

RAMMAICA INDIA LIMITED

Regd Office : Off. No-106-A,106-B,1st Flr, Kamanwala Chambers, New Udyog Mandir CHS Ltd. No. 2,
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Dear Member,

NOTICE FOR EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of Members of Rammaica India Limited will be held on Thursday, December 21, 2017 at 3.30 pm at at the Acres Club 411-B, Hemu Kalani Marg, Sindhi Society, Chembur East, Mumbai- 400071 to transact the following business:

Special Business:

ITEM NO. 1: To issue Convertible Equity Warrants on Preferential basis to Promoters/Promoter Group.

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 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act 2013, read with the rules made thereunder (including any statutory modifications) or the re-enactment thereof for the time being in force (The Companies Act) to the extent notified and in effect the applicable provisions, if any, of the Companies Act 1956 as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of The Companies Act) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “ICDR regulations”) and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the “Takeover regulations”) and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, as amended (the “LODR Regulations”) and other rules, regulations, guidelines notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India (SEBI) and any other guidelines and clarifications issued by any other competent authority, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the company, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and 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 existing committees(s)/to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board absolute discretion, the consent of the members of the company be and is hereby accorded to the Board to create, issue, offer, and allot 38,00,000 (Thirty Eight Lakh) Convertible Warrants (“Warrants”) on a preferential basis to Mr. Pankaj Has Mukh Jobalia (“Warrant Holder”), being a Promoter of the Company (as defined in the ICDR Regulations), with a right to Warrant Holder to apply for and get allotted, in one or more tranches, one equity share of face value of ₹10/- (Rupees Ten Only) each (the “Equity Shares”) for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of Warrants, at a price (including the warrant subscription price and the warrant exercise price) of ₹ 10/- each (Rupees Ten Only) aggregating to ₹ 3,80,00,000/- (Rupees Three Crore Eighty Lakhs only) in such manner that as the Board may think fit in its absolute discretion.”

RESOLVED FURTHER THAT the Equity Shares that may be allotted on exercise of the Convertible Share Warrants shall rank *pari passu* with the existing shares of the company and the allotment shall be made in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations or other applicable laws as may be prevailing at the time.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII and Regulation 71, of the ICDR Regulations, the Relevant date for the purpose of calculating the price for the issue of Warrants is November 21, 2017.

RESOLVED FURTHER THAT the said Convertible Share Warrants shall be issued and allotted by the Company to the allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by Stock Exchange or any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of the Convertible Share Warrants shall be subject to following terms:

- l) The Equity Shares to be so allotted on exercise of the Convertible Share Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* in all respects including dividend, if any, with the existing Equity Shares of the Company. The Warrants may be exercised into equity shares as aforesaid by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants in one or more tranches.

- II) A Warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price of the Equity Shares will be payable at the time of subscription to the Warrants, as prescribed by Regulation 77 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.
- III) The issue of Convertible Share Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- IV) In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid as warrant subscription price shall stand forfeited by the Company.
- V) In the event of the Company making a bonus issue by way of capitalization of its reserves, or a rights offer by way of issue of new Equity Shares, prior to allotment of Equity Shares resulting from the exercise of the Warrants, the issue price of the Equity Shares to be allotted against such Warrants shall be subject to appropriate adjustment, subject to the ICDR Regulations and other applicable law.
- VI) The Convertible Share Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Convertible Equity Warrants and Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to committee of Directors/ any Directors/ Company Secretary / any Officers of the Company to give effect to the aforesaid resolution.

ITEM NO. 2: To issue Equity Shares on Preferential basis to Others / Non Promoter Group.

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 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act 2013, read with the rules made thereunder (including any statutory modifications) or the re-enactment thereof for being in force (“The Companies Act”) to the extent notified and in effect the applicable provisions, if any, of the Companies Act 1956 as amended (without reference to the provisions there of that have ceased to have effect upon notification of sections of Companies Act) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “ICDR regulations”) and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the “Takeover regulations”) and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, as amended (the “LODR Regulations”) and other rules, regulations, guidelines notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India (SEBI) and any other guidelines and clarifications issued by any other competent authority whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the company, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and 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 exiting committees(s)/to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board absolute discretion, the consent of the members of the company be and is hereby accorded to the Board to issue, offer and allot 16,75,000 (Sixteen Lakhs Seventy Five Thousand) Equity Shares of ₹ 10/- each for cash at par aggregating to ₹ 1,67,50,000 (Rupees One Crore Sixty Seven Lakhs Fifty Thousand) on preferential basis to the following Non Promoter Individuals (“The Investors”), disclosed in the Explanatory Statement to this notice in such manner as the Board may think fit in its absolute discretion :

Name of the proposed allottee	No. of equity Shares
Mr. Deven Hemant Shah	4,50,000
Mrs. Hiteshi Dhananjay Doshi	4,50,000
Mrs. Indira Navinchandra Shah	3,00,000
Mr. Rajanikant Sushilchandra Shah	4,75,000

RESOLVED FURTHER THAT the Equity Shares so allotted shall rank *pari passu* with the existing shares of the company and the allotment shall be made in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations or other applicable laws as may be prevailing at the time.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII and Regulation 71, of the ICDR Regulations, the Relevant date for the purpose of calculating the price for the issue of Equity Shares is November 21, 2017.

RESOLVED FURTHER THAT the said Equity Shares shall be issued and allotted by the Company to the allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any Stock Exchange or regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to following terms:

- I) The Equity Shares allotted shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* in all respects including dividend, if any, with the existing Equity Shares of the Company.
- II) Entire subscription amount towards the Equity Shares proposed to be allotted will be payable at the time of subscription to the Equity Shares.
- III) The issue of the Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- IV) The Equity Shares shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to committee of Directors/ any Directors/ Company Secretary / any Officers of the Company to give effect to the aforesaid resolution."

ITEM NO. 3: Increase in the remuneration of Mr. Pankaj Hasmukh Jobalia Whole Time Director of the Company

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

"RESOLVED THAT in supersession of the earlier resolutions passed and pursuant to the provisions of Section 196, 197, 198 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule "V" of the Companies Act, 2013 and subject to such other approvals as may be necessary, consent of the members of the Company be and is hereby accorded to revision of remuneration, by way of increase in the remuneration payable to Mr. Pankaj Hasmukh Jobalia, Whole Time Director of the Company with effect from 1st December, 2017 till the remaining tenure of his present term as per the revised salary, allowance and perquisites as under:

A. Basic Salary:

Mr. Pankaj Hasmukh Jobalia will be paid Salary of ₹ 100,000/- (Rupees One Lakh) per month

Perquisites:

He shall be entitled to receive the following perquisites.

- i. Housing: Furnished / unfurnished residential accommodation or house rent allowance upto ₹ 50,000/- per month.
- ii. Medical Reimbursement: ₹ 50,000/- per month.
- iii. Conveyance ₹ 50,000/- per month
- iv. Other Allowances ₹ 50,000/- per month

B. Other Terms:

- i. The Whole Time Director is entitled to reimbursement of all actual expenses as per the Rules of the Company including entertainment and travelling incurred in the course of the Company's business.

- ii. The Whole Time Director is entitled to avail fully paid leave as per the Rules of the Company as applicable to the senior executives.
- iii. The Whole Time Director, subject to the applicable provisions of the Companies Act, 2013, is also eligible for housing loan as applicable in accordance with the Rules of the Company.
- iv. The Whole Time Director is also entitled to the benefits under all other schemes, privileges and amenities as are granted to the senior executives of the Company in accordance with the Company's practice, rules and regulation in force from time to time.
- v. Annual Remuneration review as per the policy of the Company
- vi. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under section 197, Section 198 and other applicable provisions of the Act and rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re enactment thereof for the time being in force or otherwise as may be permissible at law.

When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to the Whole Time Director in accordance with the applicable provisions of Schedule V of the Act and subject to the approval of the Central Government, if required.

RESOLVED FURTHER THAT the Whole Time Director shall be in charge of general management of the Company but subject to superintendence, control and direction of the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the aforesaid terms and conditions/or remuneration of Mr. Pankaj Jobalia, Whole Time Director of the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to obtain necessary regulatory approvals (if applicable), to accept any modification to the aforesaid terms of remuneration of the Whole Time Director, that may be required by the Central Government or other appropriate authority while granting its approval, and to do all such other acts, deeds, matters and things as it may in absolute discretion deem fit for the purpose of giving effect to this resolution, including to delegate powers of the Board granted by this resolution to any committee of Directors, or any Director or Secretary of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may think necessary, expedite or desirable; to settle any question that may arise in relation thereto in order to give effect to the foregoing resolution."

ITEM NO. 4: Increase in the remuneration of Mr. Jitendra Sharma Whole Time Director of the Company

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

"RESOLVED THAT in supersession of the earlier resolutions passed and pursuant to the provisions of Section 196, 197, 198 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule "V" of the Companies Act, 2013 and subject to such other approvals as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company be and is hereby approve and recommend to the Board the alteration in the remuneration structure payable to Mr. Jitendra Sharma Whole Time Director of the Company for the remaining tenure of her present term with effect from 1st of December, 2017 on the salary, allowance and perquisites as under:

Period of appointment of 3 years starting from 1st December, 2017.

A. Basic Salary:

Mr. Jitendra Sharma will be paid Salary of ₹ 75,000/- (Rupees Seventy Five Thousand) per month

Perquisites:

He shall be entitled to receive the following perquisites.

- i. Housing: Furnished / unfurnished residential accommodation or house rent allowance upto ₹ 50000/- per month.
- ii. Medical Reimbursement: ₹ 50,000/- per month.
- iii. Conveyance ₹ 50,000/- per month
- iv. Other Allowances ₹ 25,000/- per month

B. Other Terms:

- i. The Whole Time Director is entitled to reimbursement of all actual expenses as per the Rules of the Company including entertainment and travelling incurred in the course of the Company's business.

- ii. The Whole Time Director is entitled to avail fully paid leave as per the Rules of the Company as applicable to the senior executives.
- iii. The Whole Time Director, subject to the applicable provisions of the Companies Act, 2013, is also eligible for housing loan as applicable in accordance with the Rules of the Company.
- iv. The Whole Time Director is also entitled to the benefits under all other schemes, privileges and amenities as are granted to the senior executives of the Company in accordance with the Company's practice, rules and regulation in force from time to time.
- v. Annual Remuneration review as per the policy of the Company
- vi. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under section 197, Section 198 and other applicable provisions of the Act and rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force or otherwise as may be permissible at law.

When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to the Whole Time Director in accordance with the applicable provisions of Schedule V of the Act and subject to the approval of the Central Government, if required.

RESOLVED FURTHER THAT the Whole Time Director shall be in charge of general management of the Company but subject to superintendence, control and direction of the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the aforesaid terms and conditions/or remuneration of Mr. Pankaj Jobalia, Whole Time Director of the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to obtain necessary regulatory approvals (if applicable), to accept any modification to the aforesaid terms of remuneration of the Whole Time Director, that may be required by the Central Government or other appropriate authority while granting its approval, and to do all such other acts, deeds, matters and things as it may in absolute discretion deem fit for the purpose of giving effect to this resolution, including to delegate powers of the Board granted by this resolution to any committee of Directors, or any Director or Secretary of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may think necessary, expedite or desirable; to settle any question that may arise in relation thereto in order to give effect to the foregoing resolution."

Order of the Board of Directors
For Rammaica India Limited

Sd/-
Subrat Shukla
Company Secretary

Place : Mumbai

Date : 21st November, 2017

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy, or where that is allowed, one or more proxies, to attend and vote instead of himself and a proxy need not be a Member of the Company. The instrument appointing proxy, in order to be effective, must be lodged at the company's registered office not less than 48 hours before the time of the meeting.
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013, read with applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten (10) percent of the total share capital of the company carrying voting rights. A member holding more than ten (10) 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.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

6. All the documents referred to, in the accompanying Notice and the Explanatory Statement shall be open for inspection of the members at the registered office of the Company between 11 am to 1 pm except on holidays, up to and including the date of the Extra Ordinary General Meeting and of the Company.

7. Voting through electronic means

- I. In compliance with provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EGM) by electronic voting system from a place other than venue of EGM ("remote e-voting"). The Remote evoting shall be provided by Central Depository Services Limited(CDSL).
- II. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the EGM may also attend but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 18th December, 2017 (9.00 am) and ends on 20th December, 2017 (5.00 pm). The remote e-voting module shall be disabled by CDSL for voting thereafter. During this period members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date of 13th December, 2017, may cast their vote by remote e-voting. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
- VI. The process and manner for remote e-voting are as under:

The instructions for members for voting electronically are as under:-

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on Shareholders
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) 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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) 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 serial number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members

holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

VII. Note for Non-Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

- (xix) In case of members receiving the physical copy:
 - (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
 - (B) The voting period begins on 18th December, 2017 and ends on 20th December, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 14th December, 2017 of 14th December, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (C) 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.com under help section or write an email to helpdesk.evoting@cdslindia.com.

The Board of Directors has appointed M/s. Amit Jaste & Associates, Practicing Company Secretaries, Mumbai (represented by Mr. Amit Jaste, Proprietor bearing CP No. 12234) as the scrutinizers to scrutinize the remote e-voting and Ballot processes in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.

VIII. At the EGM, at the end of the discussion on the resolutions on which voting is to be held, voting by the use of "Ballot Paper" will be allowed for those Members who are present at the EGM but have not casted their votes by availing the remote e-voting facility.

- IX. The scrutinizer, after scrutinizing the votes casted through remote e-voting and at the Meeting through Ballot, will prepare a consolidated report and submit the same to the Chairman and Managing Director or Company Secretary of the Company within three days of conclusion of the Meeting i.e. on or before Sunday, 24th December, 2017.
- X. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company (www.rammasigns.in) and on the website of CDSL (www.cdslindia.com) immediately after the declaration of the result by the Chairman and Managing Director or Company Secretary of the Company. The result shall also be immediately forwarded to the Stock Exchange where the shares of the Company have been listed.
- XI. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. Thursday, 21st December, 2017.

Explanatory Statement to the Notice setting out the material facts concerning each item of special business pursuant to Section 102 of Companies Act, 2013 and Regulation 73 of the SEBI (ICDR) Regulations, 2009.

Item No 1 & 2

As per Sections 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013, as amended and the rules made thereunder (the "Act") and other applicable provisions, if any, and Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("ICDR Regulations") and such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, approval of the Members of the Company by way of special resolution is required for issue & allotment of Convertible Equity Warrants and Equity Shares on preferential basis to Promoters and Non promoters Individuals respectively.

The relevant disclosures as required in terms of the Companies Act, 2013 and ICDR Regulations are as under:

a) Objects of the preferential issue of equity shares and Warrants Convertible into Equity Shares, pricing at which allotment proposed and total number of securities proposed to be allotted :

Your Company plans to issue Equity Shares and Convertible Equity Share Warrants to further increase the Equity/Net worth of the Company in order to part fund the operations to accelerate the growth, partly to meet the working capital needs of the Company and also general corporate purpose. In view of this, it is proposed to create, offer, issue and allot 38,00,000 Convertible Equity Warrants to Promoter giving the warrant holder a right to apply and be allotted, in one or more tranches, for 1 (one) equity share of the face value ₹ 10 each per warrant at a price of ₹ 10 per share) and 16,75,000 Equity Shares of ₹ 10/- each at a price of ₹ 10/- per Equity Share to Non Promoter Individuals, on preferential issue basis.

b) Basis on which the price has been arrived at alongwith report of Registered Valuer

The price has been decided on the basis of the valuation report of the M/s Arihant Capital Markets Limited, a SEBI Registered Category I Merchant Banker.

c) The relevant date on the basis of which price has been arrived at:

November 21, 2017

d) Proposal of the Promoters/Directors/Key Management persons to subscribe to the offer:

Mr. Pankaj Hasmukh Jobalia, Promoter of the Company has consented to subscribe for 38,00,000 Convertible Share Warrants which entitles him to apply for and be allotted 38,00,000 equity shares of ₹ 10/- each at par within 18 months from the date of allotment in one of more tranches.

Except Mr. Pankaj Hasmukh Jobalia, no other promoter, Director or Key Managerial Personnel are interested to subscribe to this offer.

e) Shareholding pattern before and after issue of warrants to be converted into equity shares within 18 months from the date of the allotment of the warrants.

Serial	Category	Pre-holding		Post-holding	
		No. of shares held	% of holding	No. of shares held	% of holding
1	Promoter (I)	45,91,705	48.21	83,91,705	55.94
2	Public (II)	49,33,295	51.79	66,08,295	44.06
	Total (I) + (II)	95,25,000	100.00	1,50,00,000	100.00
3	Custodians (III)	-	-	-	-
	Grand Total (I) +(II) +(III)	95,25,000	100.00	1,50,00,000	100.00

Note:

The above post issue shareholding assumes that the Preferential Issue of Convertible Share Warrants issued pursuant to these resolutions are fully exercised and converted into equity shares failing which the shareholding and the percentage will change accordingly.

f) Proposed time within which the allotment shall be completed:

The Allotment of the Equity Shares and Convertible Share Warrants shall be completed within 15 (fifteen) days from the date of the Extraordinary General Meeting provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment by Stock Exchange, any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of such approval.

g) Identity of proposed allottee(s) of Equity shares and Convertible Share Warrants and the percentage of the post issue capital that may be held by them on allotment of shares on conversion of the warrants into shares:

Share Holding Pattern Pre and Post Issue of the allottees

Serial	Name of the allottee	Category	Pre-issue holding		No. of shares and warrants allotted	Post-issue holding*	
			Shares	%		Shares	%
1	Pankaj Hasmukh Jobalia	Promoter	34,44,179	36.16	38,00,000#	72,44,179	48.29
2	Mr. Deven Hemant Shah	Others/ Non- promoter	-	-	4,50,000	4,50,000	3.00
3	Mrs. Hiteshi Dhananjay Doshi		-	-	4,50,000	4,50,000	3.00
4	Mrs. Indira Navinchandra Shah		-	-	3,00,000	3,00,000	2.00
5	Mr. Rajanikant Sushilchandra Shah		-	-	4,75,000	4,75,000	3.16

Convertible Equity Warrants being issued to Promoter of the Company, Mr. Pankaj Hasmukh Jobalia.

* Note:

The above post issue shareholding assumes that the Preferential Issue of Convertible Share Warrants issued pursuant to these resolutions are fully excised and converted into equity shares failing which the shareholding and the percentage will change accordingly.

h) No. of persons to whom allotment on preferential basis has already been made during the year, in terms of no. of securities as well as price:

During the year no preferential allotment has been made.

i) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of registered valuer:

Not applicable as the shares are proposed to be allotted for consideration of cash.

j) Proposed time within which the allotment shall be completed:

As required under Chapter VII of the Regulations, the Company shall complete the allotment of Equity Shares and Convertible Share Warrants as aforesaid on or before the expiry of 15 days from the date of passing of the Special Resolution by the shareholders granting consent for preferential issue at the Extraordinary General Meeting or in the event allotment of Equity Shares and the Convertible Share Warrants would require any approval(s) from Stock Exchange or any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s), as the case maybe.

k) Approvals:

The Company will take necessary steps to obtain the required approvals from the Stock Exchange, SEBI, or any other regulatory agency as may be applicable, for the proposed preferential issue of equity shares.

l) SEBI (SAST) Regulations:

In the present case none of the proposed allottees would trigger an open offer under SEBI (SAST) Regulations; however certain disclosures to Stock Exchange may be required to be made.

m) Change in the Composition of the Board of Directors and Control of the Company:

There will not be any change in the composition of the Board of Directors and control of the Company on account of the proposed preferential allotment; however there will be a corresponding change in the shareholding pattern as well as voting rights consequent to the preferential allotment.

n) Non transferability of the Securities:

The securities issued and allotted on a preferential basis to the promoters and to non-promoters will be subject to lock-in as specified under Chapter VII of the ICDR Regulations.

o) Issue Price:

The price of ₹ 10/- per Equity Share and Convertible Share Warrant to be issued is set in accordance with the provisions of the Regulation 76(1) of ICDR Regulations and is higher than the minimum price arrived as stipulated in these Regulations.

p) Auditor's Certificate:

Certificate from the Statutory Auditors / Practicing Company Secretary confirming that the proposed issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2009 will be made available for inspection at the Registered Office of the Company between 10 a.m. and 1 p.m. on all working days up to the date of the meeting.

q) Change in Control:

There shall be no change in management or control of the Company pursuant to the issue of equity shares.

r) Compliances:

The company has complied with the requirement of rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid up capital in the hands of the public.

s) Undertaking:

- i. The issuer shall re-compute the price of the specified securities in terms of the provision of the ICDR Regulations where it is required to do so.
- ii. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

The Board of Directors recommends the resolution set out at Item No. 1 & 2 of this notice for approval of the shareholders as Special Resolutions.

The Board of Directors at its meeting held on Tuesday November 21, 2017 has approved the issue and allotment of the Equity Shares and Convertible Share Warrants convertible into Equity Shares on preferential basis in the manner stated above subject to approval of the Members of the Company by way of Special Resolution.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors/Key Managerial Personnel of the Company is, in anyway, concerned or interested in the above resolution except Mr. Pankaj Hasmukh Jobalia and his relatives as defined in the ICDR Regulations being either Shareholders or Directors in the Company.

Item no 3 and 4

Mr. Pankaj Jobalia was appointed as Whole Time Director of the Company for a period of 3 years w.e.f 14th July 2017. He has been carrying out various responsibilities of the company as Whole Time Director. In view of the same and to bring his remuneration at par with industry standards, it is proposed to increase his remuneration for the balance tenure of his appointment i.e. till 13th July, 2020. The Nomination & Remuneration Committee at its meeting held on 21st November 2017, has approved and recommended the increase in the remuneration payable to Mr. Jobalia and the same was duly approved by the Board of Directors. The details of the revised remuneration payable is given in the resolution set forth at item no 3 of the notice.

In accordance with Section 196, 197 read with Schedule V (as amended) and applicable rules under the Companies Act, 2013, the approval of the members is being sought for the said increase in remuneration payable to Mr. Jobalia. The remuneration payable falls within the limits specified under Schedule V (as amended).

Similarly, Mr. Jitendra Sharma was appointed as Whole Time Director of the Company for a period of 3 year w.e.f 14th July 2017. He has been carrying out various responsibilities of the company as Whole Time Director. In view of the same and to bring his remuneration at par with industry standards, it is proposed to increase his remuneration for the balance tenure of his appointment i.e. till 13th July, 2020. The Nomination & Remuneration Committee at its meeting held on 21st November 2017, has approved and recommended the increase in the remuneration payable to Mr. Sharma and the same was duly approved by the Board of Directors. The details of the revised remuneration payable is given in the resolution set forth at item no 4 of the notice.

In accordance with Section 196, 197 read with Schedule V (as amended) and applicable rules under the Companies Act, 2013, the approval of the members is being sought for the said increase in remuneration payable to Mr. Sharma. The remuneration payable falls within the limits specified under Schedule V (as amended).

The following additional detailed information as per Section – II of Schedule V is as follows:

I. General Information:	
(a) Nature of industry	Trading of Print Consumables and other related products
(b) Date or expected date of commencement of commercial production.	The Company is into Trading sector, hence there is no date of commercial production.
(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable

(d) Financial performance based on given indicators.	Financial year 2016-17 Gross Revenue : ₹ 13464.97 Lakhs Profit before Interest, Depreciation and Tax : ₹ 209.67 lakhs Profit after Tax : ₹ 135.04 Lakhs Rate of Dividend : Nil Earnings per Share: ₹ 1.42
(e) Foreign investments or collaborators, if any	The Company has not made any foreign investments and neither entered into any foreign collaborations

II. Information about the appointees:													
(a) Background details	<p>1) Mr. Pankaj Jobalia is a commerce graduate with rich experience of more than 20 years in operation & logistics. He has been in various sector of the industry, including printing consumables industry.</p> <p>2) Mr. Jitendra Sharma is a BCA and having vast experience in Sales and Marketing and General Administration. He has work with multinational Companies in the past.</p>												
(b) Past remuneration	<p>The remuneration drawn by Mr. Jobalia during the past two years is as follows:</p> <table border="1"> <thead> <tr> <th>Year</th> <th>₹ In Lakhs</th> </tr> </thead> <tbody> <tr> <td>2015-16</td> <td>Nil</td> </tr> <tr> <td>2016-17</td> <td>Nil</td> </tr> </tbody> </table> <p>The remuneration drawn by Mr. Sharma during the past two years is as follows:</p> <table border="1"> <thead> <tr> <th>Year</th> <th>₹ In Lakhs</th> </tr> </thead> <tbody> <tr> <td>2015-16</td> <td>Nil</td> </tr> <tr> <td>2016-17</td> <td>Nil</td> </tr> </tbody> </table>	Year	₹ In Lakhs	2015-16	Nil	2016-17	Nil	Year	₹ In Lakhs	2015-16	Nil	2016-17	Nil
Year	₹ In Lakhs												
2015-16	Nil												
2016-17	Nil												
Year	₹ In Lakhs												
2015-16	Nil												
2016-17	Nil												
(c) Recognition or awards	-												
(d) Job profile and his suitability	<p>Mr. Jobalia is the Whole Time Director of the Company and devotes whole time attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company. He manages the operations and logistics part of the business. Mr. Jobalia has experience of more than 20 years in this area / business.</p> <p>Mr. Sharma is the Whole Time Director of the Company and devotes whole time attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company. He manages the sales and marketing, general administration part of the business. Mr. Sharma has experience of more than 10 years in this area / business.</p>												
(e) Remuneration proposed	<p>The details of the revised remuneration proposed for Mr. Jobalia by way of salary and perquisites, performance based rewards/ incentives etc is given in the resolution set out at item no 3 of this notice.</p> <p>The details of the revised remuneration proposed for Mr. Sharma by way of salary and perquisites, performance based rewards/ incentives etc is given in the resolution set out at item no 4 of this notice.</p>												
(f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The Company has been growing its business in the recent past and plans to further strengthen its business in coming years. Considering the responsibility shouldered by the Whole Time Directors of the enhanced business activities of the Company as well as considering the fact the previous remuneration was on lower side for the positions held, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.												
(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Pankaj Jobalia holds 3444179 equity shares of the company constituting 36.15% of paid up capital. Mr. Jobalia is not related to any other managerial personnel. Mr. Jitendra Sharma holds 1147526 equity shares of the company constituting 12.04% of paid up capital. Mr. Sharma is not related to any other managerial personnel.												

III. Other information:	
(a) Reasons of loss or inadequate profits	<p>The Company has increased its revenue in past 2 years and also posted profits. However the profit margins are inadequate primarily due to the following :</p> <p>(i) The Company was in expansion of revenue phase due to which the margins were lower.</p> <p>(ii) The Company had incurred initial set up and marketing cost.</p> <p>(iii) The industry has a long working capital cycle which impacts the cost of operations and thereby margins.</p>
(b) Steps taken or proposed to be taken for improvement	<p>Following steps taken by the Company for improvement:</p> <ul style="list-style-type: none"> - Focus would be on expansion of revenue base to achieve economies of scale. - The Company has increased its revenue significantly which will help it achieve increased profits. - Focus on the large size business and newer technologies in the printing consumables / display market for better margins. - Effort on putting in place appropriate working capital mechanism.
(c) Expected increase in productivity and profits in measurable terms	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in next 2 years.

Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) regarding Director seeking appointment / re-appointment / revision of remuneration

Name	Mr. Pankaj Jobalia	Mr. Jitendra Sharma
Age	54 Years	33 Years
Qualifications Experience	20 Years	10Years
Terms and conditions of appointment or re-appointment / revision in remuneration	<p>(i) Tenure of revision in remuneration shall be w.e.f. 1st December 2017 to 13th July 2020</p> <p>(ii) The Whole Time Director is also entitled to the benefits under all other schemes, privileges and amenities as are granted to the senior executives of the Company in accordance with the Company's practice, rules and regulation in force from time to time.</p> <p>(iii) The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under section 197, Section 198 and other applicable provisions of the Act and rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re enactment thereof for the time being in force or otherwise as may be permissible at law.</p> <p>When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to the Whole Time Director in accordance with the applicable provisions of Schedule V of the Act and subject to the approval of the Central Government, if required.</p>	<p>(i) Tenure of revision in remuneration shall be w.e.f. 1st December 2017 to 13th July 2020</p> <p>(ii) The Whole Time Director is also entitled to the benefits under all other schemes, privileges and amenities as are granted to the senior executives of the Company in accordance with the Company's practice, rules and regulation in force from time to time.</p> <p>(iii) The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under section 197, Section 198 and other applicable provisions of the Act and rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re enactment thereof for the time being in force or otherwise as may be permissible at law.</p> <p>When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to the Whole Time Director in accordance with the applicable provisions of Schedule V of the Act and subject to the approval of the Central Government, if required.</p>
Last drawn remuneration	₹ 150000 per month	₹ 200000 per month
Date of first appointment on the Board	6 th November, 2015	13 th August 2015

No. of share held	3444179	1147526
Relationship with Directors, Managers & KMP	Not related	Not related
Number of Board Meeting attended during FY 2016-17	During the previous financial year 2016-17, Mr. Jobalia attended the 3 (Three) board meetings of the Company.	During the previous financial year 2016-17, Mr. Sharma attended the 4 (Four) board meetings of the Company.
Other Directorship	Mr. Jobalia does not hold directorship in any other company.	Mr. Sharma does not hold directorship in any other company.
Chairman/ Member of the Committees of Boards of other companies	Nil	Nil

Except, Mr. Pankaj Jobalia, no Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution at item no. 3 relating to revision of remuneration of Mr. Jobalia.

Except, Mr. Jitendra Sharma, no Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution at item no. 4 relating to revision of remuneration of Mr. Sharma.

The Board of Directors recommends the resolution set out at Item no. 3 and 4 of the notice for your approval.

Order of the Board of Directors
For Rammaica India Limited

Sd/-
Subrat Shukla
Company Secretary

Place : Mumbai

Date : 21st November, 2017

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RAMMAICA INDIA LIMITED

CIN : L36100MH1981PLC024162

Off. No-106-A, 106-B, 1st Floor, Kamanwala Chambers, New Udyog Mandir CHS Ltd. No 2, Mogul Lane, Mahim (W) Mumbai MH 400016
Tel.: 022 6108 7777 | Fax : 022 6108 7713 | Email ID : info@ramasigns.in | rammaicaltd@gmail.com | Website : www.ramasigns.in

ATTENDANCE SLIP NOTICE FOR EXTRAORDINARY GENERAL MEETING

Held on Thursday December 21, 2017 at .3.30 p.m. at at the Acres Club 411-B, Hemu Kalani Marg, Sindhi Society Chembur East, Mumbai: 400071.

Regd. Folio No.		*DP ID :	
No. of Equity Shares held		*Client ID :	
Name of the Shareholder			
Name of the Proxy			

I certify that I am a registered shareholder/ Proxy for the registered Shareholder of the Company and hereby record my presence at the Extra Ordinary General Meeting of the Company on Thursday December 21, 2017 at .3.30 p.m. at at the Acres Club 411-B, Hemu Kalani Marg, Sindhi Society Chembur East, Mumbai: 400071.

SIGNATURE OF THE MEMBER OR THE PROXY ATTENDING THE MEETING

If Member, please sign here

If Proxy, please sign here

Note : This form should be signed and handed over at the Meeting Venue.

* Applicable for investors holding shares in electronic form.



RAMMAICA INDIA LIMITED

CIN : L36100MH1981PLC024162

Off. No-106-A, 106-B, 1st Floor, Kamanwala Chambers, New Udyog Mandir CHS Ltd. No 2, Mogul Lane, Mahim (W) Mumbai MH 400016
Tel.: 022 6108 7777 | Fax : 022 6108 7713 | Email ID : info@ramasigns.in | rammaicaltd@gmail.com | Website : www.ramasigns.in

Form No. MGT – 11 PROXY FORM

(Pursuant to Section 105 (6) of the Companies Act, 2013 (the Act) and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014)

Name of the Company: Rammaica India Limited

Registered Office: Office No-106-A, 106-B 1st Floor, Kamanwala Chambers, New Udyog Mandir Premises Co-operative Society Ltd. No. 2, Plot No. 399/410, Mogul Lane, Mahim (West), Mumbai – 400016.

Name of the member (s) :	
Registered address :	
Email Id :	
Folio No. / Client Id :	
DP ID :	

I/We, being member(s) holding shares of the above named Company, hereby appoint:

1. Name : Address :
E-mail Id : Signature :, or failing him
2. Name : Address :
E-mail Id : Signature :, or failing him
3. Name : Address :
E-mail Id : Signature :

✂

As my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Thursday December 21, 2017 at 3.30 p.m. at Mumbai and at any adjournment thereof in respect of such Resolution as are indicated below:

Resolution No.	Particulars
Special Business:	
1.	To issue Convertible Equity Warrants on Preferential basis to Promoters/Promoter Group.
2.	To issue Equity Shares on Preferential basis to Others / Non Promoter Group.
3.	Increase in the remuneration of Mr. Pankaj Hasmukh Jobalia Whole Time Director of the Company
4.	Increase in the remuneration of Mr. Jitendra Sharma Whole Time Director of the Company

Signed this Day of 2017

Signature of the Member

Signature of Proxy holder (s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.