

RAMA PAPER MILLS LIMITED

Registered Office: 4th Km Stone, Najibabad Road, Kiratpur, District Bijnor- 246731 (U.P.)

Corporate Office: 12/22, Second Floor, East Patel Nagar, New Delhi – 110008

[CIN: L27104UP1985PLC007556]

Tele No. (01341) 240300, Email: works@ramapaper.com ; delhi@ramapaper.com;

Website: www.ramapaper.com

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Members of **RAMA PAPER MILLS LIMITED** will be held on Monday, the 30th March, 2015 at 10.00 A.M. at the Registered Office of the Company at 4th K.M. Stone, Najibabad Road, Kiratpur-246731 District Bijnor (U.P.) to transact the following businesses:

1. 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 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the Articles of Association of the Company, 50,00,000 (Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each forming part of the Authorized Share Capital of the Company and remaining unissued be and are hereby re-classified into 5,00,000 (Five Lacs) Preference Shares of Rs. 100/- (Rupees One Hundred only) each and the existing Authorized Share Capital of the Company amounting to Rs. 32,00,00,000 (Rupees Thirty Two Crores only) consisting of 2,20,00,000 (Two Crores Twenty Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 10,00,000 (Ten Lacs) Preference Shares of Rs. 100/- (Rupees One Hundred only) each be and is hereby restructured so as to consist of 1,70,00,000 (One Crore Seventy Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 15,00,000 (Fifteen Lacs) Preference Shares of Rs. 100/- (Rupees One Hundred only) each.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps and to do all such other acts, deeds, matters and things and to settle any question, difficulty or doubt that may arise in regard to the said resolution and to give such directions as may be deemed necessary or expedient to give effect to the above resolution.”

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

“RESOLVED THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place and stead the following new Clause:-

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V. The Authorised Share Capital of the Company is Rs. 32,00,00,000/- (Rupees Thirty Two Crores only) divided into 1,70,00,000 (One Crore Seventy Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 15,00,000 Preference Shares of Rs.100/- (Rupees One Hundred only) each.

“RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and to settle any question, difficulty or doubt that may arise in regard to the said resolution and to give such direction as may be deemed necessary or expedient to give effect to the said resolution.”

3. 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 Sections 42, 55 and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as ‘Act’) read with Ruled framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges, where the securities of the Company are listed , any other applicable laws for the time being in force and subject to all necessary approvals, permissions and sanctions as may be required from any Governmental or Regulatory authority and subject to such condition(s) and modification(s) as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions 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 include any ‘Committee’ which the Board may constitute to exercise the powers conferred by this resolution), the consent and approval of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches 5,00,000 14% Non-convertible Cumulative Redeemable Preference Shares (hereinafter referred to as ‘Preference Shares’) of the face value of Rs. 100/- each aggregating to a nominal value of Rs. 5,00,00,000/- (Rupees Five Crores only) for cash at par to Sumeru Infracon Private Limited (‘SIPL’) a Non-Promoter Body Corporate on such terms and conditions as may be decided by the Board and subject to the following rights:

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- (i) **PRIORITY WITH RESPECT TO PAYMENT OF DIVIDEND:** The Preference Shares shall carry a fixed cumulative preference dividend @ 14% per annum on the Capital for the time being paid-up thereon and shall rank for dividend in priority to the Equity Shares for the time being of the Company.
- (ii) **PARTICIPATION IN SURPLUS ASSETS AND PROFITS ON WINDING UP:** Preference Shares shall in winding up be entitled to rank, as regards repayment of Capital and arrears of dividend, whether declared or not, up to the commencement of the winding up, in priority to the Equity shares but shall not be entitled to any further participation in profits or assets or surplus fund.
- (iii) **VOTING RIGHTS:** The voting rights of the persons holding the said Preference Shares shall be in accordance with the provisions of Section 47 of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force).
- (iv) **REDEMPTION:** Preference Shares shall be redeemable at the option of Board at any time not later five years from the date of allotment and such redemption shall be in accordance with the provisions of the Act.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director(s) or Committee of Directors or any other Officer(s) of the Company to give effect to the aforesaid resolution including without limitation to execution of any document on behalf of the Company and to represent the Company before any Governmental or Regulatory authority .”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer, issue, allotment of the Preference Shares and utilization of the issue proceeds.”

By Order of the Board
For **RAMA PAPER MILLS LIMITED**

Registered Office:

4th K.M. Stone, Najibabad Road,
Kiratpur-246731

District Bijnor (U.P.)

Date: 4th March, 2015

Sd/-
(HIMANSHU DUGGAL)
Company Secretary

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The instrument appointing proxy should however, be deposited at the Registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
2. A person can act as a Proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. 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 a Proxy for any other person or shareholder.
3. The Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning each item of business to be transacted at the meeting is annexed hereto.
4. Members / Proxies should fill the Attendance Slip and hand over the same at the entrance for attending the Meeting.
5. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the Meeting.
6. Corporate Members intending to send their Authorized Representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Extraordinary General Meeting ("EGM").
7. 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.
8. Members who have not yet got their Equity Shares dematerialized are requested to contact any of the Depository Participants in their vicinity for getting their shares dematerialised. In case any clarification is needed in that regard, the undersigned may be contacted in person or by communication addressed at the Corporate Office of the Company.
9. Securities and Exchange Board of India (SEBI) had directed that it shall be mandatory to furnish copy of PAN card to the Company / RTAs for registration of transfer / transmission / transposition of Shares of the Company in relation to securities market transactions and off-market / private transactions in physical

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form of listed Companies. Hence, all prospective Shareholders acquiring Shares in physical form are requested to provide a copy of their PAN card along with their request for registration of transfer / transmission / transposition of Shares of the Company.

10. Members are requested to quote their folio number and in case shares are held in the dematerialized (electronic) form, their DP ID and Client ID number in all correspondence with the Company and / or the Registrar & Transfer Agents, M/s Indus Portfolio Private Limited, G-65, Bali Nagar, New Delhi – 110015 for easy reference and speedy disposal thereof.
11. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in Form No. SH.13, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 which can be obtained from the Company's RTA or downloaded from the Company's website to the Company or its RTA.
12. The Notice of EGM has been sent through e-mail to those Members who have opted to receive electronic communication or who have registered their email addresses with the Company/Depository Participants. The Notice is also available on our website viz. www.ramapaper.com The physical copy of the Notice has been sent to those Members who have either opted for the same or have not registered their e-mail addresses with the Company / Depository Participant. The members will be entitled to a physical copy of the Notice free of cost, upon sending a request to the Company Secretary at 12/22, Second Floor, East Patel Nagar, New Delhi – 110008. In case any Member is desirous to receive communication from the Company in electronic form, they may register their email address with their depository participant or send their consent at cs@ramapaper.com alongwith their Folio No. and valid e-mail address for registration.
13. Pursuant to provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on the resolutions set forth in the Notice convening EGM to be held on Monday, 30th March, 2015 at 10.00 A.M. The Company has engaged the services of Central Depository Services Limited ("CDSL") to provide the e-voting facility.

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Procedure for voting through electronic means

1) In case of Members receiving a electronic copy:

The Company is pleased to offer e-Voting facility for its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

- (i) Log on to the e-Voting website www.evotingindia.com.
- (ii) Click on “Shareholders” tab.
- (iii) Then, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”.
- (iv) After that Enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID; and
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding Shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>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. e.g. If your name is Ramesh Kumar with sequence number 1 then</p>

	enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth (DOB) 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 for the said demat account or folio. 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 member id/folio number in the Dividend Bank details field.

- (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, the Members holding shares in demat form will then 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 the Members holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in the Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option “YES” or “NO” as desired. The option “YES” implies that you assent to the Resolution and option “NO” implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the Resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.

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

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

- Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- 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.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

2) In case of Members receiving a physical copy:

- (i) Please follow all steps from Sl. No. (i) to Sl. No. (xvii) above to cast vote.

3) General Instructions:

- (i) The e-Voting period commences on Tuesday, 24th March, 2015 from 9.30 A.M.(IST) and ends on Thursday, 26th March, 2015 at 5.30 P.M.(IST). The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

For abundant clarity, please note that the Members who have exercised their right to vote by electronic means shall not be entitled to vote by way of poll at the Meeting. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company. The poll process shall be conducted and scrutinized and report thereon will be prepared

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in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

14. The voting rights of the members shall be in proportion to their shares in the capital of the Company as on the cut-off date being Friday, 27th February, 2015 .
15. The Company has appointed CS SAMIR BHATNAGAR, PRATICING COMPANY SECRETARY as scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer will submit his final report to the Chairman of the Company within three working days after conclusion of e-voting period.
16. The result shall be declared on or after the EGM. The results declared along with the scrutinizer's report shall be placed on the Company's website www.ramapaper.com and on the website of CDSL within two working days of passing of resolutions at EGM and shall be communicated to Stock Exchanges where shares of the Company are listed.
17. All documents / relevant extracts thereof, referred to in the accompanying notice will be available for inspection at the Registered office of the Company during business hours -on all working days up to the date of declaration of results of EGM of the Company.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 1 & 2

The present status of Authorized ,Issued, Subscribed and Paid up Share Capital of the Company is as under:

Particulars	Equity Share Capital	Preference Share Capital
Authorised Capital	2,20,00,000 Equity Shares of Rs. 10/- each amounting to Rs. 22,00,00,000/-.	10,00,000 Preference Shares of Rs. 100/- each amounting to Rs. 10,00,00,000/-
Issued, Subscribed and Paid-up Capital	96,64,733 Equity shares of Rs. 10/- each	10,00,000 Preference Shares of Rs. 100/- each

	amounting to Rs. 9,66,47,330/-.	amounting to Rs. 10,00,00,000/-.
Head room available for issue of additional Shares	1,23,35,267 Equity Shares of Rs. 10/- each amounting to Rs. 12,33,52,670/-.	NIL

In order to meet the long-term fund requirements of the Company for expansion and modernization of existing business, capital expenditure, working capital and for other general corporate objectives and to augment the Company's capital base and financial position, it is proposed to raise funds by issue of Preference shares for which approval of members is being obtained at this EGM . As the Company has issued Preference shares to the maximum permissible extent authorized under the Memorandum of Association of the Company and has surplus Equity share capital which is unlikely to be utilized in near future , it is proposed to convert a part of the Equity share capital in to Preference share capital by re-classifying the existing 50,00,000 Equity Shares of Rs. 10/- each lying unissued and forming a part of Authorized Share Capital into 5,00,000 Preference Shares of Rs.100/- each.

Consequent upon re-classification, the Authorised Share Capital of Rs. 32,00,00,000 consisting of 2,20,00,000 Equity Shares of Rs. 10/- each and 10,00,000, Preference Shares of Rs.100/- each will stand restructured so as to consist of 1,70,00,000 Equity Shares of Rs. 10/- each and 15,00,000 Preference Shares of Rs. 100/- each as provided in the resolution placed at Item No.1 of the Notice. As a result of above, the relevant Capital Clause of the Memorandum of Association of the Company is required to be altered which is sought to be effected by passing of Special Resolution placed at Item No. 2 of the Notice.

None of the Directors or the Key Managerial Personnel of the Company or any of their relatives is concerned or interested, financially or otherwise in the resolution.

A Copy of the Memorandum of Association of the Company together with the proposed changes is available for inspection of Members at the Registered Office of the Company on all working days up to the date of the Meeting.

Item No.3

In order to meet the long-term fund requirements of the Company for expansion and modernization of existing business, capital expenditure, working capital and for other general corporate objectives, it is proposed to raise funds through issue of 5,00,000 14% Non-convertible Cumulative Redeemable Preference Shares ('Preference Shares') of the face value of Rs. 100/- each for cash at par in one or more tranches on private placement basis to Sumeru Infracon Private Limited ('SIPL') a Non- Promoter Body Corporate.

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DISCLOSURE AS PER RULE 9(3) OF THE COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014:

a)	The size of the issue and number of preference shares to be issued and nominal value of each share	:	5,00,000 14% Non-convertible Cumulative Redeemable Preference Shares of the nominal value of Rs. 100/- each for cash at par aggregating to Rs. 5,00,00,000/- (Rupees Five Crores only)
b)	The nature of such shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible.	:	Cumulative, Non-participating and Non-Convertible.
c)	The objectives of the issue	:	To meet ongoing financial requirements for expansion and modernization of existing business, capital expenditure, working capital and for other general corporate objectives and to shore up the Net worth and augment financial base.
d)	The manner of issue of shares	:	Preference shares will be issued and offered on private placement basis in one or more tranche(s).
e)	The price at which such shares are proposed to be issued	:	Preference shares will be issued at par value of Rs. 100/- each.
f)	The basis on which the price has been arrived at	:	Issue and redemption of Preference shares is being made at par value.
g)	The terms of issue and rate of dividend on each share, etc.	:	Dividend @14% per annum on the paid up value of Preference shares on cumulative basis, if declared, would be payable on pro rata basis from the date of allotment.
h)	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion.	:	At the option of Board, at any time not later than years from the date of allotment and such redemption shall be in accordance with the provisions of the Act.
i)	The manner and modes of redemption	:	Preference shares will be redeemed out of profits available for distribution as dividend and/or proceeds of fresh issue of shares made for the purpose of redemption as prescribed in the Act.
j)	The current Shareholding Pattern of the Company	:	Pre and post issue shareholding pattern of the Company in respect of Equity and Preference share capital is provided hereinafter.
k)	Expected dilution in Equity Share Capital upon conversion of Preference Shares	:	No dilution in Equity share capital is envisaged as Preference shares proposed to be issued are Non- convertible.

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SHAREHOLDING PATTERN – EQUITY SHARE CAPITAL

Sl. No.	Category	Pre-Issue		Post Issue	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A.	Promoters' Holding				
1.	Indian:				
	Individual	19,58,082	20.26	19,58,082	20.26
	Bodies Corporate	16,27,961	16.84	16,27,961	16.84
	Sub-Total	35,86,043	37.10	35,86,043	37.10
2.	Foreign Promoters	-	-	-	-
	Sub-Total (A)	35,86,043	37.10	35,86,043	37.10
B.	Non-Promoters' holding				
1.	Institutional Investors	3,600	0.037	3,600	0.037
2.	Non-Institution:				
	Private Corporate Bodies	8,26,258	8.55	8,26,258	8.55
	Directors and Relatives	-	-	-	-
	Indian Public	52,21,857	54.03	52,21,857	54.03
	Others (Including NRIs)	26,975	0.28	26,975	0.28
	Sub-Total (B)	60,78,690	62.90	60,78,690	62.90
	GRAND TOTAL	96,64,733	100.00	96,64,733	100.00

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SHAREHOLDING PATTERN – PREFERENCE SHARE CAPITAL

Sl. No.	Category	Pre-Issue		Post Issue	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A.	Promoters' Holding				
1.	Indian :	-	-	-	-
	Individual	-	-	-	-
	Bodies Corporate	-	-	-	-
	Sub-Total	NIL	NIL	NIL	NIL
2.	Foreign Promoters	-	-	-	-
	Sub-Total (A)	NIL	NIL	NIL	NIL
B.	Non-Promoters' holding				
1.	Institutional Investors	-	-	-	-
2.	Non-Institution:	-	-	-	-
	Private Corporate Bodies	10,00,000	100.00	15,00,000	100.00
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others (Including NRIs)	-	-	-	-
	Sub-Total (B)	-	-	-	-
	GRAND TOTAL	10,00,000	100.00	15,00,000	100.00

The Board recommends the proposed resolution as placed at item No. 3 of the Notice for approval of Members as a Special Resolution.

RAMA PAPER MILLS LIMITED

Registered Office: 4th Km Stone, Najibabad Road, Kiratpur, District Bijnor- 246731 (U.P.)

Corporate Office: 12/22, Second Floor, East Patel Nagar, New Delhi – 110008

[CIN: L27104UP1985PLC007556]

Tele No. (01341) 240300, Email: works@ramapaper.com ; delhi@ramapaper.com;

Website: www.ramapaper.com

None of the Directors or the Key Managerial Personnel of the Company or any of their relatives is concerned or interested, financially or otherwise in the resolution.

By Order of the Board
For **RAMA PAPER MILLS LIMITED**

Registered Office:

4th K.M. Stone, Najibabad Road,

Kiratpur-246731

District Bijnor (U.P.)

| Date: 4th March, 2015

Sd/-
(HIMANSHU DUGGAL)
Company Secretary