



**Rama
Paper
Mills
Limited**

Corporate Office :

26/6, Ground Floor, East Patel Nagar, New Delhi-110 008
Tel. : 011-45642642, 49707873

Registered Office & Works : 4th km. Stone, Najibabad Road, Kiratpur-246 731, Distt. Bijnor

Tel. : 01341-240300, 240302

E-mail : works@ramapaper.com

Website : www.ramapaper.com CIN : L27104UP1985PLC007556

Dated: 28th September, 2019

To
The Bombay Stock Exchange Ltd.
Floor 25
P J Towers
Dalal Street
Mumbai - 400 001

Dear Sir,
Reg. **Script Code: 500357**

Sub: Proceedings of the 34th Annual General Meeting ("AGM") of Rama Paper Mills Limited.

It is to intimate you that, 34th Annual General Meeting ("AGM") of the Company was held today and the business mentioned in the Notice were transacted.

In this regard, Please find enclosed the following-

- Summary of proceedings as required under Regulation 30, Part-A of Schedule-III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure- I
- Minutes of the 34th Annual General Meeting of the Company as Annexure-II

This is for your information and records.

Thanking You

Yours Sincerely,

FOR RAMA PAPER MILLS LIMITED

**HIMANSHU DUGGAL
COMPANY SECRETARY**





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Annexure- I

Summary of proceedings of the 34th Annual General Meeting:

The 34th Annual General Meeting (AGM) of the Members of Rama Paper Mills Limited was held on Saturday, 28th day of September, 2019 at 10:00 AM at 4th Km Stone Najibabad Road Kiratpur Bijnor U.P. Shri Nirdesh Agarwal chaired the meeting. He requested his Colleagues on the dais to introduce themselves. The requisite quorum being present, the Chairman called the meeting to order. Shri Arun Goel and Shri Gyanveer Singh, directors of the Company attended the meeting. The Chairman informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end the meeting. Shri Nirdesh Agarwal, CFO, read the Auditor's Report.

We wish to inform you that the Shareholders of the Company have approved/adopted the following business at the 34th Annual General Meeting of the members of the Company held on 28th September, 2019:

1. Adoption of Annual Report, Profit and Loss Account for the year ended as on 31st March, 2019, Balance Sheet as at that date together with the Report of Auditors' and Directors' thereon.
2. Re-appointment of Sh. Gyanveer Singh, retiring director of the Company.
3. Re-appointment of M/s Bajaj Arora & Company for the financial year 2019-20.
4. Approval under section 188 of the companies act, 2013 for related party transactions.
5. Approval under section 13(2) of the companies act, 2013 for name change of the company from Rama Paper Mills Limited to Raama Paper Mills Limited.
6. Approvals under section 148 of the Companies act 2013, for fixing the remuneration of the cost auditor (M/S. Jain Sharma & Associates).
7. Regularization and appointment of Shri. Vijay Pal Singh as a Non-Executive Independent Director of the Company.

Please take the above on record and oblige.

FOR RAMA PAPER MILLS LIMITED

**HIMANSHU DUGGAL
COMPANY SECRETARY**





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Annexure- II

MINUTES OF 34TH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S RAMA PAPER MILLS LIMITED HELD ON SATURDAY THE 28TH SEPTEMBER 2019 AT 10:00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT 4TH KM STONE, NAJIBABAD ROAD, KIRATPUR, DISTT BIJNOR U.P 246731

PRESENT:

TOTAL 44 MEMBERS WERE PRESENT EITHER IN PERSON OR THROUGH PROXY IN THE MEETING

In attendance: Himanshu Duggal (Company Secretary)

QUORUM

The Quorum being present, the Chairman called the meeting to order.

CHAIRMAN

Shri Niradesh Agarwal was requested to occupy the Chair at the meeting.

READING OF THE NOTICE

The notice of the meeting was taken as read with the permission of the members present.

ADOPTION OF ANNUAL ACCOUNTS OF THE COMPANY

Sh. Arun Kumar Sharma proposed and Sh. Sanjeev Kumar Dixit seconded the following resolution as on **Ordinary Resolution:**

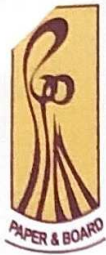
"RESOLVED THAT the statement of Profit and Loss Account for the period ended 31st March 2019 and the Balance Sheet as at that date along with the Reports of Auditors' and Directors' thereon be and are hereby received, considered, approved and adopted."

The above resolution was passed unanimously.

RE-APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION

Sh. Arvind Kumar proposed and Shri Mohit Kumar seconded the following as an **Ordinary Resolution:**





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"RESOLVED THAT Shri. Gyanveer Singh, who retires by rotation and being eligible, offers himself for re-appointment."

The above resolution was passed unanimously.

RE-APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY

Sh. Sanjeev Kumar Dixit proposed and Shri Arvind Kumar seconded the following resolution for appointment of statutory auditor for the financial year 2019-20 as an **Ordinary Resolution:**

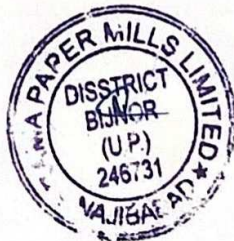
The matter was discussed at the meeting and the following resolution was passed unanimously:

"RESOLVED THAT M/S Bajaj Arora & Company be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company on a remuneration to be decided by the Board of Directors of the Company."

RESOLUTION UNDER SECTION 188 OF THE COMPANIES ACT 2013

The following resolutions were proposed by Sh. Arun Goel and further Sh. Harshal Goel seconded the resolutions to be passed as **Special Resolutions:**

"RESOLVED THAT pursuant to the Provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be accorded to the Board of Directors of the Company to enter into contracts and/or agreements with Related Parties as defined under the Companies Act, 2013 with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company or any other transaction of whatsoever nature with related parties."





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"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for purpose of giving effect to this resolution."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms and conditions related thereto in the best interest of the Company and its stakeholders and all other matters arising out of or incidental thereto the proposed transaction and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for purpose of giving effect to this resolution."

The above resolutions were passed unanimously.

RESOLUTION UNDER SECTION 13(2) OF THE COMPANIES ACT 2013

The following resolutions were proposed by Sh. Ravi Shankar Sharma and further Sh. Mahadev Pal seconded the resolutions to be passed as **Special Resolutions**:

"RESOLVED THAT pursuant to Section 13(2) of Companies Act, 2013 (including any statutory modification or re-enactment there-of, for the time being in force) and all other applicable provisions, if any, of Companies Act, 2013 and the Companies Incorporation Rules, 2014, subject to approval of Central Government and any other Regulatory Authority as may be necessary, consent of members be and is hereby accorded to change the name of the company from "Rama Paper Mills Limited" to "Raama Paper Mills Limited".

RESOLVED FURTHER THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. The name of the Company is **RAAMA PAPER MILLS LIMITED**

RESOLVED FURTHER THAT in terms of Section 14 of Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to accept any other name approved by relevant Regulatory Authority and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval."





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The above resolutions were passed unanimously.

FIXATION THE REMUNERATION OF COST AUDITOR

Following Resolution was proposed by Sh. Deepu Kumar and further Sh. Sunil Kumar seconded the resolution to be passed as **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to fix the remuneration of M/s. Jain Sharma & Associates, Cost Accountants (Firm Registration Number 000270) appointed by the Board of Directors to conduct the audit of the cost records of the Company, of Rs. 75000/- Plus Service tax if applicable and re-imburement of out of pocket expenses incurred by them in connection with the aforesaid audit".

The Above resolution was passed unanimously.

REGULARIZATION AND APPOINTMENT OF SHRI. VIJAY PAL SINGH

Following Resolution was proposed by Sh. Arun Kumar Sharma and further Sh. Rajpal Singh seconded the resolution to be passed as **Ordinary Resolution**:

"RESOLVED THAT Mr. Vijay Pal Singh, DIN-08375397, who was appointed as an Additional Director of the Company, by the Board of Directors on February, 14th, 2019 under Section 161(1) & 149(1) second proviso of the Companies Act, 2013, and who holds office up to the date of this Annual General Meeting of the company and in respect of whom the company has received a notice under section 160 of the Companies Act, 2013 and the rules made thereunder in writing from a member proposing his candidature for the office of director, be and is hereby regularized and appointed as a Non - Executive Independent Director of the Company.

"RESOLVED FURTHER THAT Mr. Vijay Pal Singh, DIN-08375397, appointed for a term of five consecutive years from the conclusion of this Annual General Meeting upto 31st March, 2024 and has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and his term of office shall not be liable to retire by rotation pursuant to the provisions of sections 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 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 entered into with stock exchanges (Including any statutory modification(s) or re-enactment thereof for the time being in force) ."





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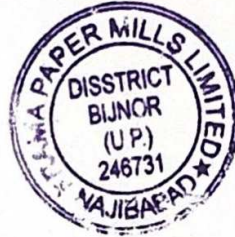
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"RESOLVED FURTHER THAT the Board of Directors of the Company, be & are hereby authorize to do all such acts, deeds and things and to file such e-forms and to execute all such documents as may be required to give effect to the aforesaid resolution."

VOTE OF THANKS

There being no other business to transact, the meeting terminated with a vote of thanks to the Chair.

**Place : Kiratpur
Date : 28.09.2019**



**NIRDESH AGARWAL
CHAIRMAN**