



**Rama
Paper
Mills
Limited**

Corporate Office : 1101-1102, Vikram Tower, 16, Rajendra Place, New Delhi-110 008
Tel. : 011-45642642
E-mail : delhi@ramapaper.com
Registered Office & Works : 4th km. Stone, Najibabad Road, Kiratpur-246 731, Distt. Bijnor.
Tel. : 01341-240300, 240302, Fax : 01341-240301
E-mail : works@ramapaper.com
Website : www.ramapaper.com CIN : L27104UP1985PLC007556

Dated: 30.09.2016

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

Dear Sir,

Reg. **Scrip Code : 500357**

Sub: Proceedings of the 31st Annual General Meeting ("AGM") of Rama Paper Mills Limited.

It is to intimate you that, 31st 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 31st 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

For RAMA PAPER MILLS LTD

Company Secretary

**HIMANSHU DUGGAL
COMPANY SECRETARY**



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Annexure - I

Summary of proceedings of the 35th Annual General Meeting:

The 31st Annual General Meeting (AGM) of the Members of Rama Paper Mills Limited ('the Company') was held on Friday, 30th day of September, 2016 at 10:00 AM at 4th Km Stone Najibabad Road Kiratpur Bijnor U.P. Shri. Pramod 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. All the 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. Mr. Nirdesh Agarwal, CFO, read the Auditors' Report.

We wish to inform you that the Shareholders of the Company have approved/adopted the following business at the **31st Annual General Meeting** of the members of the Company held on 30th September, 2016:

1. Adoption of Annual Accounts together with the report of Director's and Auditor's thereon for the financial year ended as on 31st March, 2016.
2. Re-appointment of Sh. Arun Goel, retiring director of the Company.
3. Re-appointment of M/s Shiam & Co., retiring auditors of the Company.
4. Regularization of appointment of Sh. Alok Jain, additional director of the Company.
5. Approval under section 188 of the companies act, 2013 for related party transactions.
6. Approvals under section 148 of the Companies act 2013, for fixing the remuneration of the cost auditor (M/S. Jain Sharma & Associates).
7. Appointment of Shri Alok Jain as a independent director of the Company.

Please take the above on record and oblige.

FOR RAMA PAPER MILLS LIMITED

For RAMA PAPER MILLS LTD

Company Secretary

**HIMANSHU DUGGAL
COMPANY SECRETARY**



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Annexure – II

MINUTES OF 31ST ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S RAMA PAPER MILLS LIMITED HELD ON FRIDAY THE 30TH SEPTEMBER 2016 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 46 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 Pramod 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

Mr. Pramod Agarwal proposed and Ms. Rachna Goel seconded the following resolution as on **Ordinary Resolution:**

"RESOLVED THAT the statement of Profit and Loss Account for the period ended 31st March 2016 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

Mr Apurve Goel proposed and Mrs. Sunita Agarwal seconded the following as an **Ordinary Resolution:**

"RESOLVED THAT Shri Aun Goel, 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

Mr. Apurve Goel proposed and Mrs. Rachna Goel seconded the following resolution for appointment of statutory auditor for the financial year 2016-17 as an **Ordinary Resolution:**

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

"RESOLVED THAT M/S SHIAM & Co. 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."

REGULARISATION OF APPOINTMENT OF ADDITIONAL DIRECTOR

The resolution was proposed by Mr. Apurve Goel and further Ms. Vandani Goel seconded the following resolutions to be passed as **Ordinary Resolutions**:

"RESOLVED THAT Shri Alok jain, who was appointed as an Additional Director with effect from November 14, 2015 on the Board of the Company in terms of Section 161(1) of the Companies Act, 2013 who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a Member in writing, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the acts deeds and things which are necessary for giving effect to the above resolution."

The above resolutions were passed unanimously.

RESOLUTION UNDER SECTION 188 OF THE COMPANIES ACT 2013

The following resolutions were proposed by Mr. Arun Goel and further Mrs. Rachna 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."

"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.

FIXATION THE REMUNERATION OF COST AUDITOR

Following Resolution was proposed by Ms. Rachna Goel and further by Vandani Goel seconded the resolution to be passed as **Special 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. 50000/- 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.

APPOINTMENT OF SHRI. ALOK JAIN AS INDEPENDENT DIRECTOR

The following resolution was proposed by Ms. Rachna Goel and further Ms. Vandani Goel seconded the resolution to be passed as an **Ordinary Resolution**:

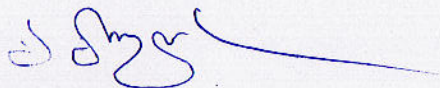
"RESOLVED THAT pursuant to the provisions of Sections 149, 150 & 152 and other applicable provisions, if any, of the Companies Act, 2013 ("The Act") and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force, read with Schedule IV of the Act, Shri. Alok Jain a Non Executive Director of the Company, who has given a declaration of independence under Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company for a term of two consecutive Years w.e.f. 30.09.2016 to 29.09.2018 and shall be eligible for re-appointment for a period not exceeding two consecutive terms and shall not be liable to retire by rotation."

The above resolution was passed unanimously.

VOTE OF THANKS

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

For Rama Paper Mills Limited



**Pramod Agarwal
(Chairman)**