



**Rama Pulp  
and Papers Limited**

**An ISO 9001 : 2008 Company**

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September 5, 2018

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

Dear Sir,

**Ref : BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH  
C.A.(CAA)/657/MB/2018**

In the matter of the Companies Act, 2013 (18 of 2013).

AND

In the matter of Section 230 to 232 read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

AND

In the matter of the Scheme of Arrangement and Merger by absorption between Nath Pulp and Paper Mills Limited and Nath Industrial Chemicals Limited and Rama Pulp and Papers Limited and their respective shareholders.

We are enclosing herewith the copy of notice given in pursuance of sub-section (5) of section 230 of the Companies Act, 2013, as directed by the Mumbai Bench of the National Company Law Tribunal at Mumbai by an order dated 23<sup>rd</sup> day of August, 2018 under sub-section (1) of section 230 of the Act. Accordingly a meeting of Equity Shareholders of Rama Pulp and Papers Limited shall be held on Tuesday, 9<sup>th</sup> October, 2018 at 3.30 P.M to consider the Scheme of Arrangement and Merger by absorption between Nath Pulp and Paper Mills Limited and Nath Industrial Chemicals Limited and Rama Pulp and Papers Limited and their respective shareholders at Registered Office of the Applicant Company situated at Nath House, Nath Road, Aurangabad- 431 005.

Kindly take on record of the same and acknowledge the receipt.

Thanking You.

Yours faithfully,  
For RAMA PULP & PAPERS LTD.

Authorised Signatory

Encl : As above

CIN NO. : L21010MH1980PLC022820

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
MUMBAI BENCH AT MUMBAI  
C.A.(CAA)/657/MB/2018**

**In the matter of the Companies Act, 2013 (18 of 2013).**

**AND**

**In the matter of Sections 230 to 232 read with Section 66 of  
the Companies Act, 2013.**

**AND**

**In the matter of the Scheme of Arrangement and Merger by  
absorption between Nath Pulp and Paper Mills Limited and  
Nath Industrial Chemicals Limited and Rama Pulp and Papers  
Limited and their respective shareholders.**

**Rama Pulp and Papers Limited , a company )  
incorporated under the Companies Act, 1956 )  
having its registered office at Nath House, Nath )  
Road, Aurangabad- 431 005. ).....APPLICANT**

**NOTICE CONVENING MEETING OF EQUITY SHAREHOLDERS (WHICH INCLUDES PUBLIC  
SHAREHOLDERS) OF RAMA PULP AND PAPERS LIMITED, THE APPLICANT/ TRANSFEREE  
COMPNY**

To,  
The Equity Shareholders of Rama Pulp and Papers Limited

Notice is hereby given that by an order dated 23<sup>rd</sup> day of August , 2018, in the abovementioned Company Scheme Application ('Order'), the Hon'ble National Company Law Tribunal, Mumbai Bench ('Hon'ble Tribunal' or 'NCLT') has directed a meeting to be held of equity Shareholders of the said Company for the purpose of considering, and, if thought fit, approving, with or without modification, the proposed Scheme of Arrangement and Amalgamation ('Scheme') between Nath Pulp and Paper Mills Limited ('the Transferor Company I' or 'NPPML') and Nath Industrial Chemicals Limited ('the Transferor Company II' or 'NICL') and Rama Pulp and Papers Limited ('the Applicant Company' or 'the Transferee Company' or 'RPPL') and their respective shareholders.

In pursuance of the said Order and as directed therein further notice is hereby given that a meeting of equity shareholders of the said Company will be held at the Registered Office of the Applicant Company situated at Nath House, Nath Road, Aurangabad 431 005 on Friday, the 09<sup>th</sup> October ,2018 at 3.30 PM at which time and place the said equity shareholders are requested to attend to transact the following business:

To consider and, if thought fit, approve with or without modification(s) and with requisite majority, the following resolution under Section 230 read with Section 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of Companies Act, 2013, and the provisions of the Memorandum and Articles of Association of the Company for approval of the Scheme of Arrangement and Amalgamation between Nath Pulp and Paper Mills Limited and Nath Industrial Chemicals Limited and Rama Pulp and Papers Limited and their respective shareholders read with other applicable provisions.

**“RESOLVED THAT** pursuant to the provision of Section 230 to Section 232 read with Section 66 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of Companies Act, 2013, and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Mumbai Bench of the Hon’ble National Company Law Tribunal (‘Hon’ble Tribunal’ or ‘NCLT’), and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Mumbai Bench of the NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Arrangement and Amalgamation between Nath Pulp and Paper Mills Limited and Nath Industrial Chemicals Limited and Rama Pulp and Papers Limited and their respective shareholders, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Mumbai Bench of the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”

Explanatory Statement under Section 230(3) read with Section 102 of the Companies Act, 2013, along with copy of the Scheme and other annexures including Form of Proxy, Attendance Slip, Postal Ballot Form and annexures mentioned in the Index are enclosed herewith. Copies of the said Scheme of Arrangement and Amalgamation and the statement under Section 230 (3) and form of proxy are annexed to this Notice can be obtained free of charge at the Registered Office of the Applicant Company. Persons entitled to vote may cast their votes either through postal ballot/by using remote e voting facility/ can attend and vote at the meeting, may vote in person or by proxy, provided that all proxies in the prescribed form, duly signed or authorized by the said person, are deposited at the Registered Office of the Company at Nath House, Nath Road, Aurangabad 431 005 not later than 48 hours before the meeting.

The Hon’ble Tribunal has appointed Mr Ramniklal Salgia, Director of the Applicant Company and failing him, Mr. Abhaykumar Jain, Director of the Applicant Company and failing him, Mr. Akhilesh kumar Sharma, Whole Time Director of the Applicant Company as Chairman of the said meeting.

The above-mentioned Scheme of Arrangement and Amalgamation, if approved by the equity shareholder at the meeting, will be subject to the subsequent approval of the NCLT.

Sd/-  
Ramniklal Salgia  
Chairman appointed for the Meeting  
DIN: 02704031

Date: 03<sup>rd</sup> September, 2018  
Place: Aurangabad  
Registered Office:  
Nath House, Nath Road,  
Aurangabad 431 005,

## Notes:

1. A Registered equity shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of himself and a proxy need not be a member. The instrument appointing a proxy should however be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
2. A person can act as a proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting. All alterations made in the form of proxy should be initialled.
3. The equity shareholders of the Applicant Company whose names appearing in the records of the Company as on 31st August, 2018 shall be eligible to attend and vote at the meeting of the equity shareholders of the Company either in person or by proxies or cast their votes either through postal ballot or by using remote e-voting facility.
4. Only registered Equity Shareholders of the Company may attend and vote (either in person or by proxy or by authorized representative under applicable provisions of the Companies Act, 2013) at the Equity shareholders' meeting. The authorized representative of a body corporate which is a registered equity shareholder of the Company may attend and vote at the meeting provided a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate authorizing such representative to attend at the meeting is deposited at the registered office of the Company not later than 48 (forty eight) hours before the schedule time of the commencement of meeting.
5. During the period beginning 24 (Twenty Four) hours before the time fixed for the commencement of the meeting and ending the conclusion of the meeting, a shareholder would be entitled to inspect the proxies lodged at any time during the business hours of the Applicant Company, provided that not less than 3 (three) days of notice in writing is given to the Applicant Company.
6. The Notice convening the meeting will be published through advertisement in "Lokmat Times" edition in the English language and translation thereof in "Pudhari" edition in the Marathi language.
7. A Member or his/her Proxy is requested to bring the copy of the notice to the Meeting and produce the attendance slip, duly completed and signed, at the entrance of the Meeting venue.
8. Registered equity shareholders who hold shares in dematerialized form are requested to bring their Client ID and DP ID details for easy identification of the attendance at the meeting.
9. The notice is being sent to all equity shareholders, whose name appeared in the register of members/beneficial owners as on 31st August, 2018. This notice of the meeting of the equity shareholders of the Applicant Company is also displayed / posted on the website of the Applicant Company [www.ramapulp.com](http://www.ramapulp.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
10. Foreign Portfolio Investors (FPIs), if any, who are registered equity shareholder(s) of the Company would be required to deposit certified copies of Custodial resolutions/Power of Attorney (POA), as the case may be, authorizing the individuals named therein, to attend and vote at the meeting on its behalf. These documents must be deposited at the registered office of the Company not later than 48 hours before the meeting.
11. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS – 2), the Company is providing to its Members remote e-voting facility through CDSL. Please note that e-voting is optional.

12. The instructions to e-voting explain the process and manner for generating/receiving the password, and for casting of vote(s) in a secure manner.
13. Members can opt only for one mode of voting. If a Member has opted for remote e-voting, then he/she should not vote by postal ballot and vice-versa. However, in case Members cast their vote both through postal ballot and remote e-voting, then voting through remote e-voting shall prevail and voting done by postal ballot shall be treated as invalid.
14. It is clarified that votes may be cast by shareholders either by postal ballot or e-voting and casting of votes by postal ballot or e-voting does not disentitle them from attending the meeting. Shareholder after exercising his right to vote through postal ballot or e-voting shall not be allowed to vote again at the meeting.
15. Voting rights shall be reckoned on the paid up value of the equity shares registered in the name of Members on the cut-off date i.e. 31<sup>st</sup> August, 2018. The Persons who are not the equity shareholders of the Company as on Cut-off date should treat this notice for information purpose only.
16. The voting period for postal ballot and remote e-voting shall commence on and from 09<sup>th</sup> September, 2018 at 9.00 a.m. and end on to 8<sup>th</sup> October, 2018 at 5.00p.m.
17. A postal ballot form along with self-addressed postage pre-paid envelope is also enclosed. Members are requested to carefully read the instructions printed in the postal ballot form and return the form duly completed with assent (for) or dissent (against), in the attached Business Reply Envelope, so as to reach the Scrutinizer on or before 08<sup>th</sup> October, 2018 at 5.00 p.m. Postal ballot form, if send by courier or by registered post/speed post at the expense of the equity shareholders shall also be accepted. Any postal ballot form received after the aforesaid date and time period shall be treated as if the reply for the equity shareholders has not been received.
18. Members who have received the Notice by e-mail and who wish to vote through postal ballot can download the postal ballot form from the Company's website [www.ramapulp.com](http://www.ramapulp.com). In case a Member is desirous of obtaining a printed duplicate postal ballot form, he or she may send an e-mail to [investor@ramapulp.com](mailto:investor@ramapulp.com). The Registrar and Share Transfer Agent shall forward the same along with postage pre-paid self-addressed Business Reply Envelope to the Member.
19. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected by the scrutinizer.
20. The vote on postal ballot cannot be exercised through proxy.
21. There will be only 1(One) postal ballot form for every registered folio/client ID irrespective of the number of joint equity shareholders.
22. No other form or photocopy of the postal ballot form is permitted.
23. The postal ballot form should be completed and signed by the equity shareholders (as per specimen signature registered with the Company and/or furnished by the Depositories). In case, shares are jointly held, this form should be completed and signed by the first named equity shareholder and, in his/her absence, by the next named equity shareholder. Holder(s) of Power of Attorney ("POA") on behalf of an equity shareholder may vote on the postal ballot mentioning the registration number of the POA with the Company or enclosing a copy of the POA authenticated by a notary. In case of shares held by companies, trusts, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution / authorisation giving the requisite authority to the person voting on the postal ballot form.
24. Once the vote on a resolution is cast by a shareholder through remote e-voting, he/she/it shall not be allowed to change it subsequently.
25. The Company is also offering facility for voting by way of ballot papers at the meeting for the Members attending the meeting who has not cast their vote by remote e-voting/postal ballot
26. A Member may attend the meeting even after exercising his right to vote either through postal ballot or through remote e-voting but cannot vote again at the meeting.
27. As directed by the Hon'ble Tribunal, Ms. Neha P. Agarwal, Practicing Company Secretary (C.O.P No. 8048, Membership No. 7350) shall act as scrutinizer to scrutinize votes cast either electronically or on postal ballot at the venue of the meeting and shall submit a report on votes cast to the chairperson of the meeting or to the person so authorized by him within 48 (forty eight) hours from the conclusion of the meeting.



28. The Scrutinizer shall, immediately after the conclusion of meeting, count the votes cast at the meeting and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any through (a) e-voting (b) postal ballot and (iii) polling paper at the venue not later than 48 hours after the conclusion of the meeting to the Chairman or a person authorised by him. The Scrutinizer decision on the validity of the votes (including e-votes) shall be final. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.
29. The resolution will be deemed to be passed on the meeting date subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the scrutinizer's reports shall be placed on the Company's website [www.ramapulp.com](http://www.ramapulp.com) and on CDSL website [www.evotingindia.com](http://www.evotingindia.com) besides being sent to BSE Limited immediately after the result is declared by the Chairman.
30. All the documents referred to in the Explanatory Statement to be kept open for inspection are open for inspection by the Members upto 8<sup>th</sup> October, 2018 at the registered office of the Company between 10:00 a.m. to 12 noon on all working days (except Saturdays, Sundays and public holidays) and the said document shall also be available for inspection at the venue of the meeting during meeting proceedings.
31. The proposed Scheme, if assented by majority of shareholders who voted by way of postal ballot, remote e-voting and voting by poll at the meeting representing three-fourth of the value, shall be considered as passed on the date of the meeting i.e. 09<sup>th</sup> October, 2018.

32. Instructions for remote E-Voting: E-Voting: [EVSN: 180830023]

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules prescribed there for, Secretarial Standards -2 on General Meeting and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) 2015, the Company offers remote E-voting option to all the Members for the Item covered in the Notice. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating E-voting as an alternate for the Members to enable them to cast their votes electronically.

The EVSN allotted by CDSL for Electronic Voting is 180830023

The Members are requested to read the following instructions and instructions printed on the Ballot Form carefully for voting via physical ballot/electronic mode/ postal ballot. The Members who opt for voting via postal ballot are requested to send the Form duly completed and signed, so as to reach the Scrutinizer on or before 08<sup>th</sup> October 2018 by 5.00 P.M. The Members who opt for voting via electronic mode are requested to go through the instructions given below and they should vote electronically during 9.00 a.m. (Starting Time) on 09<sup>th</sup> September, 2018 and ends at 5.00 p.m. (Ending Time) 08<sup>th</sup> October, 2018.

The procedure and instructions for E-voting are as follows:

- (i) The voting period begins from 9.00 a.m. (Starting Time) on 09<sup>th</sup> September, 2018 and ends at 5.00 p.m. (Ending Time) on 08<sup>th</sup> October, 2018. During this period Shareholders' of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off date, as on 31<sup>st</sup> August, 2018, may cast their vote through postal ballot/ electronically. The E-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com);
- (iii) Click on "Shareholders" tab to cast your votes;
- (iv) Now Enter your User ID
  - a) For Shareholder holding De-materialized Shares in CDSL: 16 digits beneficiary ID,

- b) For Shareholder holding De-materialized Shares in NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Enter the image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab;
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for E-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Rama Pulp & Papers Limited on which you choose to vote.
- (xii) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you Assent to the Resolution and option NO implies that you Dissent to the Resolution.
- (xiii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and Image Verification Code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders and Custodians
- Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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.
- (xix) In case of any queries or issues regarding E-voting, you may refer the Frequently Asked Questions ("FAQs") and E-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xx) Any queries/grievances in relation to the voting by postal ballot or e-voting may be addressed to Ms. Nupur Lodwal, Company Secretary & Compliance Officer or Shri Ramesh S Phadatare Deputy General Manager (Legal) of the Applicant Company at Nath House, Nath Road, Aurangabad- 431 005 or through email to [investor@ramapulp.com](mailto:investor@ramapulp.com). or can also be contacted at 022-22875653 to Mr. Ramesh S Phadatare, Deputy General Manager (Legal) of the Applicant Company. Any query / grievance related to the e-voting may be addressed to Big Share Services Private Limited, 1<sup>st</sup> Floor, Bharat Tin Works Building, Makwana Road, Marol, Andheri (East), Mumbai 400 059 e-mail: [ujata@bigshareonline.com](mailto:ujata@bigshareonline.com) , phone: 022 - 62638200