



**Raama
Paper
Mills
Limited**

Corporate Office :

301, Deepshikha Building, B, Rajendra Place, New Delhi-110008

Phone : 011-45642642 E-mail : delhi@ramapaper.com

Regd. Office & Works : 4th km. Stone, Najibabad Road, Kiratpur-246731, Distt. Bijnor (U.P.)

Tel. : 01341-297300

E-mail : works@ramapaper.com CIN : L27104UP1985PLC007556

Website : www.ramapaper.com

(Formerly Known as Rama Paper Mills Limited)

Dated: 22nd February, 2023

**To,
Bombay Stock Exchange Limited,
Department of Corporate Services,
P.J.Towers, Dalal Street,
Fort, Mumbai- 400 001.**

Sub: COVENING OF EXTRA ORDINARY GENERAL MEETING ON 16TH MARCH, 2023

Dear Sir,

This is to inform you that Pursuant to Section 100 of Companies Act, 2013, Extra Ordinary General Meeting of the members of the Company will be held on Thursday, the 16th day of March, 2023 at 03.00 P.M through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

**Thanks & Regards
For Raama Paper Mills Limited**

Himanshu Duggal
Digitally signed by
Himanshu Duggal
Date: 2023.02.22
18:08:30 +05'30'

**Himanshu Duggal
(Company Secretary)**



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Website : www.ramapaper.com

(Formerly Known as Rama Paper Mills Limited)

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of **M/s RAAMA PAPER MILLS LIMITED** (Formerly known as M/s Rama Paper Mills Limited) will be held on Thursday, the March 16th, 2023 at 03.00 P.M through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) to transact the following business:

SPECIAL BUSINESS

ITEM-1 ISSUE OF SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES BY WAY OF PRIVATE PLACEMENT BASIS

To consider and, if thought fit, to pass with or without modification the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Section 42 read with Section 71, and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force), Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable laws (including any statutory modifications or re-enactments thereof for the time being in force), if any, the consent of shareholders be and is hereby accorded for the issuance of 600 (Six Hundred) Secured Redeemable Non-Convertible Debentures of INR 1 Lac each Aggregating to INR 6,00,00,000/- (Indian Rupees Six Crores Only) in one or more tranche on private placement basis to Investors in accordance with applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to finalize the terms and conditions including rate of interest, tenor, security cover thereof, the consideration of the issue, utilisation of the issue proceeds and all the matters connected to it.

RESOLVED FURTHER THAT any of the Directors of the Company are hereby severally authorized to negotiate, finalize and execute any deeds, documents, schemes, agreements, forms, returns, applications, letters, etc. including any modifications thereto, in each case as may be approved by such directors and/or officers, whether or not under the common seal of the Company, as may be required from time to time, and to do all such acts, deeds, matters and things as they may deem necessary and expedient at their absolute discretion in the above matters without any further approval of the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company may delegate the authority to approve, finalize, sign, execute and deliver documents and do all such acts, deeds and things as are necessary or identical in relation to the above to a committee or any person as it may deem fit."

For **RAAMA PAPER MILLS LIMITED.**

Sd/-

**HIMANSHU DUGGAL
COMPANY SECRETARY**

ACS 31026



RAAMA PAPER MILLS LIMITED – NOTICE OF EGM

Notes

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.



RAAMA PAPER MILLS LIMITED – NOTICE OF EGM

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.ramapaper.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com the EGM/AGM Notice is also available on the website of NSDL) i.e. www.evoting.nsdl.com.
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. Since, the EGM is being conducted through VC/OAVM, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available.
9. Corporate members intending to attend the EGM through authorized representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorizing the representatives to attend and vote at the Extra Ordinary General Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to cskbhatnagar@gmail.com with a copy marked to evoting@nsdl.co.in.
10. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 is annexed.
11. a) The Register of Members and Share Transfer Books of the Company will remain closed from Thursday March 09, 2023 to March 16, 2023 (both days inclusive).
b) The remote e-voting period commences on Monday, March 13, 2023 (09:00 am) and ends on Wednesday, March 15, 2023 (05:00 pm). No remote e-voting shall be allowed beyond the said date and time. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of March 09, 2023, may cast their vote by remote e-voting.
c) The notice of Extra-Ordinary General Meeting will be sent to persons registered as members of the Company as per the register of members as on Record Date for sending notice i.e. February 17, 2023.
12. In accordance with SEBI LODR (Listing Obligations and Disclosure Requirements) (4th amendment) Regulations, 2018 notified on June 07, 2018



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and further notification dated 30/11/2018 any request for physical transfer of shares shall not be processed w.e.f. April 01,2019.

13. Further, in compliance with SEBI vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:
- a. Issue of duplicate share certificate
 - b. Claim from unclaimed suspense account
 - c. Renewal/Exchange of securities certificate
 - d. Endorsement
 - e. Sub-division / splitting of securities certificate
 - f. Consolidation of securities certificates/folios
 - g. Transmission
 - h. Transposition
 - i. For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of MAS Services Ltd, Registrar and share transfer agent (RTA) The aforementioned form shall be furnished in hard copy form.

14. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, M/s Indus Portfolio Private Limited, G-65, Bali Nagar, New Delhi - 110015 Ph: - 011-47671214, Fax: - 011-25449863 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, and (b) change in their address, if any, with pin code number.

In case share are in demat form members are requested to update their bank detail with their depository participant.

The shareholders having shares in physical form are requested to dematerialize the shares at the earliest.

15. The Securities and Exchange Board of India ('SEBI') vide its circular dated November 03, 2021 read with circular dated December 14, 2021 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Effective from 1st January 2022. Registrar will not process any service requests or complaints received from the member until unless above KYC and nomination will not be completed by



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shareholder and such shareholders holding will be freezed by RTA on or after 1st April 2023.

The shareholders holding shares in physical form are requested to note that in case of failure to provide required documents and details as per aforesaid SEBI circular, all folios of such shareholders shall be frozen on or after April 01, 2023 by the RTA. In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:

- PAN; (using ISR-1)
- Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
- Contact details including Postal address with PIN code, Mobile Number, E-mail address;
- Bank Account details including Bank name and branch, Bank account number, IFS code;
- Specimen signature. (using ISR-2)

Any cancellation or change in nomination shall be provided in Form No.SH-14.

All of above required documents/details to be sent at the address of registered office of the RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the RTA.

A separate communication has already been sent to the respective shareholders.

16. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
17. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars and Share Transfer Agent, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrar and Share Transfer Agent, members are requested to quote their folio numbers or DP ID and Client ID for physical or electronic holdings respectively.
18. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic



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form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company/Registrar.

19. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.
20. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the notice of EGM is being sent only through electronic mode. Those Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

In case you have not registered your email id with depository or RTA you may registered your email id in following manner.

Physical Holding	Send a signed request to Registrar and Transfer Agents of the Company, Indus Portfolio Private Limited at rs.kushwaha@indusinvest.com providing Folio number, Name of the shareholder, scanned copy of the share certificate (Front and Back), PAN (Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) for registering email address.
Demat Holding	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

21. Mr. Sameer Kishore Bhatnagar, Company Secretary (Membership No. 30997) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
22. The Scrutinizer shall after the conclusion of voting at the general meeting unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
23. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at www.ramapaper.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person



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authorized by him in writing. The results shall also be immediately forwarded to the BSE.

24. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming EGM to the demat holders atleast 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no./email ID with their respective depository participants.
25. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.
26. Voting through electronic means: In compliance with the provisions of Regulation 44 of the Listing Regulations and Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 Company is offering e-voting facility to its members. Detailed procedure is enclosed herewith.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, 13th March, 2023 at 09:00 A.M. and ends on Wednesday, 15th March, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 09th March, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 09th March, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.







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Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your</p>



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	<p>vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p>



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	Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33



B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



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Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system



How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to to csskbhatnagar@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.



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2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@ramapaper.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@ramapaper.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



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THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account



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number/folio number, email id, mobile number cs@ramapaper.com. The same will be replied by the company suitably.

EXPLANATORY STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF NOTICE CONVENING THE EXTRA-ORDINARY GENERAL MEETING:

The following set out all material facts relating to special business mentioned in the accompanying notice for convening the Extra-ordinary general meeting of the Company

Item No. 1: Approval for Issuance of NCD by way of private placement

The Company has entered into an MOU dated 14.11.2022 with the Investor and they had already invested an amount of Rs. 1250 lakhs by way of an Inter Corporate Deposit into the Company. As per the terms of the said MOU, the Investor has agreed to subscribe Non-Convertible Debentures and therefore the Company proposes to issue 600 (Six Hundred) 12% Secured Redeemable Non-Convertible Debentures of INR 1 Lac each Aggregating to INR 6,00,00,000/- (Indian Rupees Six Crores Only) to Investors.

Pursuant to provision of Section 42 read with section 71 of the Companies Act, 2013 read with the rules framed thereunder, issue of securities by a Company on a private placement basis is required to be approved by the members by passing special resolution.

The Company submits the following information for taking appropriate decision for approval of the proposed resolution as set out in the notice of the meeting by way of special resolution:

Sr. No.	Particulars	Details
1.	Date of passing Board Resolution	14.02.2023
2.	Object of the issue	To fund working capital requirements of the Company.
3.	Nature of such securities	Secured Redeemable Non-Convertible Debentures ("SNCD")
4.	Manner of issue of securities	Private Placement
5.	Total number of securities to be issued and nominal value of each security	600 (Six Hundred) Secured Redeemable Non-Convertible Debentures of INR 1 Lac each
6.	The price or price band at/within which the allotment is proposed	INR. 100000 (Rupees One Lac Only) each per NCD.
7.	Basis on which the price has been arrived at along with report of the value	The issue price has been mutually agreed between the Company and its Investor.



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8.	Relevant date with reference to which the price has been arrived at	Not Applicable in case of issue of Non Convertible Debentures.
9.	Cut off date with reference to which the price has been arrived at	Not Applicable in case of issue of Non Convertible Debentures.
10.	Terms of issue, including term and rate of dividend on each security etc.	Each NCD shall be Secured Redeemable Non-Convertible in nature and will have a value of INR 100000 (Indian Rupees One Lac Only) each Aggregating to INR 6,00,00,000/- (Indian Rupees Six Crores Only) and carrying a Interest rate of 12% per annum which will be payable quarterly from the date of allotment.
11.	Term of redemption, including the tenure of redemption, redemption of shares at premium and if the preference share are convertible, term of conversion	The NCD's are redeemable in 4 equal instalments of Rs. 1,50,00,000 each (Rupees One Crore Fifty Lakhs each) starting from the end of 2 nd year to the end of 5 th year from the date of issuance.
12.	Manner and modes of redemption	The NCD's are redeemable in 4 equal instalments of Rs. 1,50,00,000 each (Rupees One Crore Fifty Lakhs each) starting from the end of 2 nd year to the end of 5 th year from the date of issuance.
13.	Class or classes of persons to whom the allotment is proposed to be made	Indian Companies.
14.	Intention of promoters, directors or Key managerial personnel to subscribe to the offer	None of the promoters, directors or Key managerial personnel will participate in the offer.
15.	Proposed time within which the allotment shall be completed	Within 60 (Sixty) days of receiving the subscription money.
16.	Change in control, if any, in the company that would occur consequent to the preferential offer	No, there is no change in control.



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17.	Number of persons to whom allotment on preferential basis have been already been made during the financial year, in terms of number of securities as well as price.	Not Applicable
18.	Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not Applicable
19.	Voting Rights	Not Applicable in case of Non Convertible Debentures.

PRE-ISSUE AND POST ISSUE SHAREHOLDING PATTERN OF THE COMPANY

Sr No	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual	3642135	37.68	3642135	37.68
	Bodies corporate				
	Sub-total				
2	Foreign promoters				
	sub-total (A)				
B	Non-promoters' holding				
1	Institutional investors				
2	Non-institution	-	-	-	-
	Private corporate bodies	-	-	-	-
	Individuals	6022598	62.32	6022598	62.32
	Indian public	-	-	-	-



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others (including NRIs)	-	-	-	-
Sub-total (B)	-	-	-	-
GRAND TOTAL	9664733	100.00	7581400	100.00

**PRE AND POST ISSUE HOLDING PATTERN OF THE DEBENTURES
ISSUED BY THE COMPANY**

Sr No	Category	Pre-issue		Post-issue	
		No of NCD held	% of holding	No of NCD	% of NCD
A	Promoters' holding				
1	Indian				
	Individual	-	-	-	-
	Bodies corporate				
	Sub-total				
2	Foreign promoters sub-total (A)	-	-	-	-
B	Non-promoters' holding				
1	Institutional investors				
2	Non-institution	-	-	-	-
	Private corporate bodies	-	-	600	100
	Directors and relatives	-	-	-	-
	Indian public	-	-	-	-
	others (including NRIs)	-	-	-	-
	Sub-total (B)	-	-	-	-
	GRAND TOTAL	-	-	600	100

For this purpose, the Company is required to obtain the consent of the shareholder by means of a special resolution. Hence shareholder's consent is requested for the above proposal. The Board of Directors recommends passing of the Resolutions as contained at Item No. 1 in the notice.

In terms of Section 102(1) of the Companies Act, 2013, it is submitted that none of the Directors of the Company or their relatives are not concerned or



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interested, financial or otherwise, in the passing of aforesaid resolution except to the extent of their shareholding, if any, in the Company.

Your directors recommend the resolution set out in item no. 1 of the notice for your approval. All the documents in relation to the proposed issue shall be available for inspection at the registered office of the Company on all working days during business hours upto the date of meeting. Your Board solicits your approval on the matter.

For **RAAMA PAPER MILLS LIMITED**

Sd/-
HIMANSHU DUGGAL
COMPANY SECRETARY
ACS 31026

