by rotation and being eligible seeking re- appointment is as under:

Name of Director	Mr. Satish Jain	Mr. Arhant Jain	Mr. S. L. Baluja	Mr. G. P. Agrawal	Mr. S S L Gupta	Ms. Neha Gupta
DIN	00052215	00885159	00184997	00008429	00044635	06940206
Date of Birth	11.11.1954	13.10.1984	14.04.1925	09.11.1954	28.09.1933	31.12.1988
Date of Appointment	23.01.1989	25.05.2009	21.12.1989	31.01.2006	24.03.1993	11.08.2014
Experience in Specific Functional Area	Mr. Satish Jain is an eminent Industrialist and has done Bachelor of Engineering. He is having more than 36 years of experience in the Paper and Picture tube Industry.	Mr. Arhant Jain has completed his Management Course in "Corporate Strategy and Governance" from University of Nottingham, United Kingdom and having more than 8 years of experience in the field of Marketing and other allied field.	Mr. S. L. Baluja is a retired Chairman and Managing Director of Punjab National Bank and has over 60 years of experience in service on a reputed position. Presently he is a consultant for Banking and Finance matters.	Mr. G.P. Agrawal has got more than 30 years of experience in the field of Corporate Affairs, Project Financing, Capital Market, Company Law and other legal matters in Private Sector. He has handled public/ rights issue for a number of Companies and successfully raised funds for many projects like Textiles, Papers, and Picture Tubes etc.	Mr. S.S.L. Gupta is an advocate by profession and has also done his MBA in finance. He had worked with IFCI Limited and retired from the post of legal advisor. He is having a rich experience of about 50 years in the field of law and finance.	Ms. Neha Gupta is a Company Secretary by profession. She is a Practising Company Secretary and a consultant to good reputed clients in the legal, secretarial and finance field.
Qualification	B.E. in production Engineering	Diploma in Marketing Management	B.A., C.A.I.I.B	FCS, LL.B	M.Com, LL.B, MBA (Finance), C.A.I.I.B.	B.Com, ACS
Directorship in other public company	1. Chemopulp Tissues Limited 2. RVL Exim Limited	1. RVL Exim Limited	Nil	1. Margo Finance Limited 2. Yartex Exports Limited 3. Almondz Finanz Limited 4. Avonmore Capital & Management Services Limited	1. Instapower Limited 2. Avonmore Capital & Management Services Limited	Nil



				5. Almondz Global- Infra Consultant Limited 6. Almondz Wealth Advisors Ltd:		
Member (M) Chairman (C) of committee of the Board of the Public Limited Companies on which he is a Director	<u>Stakeholder's Relationship Committee</u> Rama Vision Limited (M)	Nil	<u>Audit Committee</u> Rama Vision Limited (M) <u>Nomination and Remuneration Committee</u> Rama Vision Limited (M) <u>Stakeholder's Relationship Committee</u> Rama Vision Limited (M)	<u>Audit Committee</u> Rama Vision Limited (M) Avonmore Capital & Management Services Limited (M) Almondz Finanz (M) <u>Nomination and Remuneration Committee</u> Rama Vision Limited (C) Avonmore Capital & Management Services Limited (M) <u>Stakeholder's Relationship Committee</u> Avonmore Capital & Management Services Limited (C)	<u>Audit Committee</u> Rama Vision Limited (C) Avonmore Capital & Management Services Limited(M) <u>Nomination and Remuneration Committee</u> Rama Vision Limited (M) Avonmore Capital & Management Services Limited (M) <u>Stakeholder's Relationship Committee</u> Rama Vision Limited (M)	Nil

Place : New Delhi  
Dated : 11.08.2014

**Registered Office:**  
Ward No. 3, Bareilly Road, Kichha,  
Distt. Udham Singh Nagar, Uttrakhand -263 148

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

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



**DIRECTOR'S REPORT**

**Dear Shareholder,**

The Directors of your Company have pleasure in presenting the Twenty Fifth Annual Report together with the Audited Statements of Accounts and the Auditors' Report of your Company for the Financial Year ended on 31st March, 2014. The summarized financial performance for the year ended 31st March, 2014 is as follows:

**FINANCIAL PERFORMANCE****(Rs. in Lacs)**

<b>Particulars</b>	<b>Current Year</b>	<b>Previous Year</b>
Net Sales / Income from operations (including Excise)	<b>3330.90</b>	2951.47
Other Income	<b>3.34</b>	14.69
Total Expenditure	<b>3234.51</b>	2877.77
Gross Profit before Interest, Depreciation and Taxation	<b>99.73</b>	88.39
Interest	<b>24.33</b>	8.26
Gross Profit after Interest but before Depreciation and Taxation	<b>75.40</b>	80.13
Provision for Depreciation	<b>39.28</b>	38.45
Profit / (Loss) before taxation	<b>36.12</b>	41.68
Provision for Taxation (net of MAT credit)	<b>13.53</b>	37.72
Net Profit	<b>22.59</b>	3.96

**OPERATIONS**

Your Company has seen an overall growth in turnover from its business during the year. During the Current Financial Year the Company has achieved a turnover of Rs. 3330.90 Lacs as against the turnover of Rs. 2951.47 Lacs in the Previous Year. The net profit of the Company has also increased from last year. It is Rs. 22.59 Lacs in the current year as against Rs. 3.96 Lacs in the Previous Year.

Your Company is working hard to improve its operations by increasing penetration of its products in retail outlets of all major Cities.

**DIVIDEND**

Your Directors have not recommended any dividend for the year under review.

**FIXED DEPOSITS**

The Company has not accepted any Fixed Deposits during the year under review.

**STOCK EXCHANGE & LISTING FEES**

The Company's Equity Shares at present are listed at Bombay Stock Exchange Limited, Mumbai. It may be noted that there are no payments outstanding to the Stock Exchange by way of listing fees, etc.

**BOARD OF DIRECTORS**

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Arhant Jain is liable to retire by rotation and being eligible offer himself for re-appointment.

Ms. Neha Gupta was appointed as an Additional Director on the Board of the Company in the category of Independent Director w.e.f. 11.08.2014. Her office of Director shall expire on the conclusion of the forthcoming Annual General Meeting of the Company. She is proposed to be appointed as Independent Director for five consecutive years from 30<sup>th</sup> September, 2014 to 29<sup>th</sup> September, 2019 in accordance with Section 149 of the Companies Act, 2013.

Mr. Sudarshan Lal Baluja, Mr. Govind Prasad Agrawal and Mr. Shyam Sundar Lal Gupta, Non-Executive Directors of the Company and Independent Directors as per Clause 49 of the Listing Agreement. They are proposed to be appointed as Independent Directors for five consecutive years from 30<sup>th</sup> September, 2014 to 29<sup>th</sup> September, 2019 in accordance with Section 149 of the Companies Act, 2013.



Notices have been received from members proposing the aforesaid four Directors as candidates for the office of Director of the Company. In the opinion of the Board, aforesaid persons fulfil the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as Independent Directors of the Company and are independent of the management. The Board considers that their continued association would be of immense benefit to the Company. Accordingly, the Board recommends appointment of Mr. Sudarshan Lal Baluja, Mr. Govind Prasad Agrawal, Mr. Shyam Sundar Lal Gupta and Ms. Neha Gupta as Independent Directors, not liable to retire by rotation, for the approval by the shareholders of the Company.

#### **AUDITORS**

M/s B.K. Shroff & Co., Chartered Accountants, having its office at 3/7-B, Asaf Ali Road, 1<sup>st</sup> Floor, Flat No. 4, New Delhi 110 002, the Statutory Auditors of the Company will retire at the ensuing Annual General meeting of the Company. The Company has received a certificate from the Statutory auditors to the effect that their re-appointment, if made, would be eligible under Section 141 of the Companies Act, 2013.

Your Directors recommends their re-appointment as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of 26<sup>th</sup> Annual General Meeting.

#### **AUDITORS' REPORT**

The observations of the auditors made in their report are self-explanatory and therefore, in the opinion of your Directors, do not call for further comments.

#### **PARTICULARS OF EMPLOYEES**

There was no employee during the year under review whose particulars are required to be given pursuant to Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

#### **MANAGEMENT DISCUSSION AND ANALYSIS**

##### **Overview and Industry Structure and Developments:**

The Indian FMCG sector is the largest sector in the economy. Penetration level as well as per capita consumption in most product categories like Mother & Baby care products and ready to eat food etc. in India is growing day by day and there is a good Market Potential. Accordingly, the Company expects a good growth in the sale of products of Mother & Baby care and food products.

##### **OPPORTUNITIES AND THREATS**

###### **Opportunities**

Your Company has to go through different stages from conceptualization of the product to its launch in the market. It doesn't end there. The Company will always like to expand its business by entering into new products, increasing the distribution footprint, and the sellout by effective marketing techniques/activities in the fast changing scenario.

###### **Threats**

High Inflation and economic instability followed by devaluation of Indian rupee are the major concerns of our business.

###### **Product wise performance**

The Company is presently dealing mainly in two products lines. One is Mother & Baby care products and the second is food products. In both the products Lines Company is striving to increase its turnover.

###### **Outlook**

There are abundant opportunities available in the Indian market where your Company through its distribution network can deliver its products in the market. Your Company is continuously finding more and more retail outlets by entering into various cities of every State, where the products of your Company can penetrate. This will ultimately increase the turnover / operations of the Company.

###### **Risks and Concerns**

The Risk Management Committee comprising of Senior Executives periodically reviews risks & concerns and required actions are taken on their suggestions to mitigate the same.

**Internal Control Systems and their adequacy**

The Company maintains a system of Internal Control including suitable monitoring procedures. The Internal Control System is supplemented by an exhaustive program of internal audits and said audits are then reviewed by Audit Committee from time to time.

**Development in HR**

Your company has laid emphasis on improving the skills of its human resources towards achieving better performance & improving quality. Your Company has always emphasized on the principle that Human Resources are the best Assets for Organization. Thus we keep on investing in them through modern trainings and seminars.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

Information in accordance with Section 217 (1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988 is given in Annexure 'A' forming part of this report. The particulars as required under the provisions of Section 217(1)(e) of the Companies Act, 1956 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the company during the year under review.

**REPORT ON CORPORATE GOVERNANCE**

A report on Corporate Governance as stipulated in Clause 49 of the Listing Agreement is given in **Annexure 'B'** which forms a part of the Director's Report.

**DISCLOSURES UNDER SECTION 217(1)(D) OF THE COMPANIES ACT, 1956**

Except as disclosed elsewhere in the report, there have been no material changes and commitments which can affect the financial position of the Company occurred between the end of financial year of the Company and date of this report.

**DIRECTORS RESPONSIBILITY STATEMENT**

In terms of section 217 (2AA) of the Companies Act, 1956 the Directors hereby confirms that:

- (i) In the preparation of Annual Accounts, applicable Accounting Standards have been followed alongwith proper explanation related to material departures;
- (ii) The Directors have selected Accounting Policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the Profit or Loss of the Company for that period;
- (iii) The Directors have taken proper and sufficient care for the maintenance of adequate Accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) The Directors have prepared the annual accounts on a going concern basis.

**ACKNOWLEDGEMENT**

The Board placed on record its appreciation for the valuable support and cooperation of the principals, distributors, dealers, customers who have shown their interest and confidence in our products. The Board also placed on record its appreciation for valuable support and co-operation of suppliers, shareholders, banks, management team and the entire work force for their commitment and look forward to their continued support in future.

Place : New Delhi  
Dated : 11.08.2014

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

Sd/-

**SATISH JAIN**  
**(CHAIRMAN OF THE COMPANY)**  
DIN: 00052215



### **ANNEXURE "A" TO THE DIRECTORS' REPORT**

Particulars as required under Companies (Disclosure of Particulars in the Report of Directors) Rules, 1988 and forming part of Directors' Report for the Financial Year ended on 31<sup>st</sup> March, 2014.

#### **I. Research & Development (R & D) :**

(a) Specific areas in which R & D carried out by the Company	-	None
(b) Benefits derived as a result of the above R & D	-	None
(c) Further plan of action	-	None
(d) Expenditure on R & D	-	Nil

#### **II. Technology Absorption, Adoption & Innovation:**

(a) Efforts in brief made towards technology	-	Nil
(b) Absorption, Adoption and Innovation Benefit derived as a result of above efforts	-	None
(c) Particulars of Technology imported during last 5 years	-	None

#### **III. Foreign Exchange Earnings and Outgo :**

(Rs. In lacs)

	<b><u>Current Year</u></b>	<b><u>Previous Year</u></b>
<u>Total Foreign Exchange used &amp; earned:</u>		
Foreign Exchange used (FOB) for goods trading	<b>189.29</b>	273.49
Foreign Exchange used (FOB) for Travelling	<b>5.42</b>	9.50
Foreign Exchange earned	<b>2.27</b>	11.73

**Annexure-B**

**REPORT ON CORPORATE GOVERNANCE  
(PURSUANT TO CLAUSE 49 TO THE LISTING AGREEMENT)**

**COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Your Company is committed to the standards of Good Corporate Governance and adopted the principles of Good Corporate Governance in line with the requirements of the Corporate Practices enumerated in Clause 49 of the Listing Agreement entered into by the Company with the Bombay Stock Exchange. The Company aims to achieve greater transparency by making adequate disclosures and enhancing long term economic value of its Shareholders, while giving equal respect to society at large.

Given below is a brief report by the Director(s) on the practices followed at RAMA VISION LIMITED to strive towards achievement of goal of Good 'Corporate Governance'.

**I. BOARD OF DIRECTORS****Composition and size of the Board**

As on 31.03.2014 the strength of Board is Five Directors which comprises of Two Promoter / Executive Director, one being the Chairman and Managing Director and other is Director - Marketing and three Non - Executive Directors, all the three Directors are Independent Directors. All the directors are proficient in their own field and bring with them decade(s) of experience in the areas of Finance, Law, Management, Corporate Practices and General Administration. The Independent Directors do not have any pecuniary relationship or transactions with the company, promoters, and management, which may affect independence or judgment of the Directors in any manner.

**Number of board meetings held**

During the year Five Board Meetings were held on 21.05.2013, 30.05.2013, 12.08.2013, 11.11.2013 and 06.02.2014.

**STATEMENT OF ATTENDANCE OF DIRECTORS AT THE BOARD MEETING LAST ANNUAL GENERAL MEETING AND NUMBER OF OTHER DIRECTORSHIP AND COMMITTEE MEMBERSHIP AS ON 31<sup>st</sup> MARCH, 2014.**

NAME OF DIRECTOR	DESIGNATION	CATEGORY OF DIRECTORS	NO. OF BOARD MEETINGS ATTENDED	ATTEND-ANCE OF THE LAST AGM	NO. OF OTHER DIRECTOR-SHIPS	NO.OF CHAIRMANSHIP/ MEMBERSHIP OF OTHER BOARD/COMMITTEES		NO. OF SHARES HELD
						CHAIRMANSHIP	MEMBERSHIP	
*Mr. Satish Jain	Chairman & Managing Director	Executive & Non-Independent	05	YES	03	NIL	NIL	689183
*Mr. Arhant Jain	Director-Marketing	Executive & Non Independent	05	YES	01	NIL	NIL	448105
Mr. S. L. Baluja	Director	Independent	04	NO	NIL	NIL	NIL	NIL
Mr. S. S. L. Gupta	Director	Independent	05	YES	02	NIL	01	NIL
Mr. G. P. Agrawal	Director	Independent	05	YES	09	NIL	02	10

\*Mr. Satish Jain is the father of Mr.Arhant Jain. No other Director is related to the other Director.

For the purpose of Committee positions only Audit Committee and Shareholders' / Investors' Grievance Committee have been taken in to account.

None of the Directors on the Board is a member of more than 10 committees and / or act as Chairman of more than 5 committees across all the public companies in which they are Directors.

**II. AUDIT COMMITTEE****Terms of Reference**

The role and terms of reference of the Audit Committee have been updated to be in line with the revised Clause 49 II (C) & (D) of the Listing Agreement and Companies Act besides other terms as may be referred by the Board of Directors. The said Committee reviews reports of the Internal Auditors, meets Statutory Auditors and Internal



Auditors periodically to discuss their findings and suggestions, internal control system, scope of audit, observations of the auditors and other related matters and reviews major Accounting policies followed by the Company. The Minutes of the Audit Committee meetings are circulated to and taken note by the Board of Directors.

**Composition**

The Audit Committee comprises of three Independent Non-Executive Directors viz., Mr. S.S.L. Gupta, Mr. S.L. Baluja and Mr. G.P. Agrawal. All the members have extensive financial and accounting knowledge and the Chairman Mr. S.S.L. Gupta, M. Com., M.B.A. (Finance), LL.B has an expert knowledge in the fields of Accounting & Financial Management. He is an Ex-Legal Advisor of IFCI Limited and has a rich experience of around 52 years in the field of Law, Finance and Banking.

**Meetings and attendance of members during the period**

During the year under review, Four (4) meetings of the Audit Committee were held on 30.05.2013, 12.08.2013, 11.11.2013 and 06.02.2014. The attendance of the Committee members during the period is as under:-

S. No.	Name	Designation	Date of Meeting & Attendance			
			30.05.2013	12.08.2013	11.11.2013	06.02.2014
1.	Mr. S.S.L. Gupta	Chairman	Yes	Yes	Yes	Yes
2.	Mr. S.L. Baluja	Member	Yes	Yes	Yes	Yes
3.	Mr. G.P. Agrawal	Member	Yes	Yes	Yes	Yes

The Company Secretary acts as the Secretary to the Audit Committee. The Chairman of all the above said meetings was Sh. S.S.L. Gupta.

**III. REMUNERATION COMMITTEE**

The Committee was constituted on 28<sup>th</sup> May, 2004 to exercise all powers specified in the Companies Act, 1956 and the Listing Agreement with the Stock Exchange. The Remuneration Committee comprised of three Non-Executive Independent Directors viz., Mr. S.S.L. Gupta, Mr. S.L. Baluja and Mr. G.P. Agrawal (Chairman). No meeting of Remuneration Committee was held during the year. The Company Secretary of the Company is the Secretary of the Committee.

**Details of remuneration paid to Directors for the period from 01.04.2013 to 31.03.2014**

Mr. Satish Jain, Managing Director, was re-appointed as Managing Director for 5 years with effect from 17<sup>th</sup> August, 2009. Mr. Arhant Jain was appointed whole time Director designated as Director - Marketing w.e.f. from 25<sup>th</sup> May, 2009. Total salary including perquisites was paid to Mr. Satish Jain, amounting to Rs. 33,15,583/- (including company's contribution to provident fund of Rs. 3,16,800/-) and to Mr. Arhant Jain, amounting to Rs. 22,58,708/- (including company's contribution to provident fund of Rs. 2,35,800/-) for the year ended 31<sup>st</sup> March, 2014.

The sitting fees paid to the Non-Executive Directors during the year ended 31.03.2014 were Rs. 33,000/- to Mr. S.L. Baluja, Rs. 36,000/- to Mr. S.S.L. Gupta and Rs. 35,000/- to Mr. G.P. Agrawal.

**Remuneration policy**

Remuneration of managerial personnel consists of Basic Salary, allowances and Perquisites as per terms approved by the shareholders within the limits as laid down under the Companies Act, 1956. Remuneration to employees is based on their qualification, experience, responsibilities held and their performance.

**IV. SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE**

The Shareholders' / Investors' Grievance Committee of the Company consists of Mr. Satish Jain, Managing Director and two other Non-Executive & Independent Directors viz., Mr. S.L. Baluja and Mr. S.S.L. Gupta. The Committee appoints the Non-Executive Director as Chairman. The Committee meets on regular basis to expedite and to take note of all matters relating to the transfer/ transmission in excess of the authorized limit, to authorize issue of shares upon split, consolidation, duplicate share certificates, dematerialization of shares, redressal of Investor's Grievance etc., if any.

Mr. Raj Kumar Sehgal, G.M. (Legal) & Company Secretary acts as the Secretary to the Committee as well as the Compliance Officer pursuant to Clause 47 (c) of the Listing Agreement.

A total of 4 complaints were received and attended to the satisfaction of shareholders during the year ended on 31.03.2014. There was no pending complaint as on 31<sup>st</sup> March, 2014.

The Company has delegated share transfer powers to the share transfer agent of the Company, who attend the share transfer formalities at least once in a fortnight. 4 Meeting of Investors' Grievance Committee took place in the Financial Year 2013-2014 dated 30.05.2013, 29.06.2013, 22.07.2013 and 18.03.2014.

**V. CODE OF CONDUCT**

In compliance with SEBI Regulation on prevention of Insider Trading, the Company has adopted a Code of Conduct for all Board Members and Senior Management of the Company. The Code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while in dealing shares of Rama Vision Limited and cautions them on consequences of violations. The Code of Conduct has already been posted on the website of the Company. All Board Members and Senior Management Personnel have affirmed compliances with the Code of Conduct. A declaration signed by the Managing Director is given below:

"I hereby confirm that the Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the Code of Conduct for Directors and Senior Management in respect of the year ended on 31<sup>st</sup> March, 2014."

Place : New Delhi  
Dated : 11.08.2014

Sd/-  
**SATISH JAIN**  
Chairman and Managing Director

**VI. CEO / CFO CERTIFICATION**

The Managing Director (CEO) and Chief Financial Officer (CFO) have placed before the Board of Directors a certificate relating to the Financial Statements and the Cash Flow statement, in accordance with Clause 49 V of the Listing Agreement for the Financial Year ended 31<sup>st</sup> March, 2014, which is annexed hereto.

**VII. GENERAL BODY MEETINGS**

**DETAILS OF AGM (S) HELD FOR THE LAST THREE FINANCIAL YEARS**

FINANCIAL YEAR	DATE OF AGM	TIME	PLACE OF AGM
2010-2011	23.09.2011	12.30 PM	Ward No.3, Bareilly Road, Distt. Udham Singh Nagar (Uttarakhand) - 263 148
2011-2012	26.09.2012	12.30 PM	
2012-2013	27.09.2013	12.30 PM	

During the previous three Annual General Meetings, following Special Resolutions were passed:

Date of AGM	Particulars of Special Resolutions passed
23.09.2011	None
26.09.2012	
27.09.2013	<ol style="list-style-type: none"> <li>1. Payment of Remuneration to Mr. Satish Jain as Managing Director of the Company for two years w.e.f. 01.07.2012 to 30.06.2014.</li> <li>2. Increase in Remuneration of Mr. Arhant Jain Director Marketing w.e.f. 01.07.2012.</li> <li>3. Appointment of Mr. Udit Jain son of Sh. Satish Jain, MD to hold and continue to hold office or place of profit in the Company as Executive Business Development w.e.f. 01.05.2012</li> </ol>
	<ol style="list-style-type: none"> <li>1. Alteration of Articles of Association.</li> <li>2. Modification in the remuneration Mr. Udit Jain.</li> </ol>

No Special Resolutions were passed through Postal Ballot mechanism at the last Annual General Meeting nor any proposal at the ensuing Annual General Meeting.





### VIII. DISCLOSURES

- (a) No transaction of material nature has been entered into by the Company with Directors or Manager and their relatives etc. that may have potential conflict with the interest of the Company.
- (b) Transactions with the related parties are disclosed in note no. 29 in notes to the Accounts in the Annual Report.
- (c) During the last three years, there were no strictures made or penalties imposed by either SEBI or Stock Exchange or any other Statutory Authority on any matter related to the capital markets.
- (d) The Company is complying with all mandatory requirements of clause 49 of the Listing Agreement. The Company has constituted a Remuneration Committee. The other non mandatory requirements have not yet been adopted by the Company.

### IX. MEANS OF COMMUNICATION

- (a) The Un-audited Quarterly and Annual Audited Financial Results were intimated to the Stock Exchanges through fax/email & courier immediately after approval by the Board. The results were also published in newspapers namely Money Makers, Delhi Edition (English) and the Uttar Ujala, Nainital Edition (Hindi), as per the Listing Agreement with the Stock Exchange. These results were not sent individually to the shareholders.
- (b) The results are also made available on Company's website [www.ramavisionltd.com](http://www.ramavisionltd.com). Official news releases are generally not displayed on Company's website. There were no presentations made to the Institutional Investors or analysts.
- (c) Designated exclusive e-mail ID for investor is: [investor\\_relations@ramavisionltd.com](mailto:investor_relations@ramavisionltd.com)

### X. GENERAL SHAREHOLDER INFORMATION

- 1. **Date, Time and Venue of the 25<sup>th</sup> Annual General Meeting** : 30<sup>th</sup> September, 2014 at 12.30 p.m. at the Hotel Fortunne, Opposite Avas Vikas Gate, Bareilly Road, Kichha, Distt. Udham Singh Nagar, Uttrakhand 263 148
- 2. **Book Closure Dates** : 23<sup>rd</sup> September, 2014 to 30<sup>th</sup> September, 2014 (both days inclusive)
- 3. **Dividend Payment Date** : No Dividend has been proposed by the Board of Directors for the Financial Year 2013-14

#### 4. Financial Calendar 2014 -15:

S. No.	Schedule	Date
II	Financial Reporting for the quarter ended 30 <sup>th</sup> June, 2014	: Before 15 <sup>th</sup> August, 2014
II	Financial Reporting for the quarter ended 30 <sup>th</sup> September, 2014	: Before 15 <sup>th</sup> November, 2014
III	Financial Reporting for the quarter ended 31 <sup>st</sup> December, 2014	: Before 15 <sup>th</sup> February, 2015
IV	Financial Reporting for the quarter ended 31 <sup>st</sup> March, 2015	: Before 31 <sup>st</sup> May, 2015

- 5. **Listing on Stock Exchange** **BOMBAY STOCK EXCHANGE**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai 400 001.  
**Scrip Code: 523289**

**6. Stock Market Data at BSE for the period from April, 2013 to March, 2014**

Monthly high and low quotations as well as High / Low of BSE Index during the Financial Year 2013-14 were as follows:

MONTH	HIGH (in Rs.)	LOW (in Rs.)	BSEINDEX	
			HIGH	LOW
April, 2013	3.15	2.60	19,622.68	18,144.22
May, 2013	2.80	2.80	20,443.62	19,451.26
June, 2013	2.80	2.36	19,860.19	18,467.16
July, 2013	2.27	1.95	20,351.06	19,126.82
August, 2013	NIL	NIL	19,569.20	17,448.71
September, 2013	2.25	2.25	20,739.69	18,166.17
October, 2013	2.14	2.14	21,205.44	19,264.72
November, 2013	2.04	1.91	21,321.53	20,137.67
December, 2013	2.00	1.82	21,483.74	20,568.70
January, 2014	3.43	1.99	21,409.66	20,343.78
February, 2014	3.60	2.67	21,140.51	19,963.12
March, 2014	2.94	2.57	22,467.21	20,920.98

Source: "www.bseindia.com"

**7. Performance in comparison to Broad based indices such as BSE Sensex, Crisil Index etc.**

The shares of the Company are not considered by the Stock Exchanges in their Index fluctuations.

**8. Registrar and Share Transfer Agent**

Link Intime India Private Limited, 44, Community Centre, 2<sup>nd</sup> Floor, Naraina Industrial Area, Phase I, New Delhi 110 028. Tel.: 41410592-94; Fax: 41410591; E-mail: [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in).

The shareholders can lodge their complaints / requests to the Registrar and Share Transfer Agent at the above said address.

**9. Share Transfer System**

The Company's Equity Shares in the demat form are compulsorily traded at the Stock Exchange. Physical shares which are lodged with the Company / Share Transfer Agent for transfer are processed and returned to the shareholders within a fortnight, if the documents are completed in all respect.

**10. Distribution of Shareholding as on 31<sup>st</sup> March, 2014**

Following table gives the data on shareholding according to class of shareholders and types of shareholders:

**Distribution of shareholding according to the number of shares held on March 31, 2014**

NO. OF SHARES HELD	NO. OF SHAREHOLDERS	% OF SHAREHOLDERS	NO. OF SHARES HELD	% OF SHARES HELD
Upto 2,500	12970	79.424	1574957	15.708
2,501 - 5,000	2164	13.252	846828	8.446
5,001 - 10,000	717	4.391	583584	5.821
10,001 - 20,000	271	1.660	419746	4.186
20,001 - 30,000	82	0.502	207224	2.067
30,001 - 40,000	29	0.178	102025	1.018
40,001 - 50,000	29	0.178	135441	1.351
50,001 - 1,00,000	31	0.190	228401	2.278
1,00,001 & Above	37	0.225	5928060	59.125
<b>TOTAL</b>	<b>16330</b>	<b>100.000</b>	<b>10026266</b>	<b>100.000</b>



### 11. Shareholding Pattern as on March 31, 2014

CATEGORY	NO. OF SHARES HELD	% OF SHAREHOLDING
Promoters	5144187	51.31
Mutual Funds and Banks	5400	00.05
NRIs	3630	00.04
Clearing Members	6206	00.06
Others (Individuals / Bodies Corporates)	4866843	48.54
<b>TOTAL</b>	<b>10026266</b>	<b>100.00</b>

### 12. Dematerialization of Shares

The Shares of the Company should be in Compulsory Demat mode. As on 31<sup>st</sup> March, 2014, 76.63% of the shareholding is held in Demat mode. The shareholders holding shares in physical form are requested to get their shares dematerialized at the earliest as the Company's shares are required to be compulsorily traded in dematerialized form. Under the depository system, the International Securities Identification Number (ISIN) allotted to the Company's equity share is INE763B01013.

### 13. Liquidity of Shares

Equity shares of the Company are listed at Bombay Stock Exchange only and primarily traded at the said Exchange.

### 14. Outstanding GDR / ADR warrants or any connectible instruments, conversion date and Impact on Equity

NIL

### 15. Address for Correspondence

Corporate Office : Rama House, 23, Najafgarh Road Industrial Area, Shivaji Marg, New Delhi 110 015

Telephone Numbers : 011-45349999

E-mail : investor\_relations@ramavisionltd.com

Website : [www.ramavisionltd.com](http://www.ramavisionltd.com)

Regd. Office : Ward No. 3, Bareilly Road, Kichha, Distt. Udham Singh Nagar, Utrakhand 263 148

Telephone Number : 05944-264263

CIN : L32203UR1989PLC015645

### COMPLIANCE

The Certificate dated 11<sup>th</sup> August, 2014 obtained in this regard from the Company's Statutory Auditors, M/s B.K. Shroff & Co. forms part of this Annual Report and the same is annexed hereto.

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

Sd/-

Place : New Delhi  
Dated : 11.08.2014

(CHAIRMAN OF THE COMPANY)  
DIN: 00052215

**AUDITOR'S CERTIFICATE  
AS PER CLAUSE 49 OF THE LISTING AGREEMENT**

We have examined the compliance of conditions of corporate governance by **M/S. RAMA VISION LIMITED** for the year ended on 31st March, 2014, as stipulated in clause 49 of the Listing Agreement of the said company with Stock Exchange (s).

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the company.

In our opinion and to the best of our information and according to the explanations given to us, We certify that company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For B.K. SHROFF & Co.**  
Chartered Accountants  
Firm Registration No. 302166E

**O. P. SHROFF**  
PARTNER  
Membership No.: 6329

Place : New Delhi  
Dated : 11.08.2014

**To,  
Board of Directors,  
RAMA VISION LIMITED.**

**CERTIFICATE BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER  
OF THE COMPANY**

We hereby certify that Financial results for the quarter and year ended on 31st March, 2014, on the basis of the review of the financial statements and to the best of our knowledge and belief :

1. These statements do not contain any materially untrue statement or omit to state a material fact or contain statement that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. To the best of our knowledge and belief, no transactions entered into by the Company during the above said period are fraudulent, illegal or violative of the Company's Code of Conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of the internal control systems of the Company.
5. We further certify that :-
  - a. There have been no significant changes in internal control over financial reporting during the period.
  - b. There have been no significant changes in accounting policies during the period.
  - c. There have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having a significant role in the Company's internal control system over financial reporting.

PLACE : NEW DELHI  
DATE : 28.05.2014

Sd/-  
KAMLESH JAIN  
CHIEF FINANCIAL OFFICER

Sd/-  
SATISH JAIN  
MANAGING DIRECTOR



**AUDITORS' REPORT**  
**To The Members of Rama Vision Limited**  
**Report on the Financial Statements**

We have audited the accompanying financial statements of Rama Vision Limited ("the Company") which comprise the Balance Sheet as at 31 March 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

**Management's responsibility for the Financial Statements**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing and opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31 March 2014;
- b) In the case of the Statement of Profit and Loss, of the **Profit** for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**Report on Other Legal and Regulatory requirements**

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - (i) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (ii) In our opinion proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
  - (iii) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - (iv) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act; and
  - (v) On the basis of written representation received from the directors as at 31 March 2014 and taken on record by the Board of Directors, none of the directors is disqualified as at 31 March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

- (vi) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the company.

**For B.K. SHROFF & CO.**  
 CHARTERED ACCOUNTANTS  
 Firm Registration No. 302166E

**O. P. SHROFF**  
 PARTNER  
 MEMBERSHIP NO. 6329

Place : New Delhi  
 Dated : 28th May, 2014

**Annexure referred to in paragraph (1) under the heading of "Report on Other Legal and Regulatory requirements" of our report of even date**

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the fixed assets have been physically verified by the management according to a regular program which in our opinion is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies with respect to book records were noticed on such verification.
- (c) In our opinion and according to explanations given to us, fixed assets disposed off during the year were not substantial and as such the disposal has not affected the going concern concept of the company.
- (ii) (a) As explained to us, physical verification of inventory has been conducted by the management at reasonable intervals. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
- (c) The company is maintaining proper records of inventory. Discrepancies noticed on verification of inventory as compared to book records were not material and these have been properly dealt with in the books of accounts.
- (iii) In our opinion and according to information and explanation given to us, the company has not granted/taken any loans, secured or unsecured, to / from companies, firms and other parties covered in the register maintained under section 301 of the Companies Act, 1956 and as such clause (iii) (a) to (g) of the order are not applicable to the company.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system.
- (v) According to the information and explanations given to us, during the year there were no contracts or arrangements referred to in Section 301 of the Act, that need to be entered into the register required to be maintained under that section. Accordingly provisions of para (v) (b) of the order are not applicable.
- (vi) In our opinion and according to the information given to us, the company has not accepted deposits from the public within the meaning of sections 58A and 58AA of the Companies Act 1956, or and other relevant provisions of the Act.
- (vii) In our opinion, the company has an adequate internal audit system commensurate with the size and the nature of its business.
- (viii) Maintenance of cost records has not been prescribed by the Central Government under section 209 (1) (d) of the Companies Act, 1956, in respect of the company's products.
- (ix) (a) The company is regular in depositing with the appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Wealth Tax, Service Tax, Sales Tax, Custom Duty, Excise Duty, Cess and other statutory dues applicable to it.
- (b) According to information and explanations given to us no undisputed amounts payable in respect of income tax, wealth tax, service tax, sales tax, custom duty, excise duty and cess were outstanding as at 31<sup>st</sup> March, 2014 for a period of more than six months from the date they became payable.



(c) According to the records of the company, dues in respect of Sale Tax/Income Tax/Customs Tax/Wealth Tax/Excise Duty/Cess which have not been deposited on account of any dispute are as under:

Name of the statute	Nature of dues	Period to which amount relates	Amount Rs.	Forum where pending
Central Excise Act	Excise Duty Demand	01.04.97 to 30.09.97	1150415	Excise & Customs, Service Tax Appellate Tribunal, New Delhi.
Central Excise Act	Excise Duty Demand/ Penalty	27.09.03 to 31.08.04	15772642	Excise & Customs, Service Tax Appellate Tribunal, New Delhi.
Central Excise Act	Excise Duty Demand/ Penalty	01.09.04 to 31.03.05	7688270	Excise & Customs, Service Tax Appellate Tribunal, New Delhi.
Service Tax Act	Service Tax	01.04.2000 to 31.03.03	604700	Excise & Customs, Service Tax Appellate Tribunal, New Delhi.
Income Tax Act	Interest	Assessment year 2009-10	1271830	Assessing Officer

- (x) As at 31.03.2014 the accumulated losses of the company are not more than fifty percent of its net worth. The company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (xi) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.
- (xii) In our opinion the company has not granted any loan and advance on the basis of security by way of pledge of shares, debenture and other securities.
- (xiii) In our opinion the company is neither a chit fund nor nidhi / mutual benefit fund/society and accordingly, the provisions of clause (xiii) of the order are not applicable to the company.
- (xiv) Based on our examination of the records and evaluation of the related internal controls, we are of the opinion that proper records have been maintained of the transactions and contracts and timely entries have been made in those records in respect of dealing or trading in shares, securities, debentures and other securities in its own name except to the extent of the exemption granted under Section 49 of the Companies Act, 1956.
- (xv) In our opinion, the company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xvi) In our opinion, and according to information and explanation given to us term loans received during the year have been applied for the purpose for which they were obtained.
- (xvii) According to information and explanations given to us and on an overall examination of the balance sheet of the Company as at 31.03.2014, we report that no funds raised on short term basis have been used for long term investment.
- (xviii) According to information and explanations given to us, the company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of Companies Act, 1956.
- (xix) According to information and explanations given to us, the company had not issued any debentures and as such creation of security or charge is not applicable.
- (xx) According to information and explanations given to us, the company has not raised any money by public issue.
- (xxi) According to information and explanation given to us no fraud on or by the company has been noticed or reported during the course of our audit.

**For B.K. SHROFF & Co.**  
Chartered Accountants  
Firm Registration No. 302166E

**O. P. SHROFF**  
PARTNER  
Membership No.: 6329

Place : New Delhi  
Dated : 28th May, 2014

**BALANCE SHEET AS AT 31ST MARCH, 2014**

Particulars	Note No.	As at 31.03.2014		As at 31.03.2013	
			Rs.		Rs.
<b><u>EQUITY AND LIABILITIES</u></b>					
SHAREHOLDERS' FUNDS					
Share Capital	2	100,262,660		100,262,660	
Reserves & Surplus	3	89,050,480	<b>189,313,140</b>	86,791,919	187,054,579
NON-CURRENT LIABILITIES					
Long-Term Borrowings	4	762,629		1,432,913	
Deferred Tax Liabilities (Net)	5	11,724,612		12,323,909	
Long Term Provisions	6	7,636,242	<b>20,123,483</b>	6,585,733	20,342,555
CURRENT LIABILITIES					
Short-Term Borrowings	7	41,783,929		10,000,000	
Trade Payables	8	543,674		456,915	
Other Current Liabilities	9	6,786,567		6,877,497	
Short Term Provisions	10	1,769,738	<b>50,883,908</b>	1,053,271	18,387,683
			<b>260,320,531</b>		<b>225,784,817</b>
<b><u>ASSETS</u></b>					
NON CURRENT ASSETS					
Fixed Assets					
Tangible Assets	11	82,057,627		85,766,025	
Non-current investments	12	1,486,913		1,486,913	
Long-Term Loans & Advances	13	608,200	<b>84,152,740</b>	592,200	87,845,138
CURRENT ASSETS					
Inventories	14	119,173,533		90,113,422	
Trade Receivables	15	15,694,874		16,250,557	
Cash & Cash Equivalents	16	20,764,244		9,190,349	
Short Term Loans & Advances	17	19,217,140		20,488,274	
Other Current Assets	18	1,318,000	<b>176,167,791</b>	1,897,077	137,939,679
			<b>260,320,531</b>		<b>225,784,817</b>
See accompanying notes to the financial statements					
As per our report of even date annexed					
<b>For B.K. SHROFF &amp; CO.,</b>					
Chartered Accountants			(Kamlesh Jain)	(Satish Jain)	
Firm Registration No. 302166E			Chief Fin. Officer	Mg. Director	DIN 00052215
<b>O. P. SHROFF</b>					
Partner					
M. No. 6329					
Place : New Delhi			(Raj Kumar Sehgal)	(S.S.L. Gupta)	
Dated : 28th May, 2014			Co. Secretary	Director	DIN 00044635





**PROFIT & LOSS STATEMENT  
FOR THE YEAR ENDED 31ST MARCH, 2014**

Particulars	Note No.	For the year from 01.04.2013 to 31.03.2014 Rs.	For the year from 01.04.2012 to 31.03.2013 Rs.
Revenue from Operations	22	333,090,264	295,147,429
Other Income	23	333,931	1,468,775
Total Revenue		<u>333,424,195</u>	<u>296,616,204</u>
Purchase of goods traded		280,282,515	247,390,690
Changes in Inventories of stock-in-trade	24	(29,060,111)	(30,242,021)
Employee Benefits Expense	25	33,731,728	30,677,476
Finance Costs	26	2,433,459	826,109
Depreciation and Amortisation Expense	27	3,927,729	3,845,012
Other Expenses	28	38,497,119	39,951,067
Total Expenses		<u>329,812,439</u>	<u>292,448,333</u>
Profit before Tax		3,611,756	4,167,871
Tax Expense			
Current Income Tax		1,718,639	381,852
Current Wealth Tax		145,283	137,902
Deferred Tax		(599,297)	4,549,894
Earlier Year's Tax		88,570	86,390
		<u>2,258,561</u>	<u>(988,167)</u>
Income tax (MAT) credit entitlement for current year		-	28,033
Income tax (MAT) credit entitlement for earlier year		-	1,355,760
Profit for the year		<u>2,258,561</u>	<u>395,626</u>
Earnings per Equity Share			
Basic and diluted	31	0.23	0.04
See accompanying notes to the financial statements As per our report of even date annexed			
<b>For B.K. SHROFF &amp; CO.,</b> Chartered Accountants Firm Registration No. 302166E	(Kamlesh Jain) Chief Fin. Officer	(Satish Jain) Mg. Director DIN 00052215	
<b>O. P. SHROFF</b> Partner M. No. 6329 Place : New Delhi Dated : 28th May, 2014	(Raj Kumar Sehgal) Co. Secretary	(S.S.L. Gupta) Director DIN 00044635	

<b>CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014</b>			
Particulars	Note No.	For the year from 01.04.2013 to 31.03.2014 Rs.	For the year from 01.04.2012 to 31.03.2013 Rs.
<b>A. Cash Flow from Operating Activities</b>			
Net Profit before tax		3,611,756	4,167,871
Adjustments for :			
Depreciation		3,927,729	3,845,012
Interest provided		2,065,765	785,708
Loss on sale of fixed assets		310,168	289,440
Dimunation in the value of investments		-	(2,833,327)
Interest & Dividend earned		(171,577)	(1,007,666)
Net loss on sale of investments		-	3,161,663
Securities Transaction Tax paid		-	4,339
Operating profit before working capital changes		<u>9,743,861</u>	<u>8,413,040</u>
Adjustment for :			
Trade & Other receivables		2,016,044	6,296,399
Inventories		(29,060,111)	(30,242,021)
Trade payables & other liabilities		2,169,806	(648,184)
Cash generated from operations		<u>(15,130,400)</u>	<u>(16,180,766)</u>
Interest paid		(2,366,094)	(452,009)
Direct Taxes paid		(882,922)	(689,907)
Net cash from operating activities		<u>(18,379,416)</u>	<u>(17,322,682)</u>
<b>B. Cash Flow from Investing Activities</b>			
Purchase of fixed assets		(1,129,498)	(3,567,849)
Sale of fixed assets		600,000	401,333
Purchase of investments		-	(342,772)
Sale of investments		-	3,971,903
Interest & Dividend received		133,424	999,811
Net cash used in investing activities		<u>(396,074)</u>	<u>1,462,426</u>
<b>C. Cash Flow from Financing Activities</b>			
Increase in long term borrowings		800,230	1,490,997
Repayments of long term borrowings		(2,234,774)	(2,625,841)
Increase in short term borrowings		31,783,929	10,000,000
Cash flow from financing activities		<u>30,349,385</u>	<u>8,865,156</u>
Net increase in cash and cash equivalents		11,573,895	(6,995,100)
Cash and Cash equivalents (Opening Balance)		9,190,349	16,185,449
Cash and Cash equivalents (Closing Balance)		<u>20,764,244</u>	<u>9,190,349</u>
NOTE: Figures in brackets represent cash outflow			
See accompanying notes to the Financial Statements.			
As per our report of even date annexed			
<b>For B.K. SHROFF &amp; CO.,</b>			
Chartered Accountants		(Kamlesh Jain)	(Satish Jain)
Firm Registration No. 302166E		Chief Fin. Officer	Mg. Director DIN 00052215
<b>O. P. SHROFF</b>			
Partner			
M. No. 6329			
Place : New Delhi		(Raj Kumar Sehgal)	(S.S.L. Gupta)
Dated : 28th May, 2014		Co. Secretary	Director DIN 00044635



## **1 ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS**

### **1 Significant accounting policies**

#### **a) Method of Accounting**

- i) The accounts of the company are prepared under the historical cost convention using the accrual method of accounting unless otherwise stated hereinafter.
- ii) Accounting policies not significantly referred to hereinafter are consistent with generally accepted accounting principles.

#### **b) Fixed Assets**

Fixed Assets are stated at cost of acquisition, inclusive of inward freight, duties, taxes and incidental expenses related to acquisition and is net of modvat/cenvat wherever applicable. In respect of projects involving construction, related pre-operational expenses are capitalized and form part of the value of the assets capitalized. As per practice consideration is given at each balance sheet date to determine whether there is any indication of impairment of the carrying amount of the company's fixed assets. If any indication exists, an asset's recoverable amount is estimated.

An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is the greater of the net selling price and value in use.

#### **c) Investments**

Long term investments are stated at cost of acquisition. Provision for diminution in the value of long term investments is made only if such a decline is other than temporary in the opinion of the management.

#### **d) Inventories**

Inventories are valued at cost or net realizable value, whichever is lower. Cost is computed on weighted average method

#### **e) Foreign currency transactions**

All foreign currency liabilities relating to acquisition of fixed assets are restated at the rates ruling at the year end and exchange differences arising on such transactions are adjusted in the cost of assets.

Other foreign currency assets and liabilities outstanding at the close of the year are valued at year end exchange rates.

The fluctuations are reflected under the appropriate revenue head.

#### **f) Depreciation**

Depreciation is calculated on fixed assets on straight line method in accordance with Schedule XIV of Companies Act, 1956.

Depreciation on amount of additions made to fixed assets on account of foreign exchange fluctuation is provided for over the residual life of the fixed assets.

#### **g) Retirement benefits**

Provision for gratuity is made in the accounts as per the provisions of Payment of Gratuity Act, 1972. Provision for leave encashment is made in the accounts on accrual basis.

#### **h) Borrowing costs**

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

Capitalization of borrowing costs ceases when substantially all activities necessary to prepare the qualifying asset for its intended use or sale are complete.

**i) Claims and benefits**

Claims receivable and other benefits are accounted on accrual basis to the extent considered receivable.

**j) Revenue recognition**

Sales are accounted for ex-warehouse on despatch.

**k) Income from Investments/Deposits**

Income from investments is credited to revenue in the year in which it accrues. Income is stated in full with the tax thereon being accounted for under Income tax deducted at source.

**l) Taxation**

Provision for taxation is based on assessable profits of the company as determined under Income Tax Act, 1961.

Deferred taxation is provided using the liability method in respect of taxation effect arising from all material timing difference between accounting and tax treatment of income and expenditure which are expected with reasonable probability to crystallize in the foreseeable future.

Deferred tax benefits are recognized in the financial statements only to the extent of any deferred tax liability or when such benefits are reasonably expected to be realizable in the near future.

**m) Earnings per share**

Basic earning per share is calculated by dividing the net profit for the year attributable to equity shareholders (after deducting the redeemable preference share dividend) by the weighted average number of equity shares outstanding during the year.

Diluted earning per share is calculated by dividing the net profits attributable to equity shareholders (after deducting dividend on redeemable preference shares) by the weighted average number of equity shares outstanding during the year (adjusted for the effects of dilutive options).

**n) Events occurring after the balance sheet date**

Events occurring after the balance sheet date have been considered in the preparation of financial statements.

**o) Contingent Liabilities**

Contingent Liabilities as defined in Accounting Standard-29 are disclosed by way of accompanying notes to financial statements.

Provision is made if it becomes probable that an outflow of future economic benefit will be required for an item previously dealt with as a contingent liability.

**2. SHARE CAPITAL****a) Authorised**

Particulars	No. of Shares		Amount (Rs.)	
	As at 31.03.2014	As at 31.03.2013	As at 31.03.2014	As at 31.03.2013
<b>Equity Shares of Rs. 10 each</b>				
At the beginning of the year	20,000,000	20,000,000	200,000,000	200,000,000
Add: Additions during the year	-	-	-	-
Less: Reduction during the year	-	-	-	-
At the end of the year	20,000,000	20,000,000	200,000,000	200,000,000



<b>b) Issued, Subscribed and Paid up</b>				
<b>Particulars</b>	<b>No. of Shares</b>		<b>Amount (Rs.)</b>	
	<b>As at 31.03.2014</b>	<b>As at 31.03.2013</b>	<b>As at 31.03.2014</b>	<b>As at 31.03.2013</b>
Equity Shares of Rs. 10 each fully paid up				
At the beginning of the year	10026266	10026266	100262660	100262660
Add: Additions during the year	-	-	-	-
Less: Reduction during the year	-	-	-	-
At the end of the year	<b>10026266</b>	10026266	<b>100262660</b>	100262660
<b>Details of shares in the company held by each shareholder holding more than 5% of shares is as under:</b>				
<b>Name of the Shareholder</b>	<b>No. of Shares</b>		<b>% of holding</b>	
	<b>As at 31.03.2014</b>	<b>As at 31.03.2013</b>	<b>As at 31.03.2014</b>	<b>As at 31.03.2013</b>
AUS Finance And Investments Pvt Ltd	1512500	1362500	15.09	13.59
RVL Finance And Investments Pvt Ltd	1533086	1358550	15.29	13.55
Sh. Satish Jain	692288	528,644	6.90	5.27
U.P. Hill Electronics Corporation Ltd	-	660000	-	6.58
<b>3. RESERVE &amp; SURPLUS</b>				
<b>Particulars</b>	<b>Amount (Rs.)</b>			
	<b>As at 31.03.2014</b>		<b>As at 31.03.2013</b>	
<b>Capital Reserve</b>				
At the beginning of the year	348,960		348,960	
Add: Addition during the year	-		-	
Less: Reduction during the year	-		-	
At the end of the year	348,960		348,960	
<b>Surplus</b>				
At the beginning of the year	86,442,959		86,047,333	
Add: Profit for the year	2,258,561		395,626	
At the end of the year	88,701,520		86,442,959	
Total	89,050,480		86,791,919	
<b>4. LONG TERM BORROWINGS (Secured)</b>				
<b>Particulars</b>	<b>Amount (Rs.)</b>			
	<b>As at 31.03.2014</b>		<b>As at 31.03.2013</b>	
<b>Vehicle Loans</b>				
From Banks	762,629		1,432,913	
<b>Total</b>	<b>762,629</b>		<b>1,432,913</b>	
Secured by hypothecation of Vehicle financed.				

The above loans are repayable as follows:		
Particulars	Amount (Rs.)	
	As at 31.03.2014	As at 31.03.2013
Payable after 1 year but before 2 years	500,117	1,055,202
Payable after 2 year but before 3 years	262,512	160,089
Payable after 3 year but before 4 years	-	175,542
Payable after 4 year but before 5 years	-	42,080
<b>Total</b>	<b>762,629</b>	<b>1,432,913</b>
There is no default as on the Balance Sheet date in repayment of loans and interest.		
<b>5. DEFERRED TAX LIABILITIES (NET)</b>		
Particulars	Amount (Rs.)	
	As at 31.03.2014	As at 31.03.2013
<b>Deferred Tax Liabilities</b>		
Fixed Asset	(14,566,149)	(14,823,971)
<b>Total</b>	<b>(14,566,149)</b>	<b>(14,823,971)</b>
<b>Deferred Tax Assets</b>		
Brought forward losses/ unabsorbed depreciation	254,360	254,360
Others	2,587,177	2,245,702
<b>Total</b>	<b>2,841,537</b>	<b>2,500,062</b>
<b>Net Deferred Tax Assets/(Liability)</b>	<b>(11,724,612)</b>	<b>(12,323,909)</b>
<b>6. LONG TERM PROVISIONS</b>		
Particulars	Amount (Rs.)	
	As at 31.03.2014	As at 31.03.2013
Provisions for Employee Benefits	7,636,242	6,585,733
<b>Total</b>	<b>7,636,242</b>	<b>6,585,733</b>
<b>7. SHORT TERM BORROWINGS</b>		
Particulars	Amount (Rs.)	
	As at 31.03.2014	As at 31.03.2013
<b>Secured</b>		
From a bank repayable on demand	41,783,929	-
<b>Unsecured</b>		
From a company repayable on demand	-	10,000,000
<b>Total</b>	<b>41,783,929</b>	<b>10,000,000</b>
Loans from bank are secured by hypothecation of inventories and book debts and further secured by way of first charge on fixed assets both present and future and further guaranteed by Managing Director and Director (Marketing).		
There is no default as on the Balance Sheet date in repayment of loans and interest		



<b>8 TRADE PAYABLES</b>										
Particulars	Amount (Rs.)									
	As at 31.03.2014		As at 31.03.2013							
Sundry creditors	543,674		456,915							
<b>Total</b>	<b>543,674</b>		<b>456,915</b>							
There is no outstanding payment at the year end (either principal or interest for delay in payment) to Micro, Small and Medium Enterprises registered under Micro, Small and Medium Enterprises Development Act, 2006. No interest is paid/payable to Micro, Small and Medium Enterprises as there is no delay in payments. The above statement is in respect of the parties which could be identified as Micro, Small and Medium Enterprises under Micro, Small and Medium Enterprises Development Act, 2006 on the basis of information available with the Company.										
<b>9. OTHER CURRENT LIABILITIES</b>										
Particulars	Amount (Rs.)									
	As at 31.03.2014		As at 31.03.2013							
Current maturities of long term debts	1,333,931		2,098,182							
Interest payable on unsecured short term borrowings	-		300,329							
Advance from Customers	749,280		457,936							
Other Payables	4,703,356		4,021,050							
<b>Total</b>	<b>6786567</b>		<b>6877497</b>							
There are no amounts due and outstanding to be credited to Investor Education and Protection Fund as on 31.03.2014.										
Amount due to Directors/Relatives Rs. 215248 (previous year Rs. 225174).										
<b>10. SHORT TERM PROVISIONS</b>										
Particulars	Amount (Rs.)									
	As at 31.03.2014	As at 31.03.2013	As at 31.03.2014	As at 31.03.2013						
Provision for Income Tax	1718639	381852								
Less:- MAT credit entitlement adjusted	686588	-	1,032,051	381,852						
Provision for Wealth Tax			145,283	137,902						
Provisions for Employee Benefits			592,404	533,517						
<b>Total</b>			<b>1,769,738</b>	<b>1,053,271</b>						
<b>11. TANGIBLE ASSETS (at cost)</b>										
PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2013 Rs.	Additions Rs.	Sales/ Adjustments Rs.	Total Rs.	Upto 31.03.2013 Rs.	For the year Rs.	Adjustments Rs.	Total Rs.	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
Land (Free Hold) & Site Development	10,835,006	-	-	10,835,006	-	-	-	-	10,835,006	10,835,006
Land & Building*	70,300,554	-	-	70,300,554	96,06,559	2,348,039	-	11,954,598	58,345,956	60,693,995
Office Equipment	2,432,162	86,575	-	2,518,737	7,06,164	1,98,375	-	9,04,539	1,614,198	1,725,998
Furniture, Fixtures & Fittings	1,153,721	-	-	1,153,721	284,130	67,966	-	352,096	801,625	869,591
Vehicles	14,043,843	1,042,923	1,350,645	13,736,121	2,402,408	1,313,349	440,478	3,275,279	10,460,842	11,641,435
	98,765,286	1,129,498	1,350,645	98,544,139	12,999,261	3,927,729	440,478	16,486,512	82,057,627	85,766,025
Previous Year	<b>96,237,464</b>	<b>3,567,849</b>	<b>1,040,027</b>	<b>98,765,286</b>	<b>9,503,503</b>	<b>3,845,012</b>	<b>349,254</b>	<b>12,999,261</b>	<b>85,766,025</b>	
* Includes Rs. 2638500/- in respect of which possession has been taken against General Power of Attorney. Conveyance deed is yet to be executed.										

<b>12. NON-CURRENT INVESTMENTS (at cost)</b>					
Particulars	Face Value Rs.	No. of Shares		Amount (Rs.)	
		As at 31.03.2014	As at 31.03.2013	As at 31.03.2014	As at 31.03.2013
Non-trade-un-quoted and fully paid up					
EQ. SH. SHIVA SERVICES LTD	10	10000	10000	100,000	100,000
Less: Provision for dimunition in value of investments				90,000	90,000
<b>Sub-Total</b>				<b>10,000</b>	<b>10,000</b>
Non-trade - quoted and fully paid up					
EQ. SH. SABEO ORGANICS LTD	10	2000	2000	342,772	342,772
EQ. SH. TATA STEELS LTD	10	2000	2000	1,134,141	1,134,141
<b>Sub-Total</b>				<b>1,476,913</b>	<b>1,476,913</b>
<b>Total</b>				<b>1,486,913</b>	<b>1,486,913</b>
Market value of quoted investments				1,035,700	777,200
Note: Provision for dimunition in the value of investments has not been made as the decline is temporary in the opinion of the management.					
<b>13. LONG TERM LOANS &amp; ADVANCES</b> (Unsecured-considered good)					
Particulars	Amount (Rs.)				
	As at 31.03.2014	As at 31.03.2013			
Security Deposits to Others	608,200	592,200			
<b>Total</b>	<b>608,200</b>	<b>592,200</b>			
<b>14. INVENTORIES</b> (As taken, valued and certified by the management.)					
Particulars	Amount (Rs.)				
	As at 31.03.2014	As at 31.03.2013			
Stock-in-trade (traded goods)	119,173,533	90,113,422			
<b>Total</b>	<b>119,173,533</b>	<b>90,113,422</b>			
<b>15. TRADE RECEIVABLES</b> (Unsecured-considered good)					
Particulars	Amount (Rs.)				
	As at 31.03.2014	As at 31.03.2013			
Exceeding Six Months	692,260	882,495			
Others	15,002,614	15,368,062			
<b>Total</b>	<b>15,694,874</b>	<b>16,250,557</b>			





<b>16. CASH &amp; CASH EQUIVALENTS</b>				
<b>Particulars</b>	<b>Amount (Rs.)</b>			
	<b>As at 31.03.2014</b>		<b>As at 31.03.2013</b>	
Balances with Banks				
Held as margin/security*		317,195		291,795
Others		20,256,717		8,814,635
Cash in hand		190,332		83,919
<b>Total</b>		<b>20,764,244</b>		<b>9,190,349</b>
* Includes fixed deposits with more than 12 months maturity Rs. 317195 ( previous year Rs. 291795).				
<b>17. SHORT TERM LOANS &amp; ADVANCES</b> (Unsecured-considered good)				
<b>Particulars</b>	<b>Amount (Rs.)</b>			
	<b>As at 31.03.2014</b>	<b>As at 31.03.2013</b>	<b>As at 31.03.2014</b>	<b>As at 31.03.2013</b>
Advance Income Tax (including Tax Deducted at Source)			1,024,779	689,907
MAT credit entitlement	12,946,195	12,946,195		
Less:- Provision for Income Tax adjusted against MAT credit entitlement	686,588	-	12,259,607	12,946,195
Loans & Advances to a company			350,000	1,500,000
Others			5,582,754	5,352,172
<b>Total</b>			<b>19,217,140</b>	<b>20,488,274</b>
<b>18. OTHER CURRENT ASSETS</b> (Unsecured-considered good)				
<b>Particulars</b>	<b>Amount (Rs.)</b>			
	<b>As at 31.03.2014</b>		<b>As at 31.03.2013</b>	
Balance with Central Excise & Customs Deptt.			1,019,056	1,264,056
4% refund of additional customs duty receivable			289,494	585,438
Interest receivable			9,450	47,583
<b>Total</b>			<b>1,318,000</b>	<b>1,897,077</b>
<b>19. CONTINGENT LIABILITIES AND COMMITMENTS</b> (to the extent not provided for)				
<b>Particulars</b>	<b>Amount (Rs.)</b>			
	<b>As at 31.03.2014</b>		<b>As at 31.03.2013</b>	
Contingent Liabilities				
Outstanding Bank Guarantee			278,050	278,050
Income Tax, Excise duty & Service Tax demand under appeal			3,226,945	10,320,115
Claims against the company not acknowledged as debts			<b>5,130,401</b>	4,828,011

20. In the year 2003-2004, the company increased its installed capacity to manufacture black & white picture tubes from 20,00,000 pcs. p.a to 30,00,000 pcs. p.a by way of expansion resulting in more than 25% increase in installed capacity. In terms of notification no 50/2003-CE dated 10.06.2003 issued by Central Board of Excise & Customs, the company has neither charged nor paid to the government excise duty on goods cleared from its factory located in Utrakhand State on or after 27.09.03. However, the Central Excise Department has not accepted the contention of the company and raised demand amounting to Rs. 23460912 (previous year Rs.23460912) for the period from 27.09.2003 to 31.03.2005 which is being disputed in appeals. The Tribunal has granted stay from deposit of demand on merits.
21. In the opinion of the board the assets other than fixed assets have a value on realization in the ordinary course of business at least equal to the amount at which they are stated.

**22. REVENUE FROM OPERATIONS**

Particulars	Amount (Rs.)	
	For the year 01.04.2013 to 31.03.2014	For the year 01.04.2012 to 31.03.2013
Gross Sales of Products	333,090,264	295,147,429
Less: Excise Duty	-	-
<b>Net Sales of Products</b>	<b>333,090,264</b>	<b>295,147,429</b>

**23. OTHER INCOME**

Particulars	Amount (Rs.)	
	For the year 01.04.2013 to 31.03.2014	For the year 01.04.2012 to 31.03.2013
Interest income	155,557	931,111
Dividend income	16,000	76,555
Excess Provisions/Sundry balances written back	156,374	461,109
Miscellaneous income	6,000	-
<b>Total</b>	<b>333,931</b>	<b>1,468,775</b>

**24. CHANGE IN INVENTORIES OF STOCK IN TRADE**

Particulars	Amount (Rs.)	
	For the year 01.04.2013 to 31.03.2014	For the year 01.04.2012 to 31.03.2013
<b>Closing Stock</b>		
Finished goods - Trading	119,173,533	90,113,422
<b>Less: Opening Stock</b>		
Finished goods - Trading	90,113,422	59,871,401
<b>Increase / (Decrease) in Stocks</b>	<b>29,060,111</b>	<b>30,242,021</b>

**25. EMPLOYEE BENEFITS EXPENSE**

Particulars	Amount (Rs.)	
	For the year 01.04.2013 to 31.03.2014	For the year 01.04.2012 to 31.03.2013
Salaries & Wages	30,319,758	27,286,280
Contribution to Provident & Other Funds	1,890,786	1,697,721
Recruitment & training expenses	54,156	177,295
Staff Welfare Expenses	765,608	918,630
Gratuity	701,420	597,550
<b>Total</b>	<b>33,731,728</b>	<b>30,677,476</b>



#### EMPLOYEE POST RETIREMENT BENEFITS

The various benefits provided to employees has been classified as under:

a) State Plans

Contributions made by the company to the various state plans which have been recognized as an expense in the profit & loss account are:-

Particulars	Amount (Rs.)	
	For the year 01.04.2013 to 31.03.2014	For the year 01.04.2012 to 31.03.2013
Employer contribution to Employees State Insurance	203,336	177,645
Employer contribution to Employees Provident Fund Scheme	1,687,450	1,520,076

b) Other Plans

The two other plans of the company for gratuity and leave encashment are unfunded. Any amount paid and provided for gratuity and leave encashment are adjusted to profit & loss account. Liability is ascertained at the end of each financial year and the increase/decrease in the amount of the liability is adjusted in profit & loss account. Liability of gratuity payable to an employee is equal to 15 days salary based on the last drawn salary for every completed year of service or part thereof in excess of six months. Salary for a day is calculated by dividing the salary last drawn by 26 (being the number of working days in a month). During the year Rs. 38943 (previous year Rs. 44769) was paid as gratuity to the employees and Rs. 662477 (previous year Rs. 552781) has been adjusted to the profit & loss account on account of variation in liability for gratuity at year end. Liability of leave encashment payable to an employee is equal to salary for earned leaves to the credit of the employee based on the last drawn salary. Salary for a day is calculated by dividing the salary last drawn by 26 (being the number of working days in a month). During the year Rs. 123233 (previous year Rs.93672) was paid as leave encashment to the employees and Rs. 446919 (previous year Rs. 412149) has been adjusted to the profit & loss account on account of variation in liability for leave encashment at year end.

#### 26. FINANCE COSTS

Particulars	Amount (Rs.)	
	For the year 01.04.2013 to 31.03.2014	For the year 01.04.2012 to 31.03.2013
Interest Expense	2,065,765	785,708
Bank Charges	367,694	40,401
<b>Total</b>	<b>2,433,459</b>	<b>826,109</b>

#### 27. DEPRECIATION & AMORTISATION EXPENSE

Particulars	Amount (Rs.)	
	For the year 01.04.2013 to 31.03.2014	For the year 01.04.2012 to 31.03.2013
Depreciation	3927729	3845012
<b>Total</b>	<b>3927729</b>	<b>3845012</b>

<b>28. OTHER EXPENSES</b>		
<b>Particulars</b>	<b>Amount (Rs.)</b>	
	<b>For the year 01.04.2013 to 31.03.2014</b>	<b>For the year 01.04.2012 to 31.03.2013</b>
Rent	2,628,053	2,663,685
Repair to buildings	216,000	244,989
Repair others	1,573,814	1,469,862
Insurance	857,812	624,009
Rates, Taxes & Fees	810,079	937,546
Directors Sitting Fees	104,000	92,500
Charity & Donation	18,400	7,311
Travelling & Conveyance	8,442,046	8,025,975
Postage & Telephone	1,385,608	1,415,914
Freight & forwarding expense	7,166,827	7,061,152
Advertisement & publicity	84,283	680,460
Rebate & discount	4,802,243	7,391,067
Commission on sales	2,467,150	3,106,894
Others selling & distribution expense	2,719,640	3,340,397
Miscellaneous Expenses*	2,974,808	2,228,478
Security Transaction Tax	-	4,339
Net loss on sale of investments	-	3,161,663
Provision for dimunition in value of investments	-	(2,833,327)
Loss on sale of Fixed Assets	310,168	289,440
Bad Debts/Claims Written Off	1,936,188	38,713
<b>Total</b>	<b>38,497,119</b>	<b>39,951,067</b>
*includes payment to auditors		
<b>Particulars</b>	<b>Amount (Rs.)</b>	
	<b>For the year 01.04.2013 to 31.03.2014</b>	<b>For the year 01.04.2012 to 31.03.2013</b>
As Statutory Audit Fees	140,450	140,450
As Audit Fees for Quarterly Audited Results	50,562	50,562
As Tax Audit Fees	44,944	44,944
In other capacity	23,596	77,248
<b>Total</b>	<b>259,552</b>	<b>313,204</b>
<b>29 Related Party Disclosure:</b>		
<b>A. Names of related parties and description of relationship</b>		
Key management personnel		
Shri Satish Jain Mg. Director		
Shri Arhant Jain Director (Mkt)		
Shri Udit Jain Executive (Business Development)		



<b>B. Transaction with related parties</b>		<b>Key Managerial Personnel</b>		
<b>Particular</b>	<b>Amount Paid (Rs.)</b>		<b>Amount outstanding (Rs.)</b>	
	<b>For the year 01.04.2013 to 31.03.2014</b>	<b>As at 01.04.2012 to 31.03.2013</b>	<b>As at 31.03.2014</b>	<b>As at 31.03.2013</b>
Remuneration	6,466,304	5,688,759	215,248	225,174
Directors meetings fees	104,000	92,500	-	-
<b>Total</b>	<b>6,570,304</b>	<b>5,781,259</b>	<b>215,248</b>	<b>225,174</b>
The above transactions as well as related parties have been identified on the basis of information available with the company and the same has been relied upon by the auditor's.				
30. Disclosure in respect of loans/advances & investments in its own shares by the company its subsidiaries /associates etc. (as required under clause 32 of listing agreement) is not being made as the company had not granted any loan or advances in the nature of loan.				
<b>31 EARNING PER SHARE (EPS)</b>				
<b>Particulars</b>	<b>Amount (Rs.)</b>			
	<b>For the year 01.04.2013 to 31.03.2014</b>	<b>For the year 01.04.2012 to 31.03.2013</b>		
<b>Basic and Diluted Earnings Per Share</b>				
Profit after tax as per profit & loss account	2,258,561	395,626		
Profit available for shareholders (A)	2,258,561	395,626		
No. of equity shares (B)	10026266	10026266		
Basic Earning Per Share (Rs.) (A/B)	0.23	0.04		
32 Figures for the previous year have been regrouped / rearranged wherever considered necessary.				
33 Paisa has been rounded off to the nearest rupee.				
<b>34 OTHER INFORMATIONS</b>				
<b>Particulars</b>	<b>Amount (Rs.)</b>			
	<b>For the year 01.04.2013 to 31.03.2014</b>	<b>For the year 01.04.2012 to 31.03.2013</b>		
<b>CIF value of Imports</b>				
Purchase of traded goods	26063226	38650935		
<b>Expenditure in Foreign Currency</b>				
Travelling	542141	511775		
As per our report of even date annexed				
<b>For B.K. SHROFF &amp; CO.,</b> Chartered Accountants Firm Registration No. 302166E		(Kamlesh Jain) Chief Fin. Officer	(Satish Jain) Mg. Director DIN 00052215	
<b>O. P. SHROFF</b> Partner M. No. 6329 Place : New Delhi Dated : 28th May, 2014		(Raj Kumar Sehgal) Co. Secretary	(S.S.L. Gupta) Director DIN 00044635	

**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 \_\_\_\_\_, or failing him / her

As my/or proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25<sup>th</sup> Annual General Meeting of the Company, to be held on Tuesday, the 30<sup>th</sup> Day of September, 2014 at 12.30 pm at Hotel Fortune, Opposite Avas Vikas Gate, Bareilly Road, Kichha, Distt. Udham Singh Nagar, Uttrakhand 263 148, and any adjournment thereof, to transact the following business:

S. No.	Resolutions	Optional*	
		For	Against
<b>Ordinary Business</b>			
1.	To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Profit & Loss Account for the Financial Year ended on that date together with the Directors' Report and Statutory Auditors' Report thereon.		
2.	To appoint Director in place of Mr. Arhant Jain, who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint M/s B. K. Shroff & Co, Chartered Accountants (firm registration no. 302166E) as Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting in accordance with the provisions of Section 139 of the Companies Act, 2013 and rules there under at such remuneration as shall be fixed by the Board of Directors of the Company.		



<b>Special Business</b>			
4.	To re-appoint Mr. Satish Jain as Managing Director for a period of 5 years from 01.07.2014 to 30.06.2019.		
5.	To fix the term of Mr. Arhant Jain, Whole Time Director for 5 years w.e.f. 01.07.2014 to 30.06.2019.		
6.	To appoint Mr. Sudarshan Lal Baluja as an Independent Director for a period of 5 years w.e.f. 30.09.2014.		
7.	To appoint Mr. Govind Prasad Agrawal as an Independent Director for a period of 5 years w.e.f. 30.09.2014.		
8.	To appoint Mr. Shyam Sundar Lal Gupta as an Independent Director for a period of 5 years w.e.f. 30.09.2014.		
9.	To appoint Ms. Neha Gupta as an Independent Director for a period of 5 years w.e.f. 30.09.2014.		
10.	To alter the Articles of Association of the Company.		
11.	To change the place of keeping Register of Members and Annual Return.		
12.	To appoint Mr. Udit Jain as Executive-Business Development w.e.f. 01.08.2014.		

Signed this ..... day of ..... 2014

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 resolutions, explanatory Statements and Notes, please refer to the Notice of 25<sup>th</sup> Annual General Meeting.
3. \*It is optional to put 'v' 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, 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**

**25<sup>th</sup> ANNUAL GENERAL MEETING**

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

Name of the Member
Name of the Proxy

I hereby record my presence at the **25<sup>th</sup> ANNUAL GENERAL MEETING** of the Company held on **Tuesday, 30<sup>th</sup> September, 2014 at 12.30 p.m.** at Hotel Fortunne, Opposite Avas Vikas Gate, Bareilly Road, Kichha, Distt. Udham Singh Nagar, Uttrakhand 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.



### **IMPORTANT COMMUNICATION TO MEMBERS**

The Companies Act, 2013 is taking step forward in promoting “Green Initiative” by providing for service of documents by a Company to its Members through electronic mode. The move of the Ministry allows public at large to contribute to the green movement to help to environment. To support this green initiative of the Government in full measure, Members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to intimate the Company or Registrar of the Company i.e. M/s Link Intime India Private Limited, New Delhi.