

## NOTICE OF 37<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 37<sup>th</sup> Annual General Meeting of the Members of **RAMMAICA INDIA LIMITED** will be held on Wednesday, September 27, 2017 at 4.30 P.M., at the Acres Club 411-B, Hemu Kalani Marg, Sindhi Society Chembur East, Mumbai: 400071 to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year Ended on March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Jitendra Sharma (DIN 07221307) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of auditors of the company and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, and pursuant to the resolution passed by the members at the 36<sup>th</sup> Annual General Meeting (AGM) held on 27<sup>th</sup> September, 2016, the appointment of M/s. A.D. Sheth & Associates, Chartered Accountants (Registration No. 134274W) as the auditors of the Company to hold office till the conclusion of the 40<sup>th</sup> AGM to be held in the year 2020, be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix the remuneration in consultation with the auditors.”

### SPECIAL BUSINESS:

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

#### **Appointment of Mr. Piyush Girishchandra Hindia as an Independent Director of the Company**

“**RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, pursuant to applicable provisions of Securities & Exchange Board of India ( Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Piyush Girishchandra Hindia (DIN- 07632732), who was appointed as an Additional Director (Independent) of the Company in terms of Section 161 of the Act by the Board of Directors with effect from 14<sup>th</sup> July 2017 and who holds office up to the date of this Annual General Meeting (AGM) and in respect of whom the Company has received a Notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from the date of this AGM up to conclusion of the 42<sup>nd</sup> Annual General Meeting of the Company, to be held in respect of financial year ending on 31<sup>st</sup> March 2022, not liable to retire by rotation.”

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

#### **Increase in Authorized Share Capital**

“**RESOLVED THAT** in supersession of earlier resolution passed by members at the 35<sup>th</sup> Annual General Meeting of the Company held on September 30, 2015 and pursuant to the provisions of Section 61 and any other applicable provisions of the Companies Act, 2013 and relevant rules framed thereunder, the existing Authorized Share Capital of the Company be and is hereby increased from ₹ 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of ₹ 10/- each to ₹ 15,00,00,000/- (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of ₹ 10/- each.

**RESOLVED FURTHER THAT** the earlier resolution passed by the members of the company at the 35<sup>th</sup> Annual General Meeting held on September 30, 2015 increasing the Authorised Share Capital of the company from ₹ 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of ₹ 10/- each to ₹ 20,00,00,000/- (Rupees Twenty Crores) divided into 20,000,000 (Two Crores) Equity Shares of ₹ 10/- each hereby stands cancelled and void ab initio and shall not take effect.

**RESOLVED FURTHER THAT** the board of directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for giving effect to this resolution.”

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

### **Alteration of Memorandum of Association**

“**RESOLVED THAT** pursuant to the provisions of Section 13 read with Section 61 and any other applicable provisions of the Companies Act 2013, Clause V of the Memorandum of Association of the Company be and is hereby substituted and read as under:

- V. The Authorized Share Capital of the Company is ₹ 15,00,000,00/- (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of ₹ 10/- each.

**RESOLVED FURTHER THAT** the earlier resolution passed by the members at the 35<sup>th</sup> Annual General Meeting of the Company held on September 30, 2015 altering clause V of the MOA, hereby stands cancelled and void ab initio and shall not take effect.

**RESOLVED FURTHER THAT** the Board of Directors’ of the Company be and is hereby authorized to do all such acts, deeds, things and matters that may be necessary, desirable or expedient for giving effect to the aforesaid resolution.”

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

### **Appointment of Mr. Pankaj Hasmukh Jobalia as Whole Time Director of the Company**

“**RESOLVED THAT** 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 appointment of Mr. Pankaj Hasmukh Jobalia ( DIN No. 03637846) as Whole Time Director of the Company, liable to retire by rotation, on the following terms and conditions including remuneration with further liberty and authority to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee constituted by the Board), from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Pankaj Jobalia, as may be permissible under law; viz:

#### **A. Period of Appointment:**

Period of appointment of 3 years starting from 14<sup>th</sup> July, 2017.

#### **B. Basic Salary:**

Mr. Pankaj Hasmukh Jobalia will be paid Salary of ₹ 40,000/- (Rupees Forty Thousand) per month.

#### **Perquisites:**

He shall be entitled to receive the following perquisites.

- i. Housing: Furnished / unfurnished residential accommodation or house rent allowance upto ₹ 35000/- per month.
- ii. Medical Reimbursement: ₹ 25000/- per month
- iii. Conveyance ₹ 25,000/- per month
- iv. Other Allowances ₹ 25,000/- per month

#### **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.
- vii. 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.”

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

**Appointment of Mr. Jitendra Sharma as Whole Time Director of the Company**

“**RESOLVED THAT** 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 appointment of Mr. Jitendra Sharma (DIN No. 07221307) as Whole Time Director of the Company, liable to retire by rotation, on the following terms and conditions including remuneration with further liberty and authority to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee constituted by the Board), from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Jitendra Sharma, as may be permissible under law; viz:

**A. Period of Appointment:**

Period of appointment of 3 years starting from 14<sup>th</sup> July, 2017.

**B. Basic Salary:**

Mr. Jitendra Sharma will be paid Salary of ₹ 40,000/- (Rupees Forty Thousand) 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 ₹ 40,000/- per month
- iv. Other Allowances ₹ 20,000/- per month

### 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.
- vii. 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."

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

### To Change the Name of the Company

**"RESOLVED THAT** pursuant to Section 13(2) 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), and other applicable provisions, if any, of the Companies Act, 2013 and subject to such approvals as may be necessary, consent of the members be and is hereby accorded to change the name of the Company from **"RAMMAICA INDIA LIMITED"** to **"RAMASIGNS INDUSTRIES LIMITED."**

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

1. The Name of the Company is Ramasigns Industries Limited

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

**RESOLVED FURTHER THAT** any of the Directors and person authorized by the board of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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

**Re-appointment of Mrs. Mansi Prajwal Patel as Managing Director of the Company**

“**RESOLVED THAT** pursuant to provisions of Section 196, 197, 198 and any other applicable provisions of the Companies Act, 2013 and 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 re-appointment of Mrs. Mansi Prajwal Patel ( DIN No. 06389805) as Managing Director of the Company, on the following terms and conditions including remuneration with further liberty and authority to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee constituted by the Board), from time to time to alter the said terms and conditions of re-appointment and remuneration of Mrs. Mansi Prajwal Patel, as may be permissible under law; viz:

**C. Period of Appointment:**

Period of appointment of 3 years starting from 1<sup>st</sup> October, 2017.

**D. Basic Salary:**

Mrs. Mansi Patel will be paid Salary of ₹ 20,000/- (Rupees Twenty Thousand) per month.

**Perquisites:**

She shall be entitled to receive the following perquisites.

- i. Housing: Furnished / unfurnished residential accommodation or house rent allowance upto ₹ 10000/- per month.
- ii. Medical Reimbursement: ₹ 10,000 per month.
- iii. Conveyance ₹ 10000/- per month

**Other Terms:**

- i. The Managing 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 Managing Director is entitled to avail fully paid leave as per the Rules of the Company as applicable to the senior executives.
- iii. The Managing 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 Managing 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.
- vii. 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 Managing 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 Managing 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 Mrs. Mansi Patel, Managing 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 Managing 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.”

By Order of the Board of Directors  
**For Rammaica India Limited**

Sd/-  
**Subrat Shukla**  
Company Secretary

**Date:** 12<sup>th</sup> August, 2017

**Place:** Mumbai

**Registered Office:**

CIN-L36100MH1981PLC024162

Office No-106-A, 106-B 1<sup>st</sup> Floor, Kamanwala Chambers,

New Udyog Mandir Premises Co-operative Society Ltd. No.2,

Plot No. 399/410, Mogul Lane, Mahim (West), Mumbai – 400016.

Email : [compliance@ramasigns.in](mailto:compliance@ramasigns.in) Web : [www.ramasigns.in](http://www.ramasigns.in)

Tel: +91 (0)22 6108 7777 | Fax: +91 (0)22 6108 7713

**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. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their email address either with the Company or Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to the Company. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
7. Physical copies of the Annual Report for 2017 is being sent in the permitted mode. Members may also note that the Notice of the 37<sup>th</sup> Annual General Meeting, Attendance Slip, Proxy Form and the Annual Report for 2017 will also be available on the Company's website [www.ramasigns.in](http://www.ramasigns.in) for their download.
8. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the directors for his appointment/ re-appointment.
9. 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 Annual General Meeting and of the Company.

#### **10. 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 37<sup>th</sup> Annual General Meeting (AGM) by electronic voting system from a place other than venue of AGM ("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 AGM 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 AGM may also attend but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 24<sup>th</sup> September, 2017 (9.00 am) and ends on 26<sup>th</sup> September, 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 20<sup>th</sup> September, 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  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.  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.
Dividend Bank Details	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.
<b>OR</b> Date of Birth (DOB)	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).

- (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 30<sup>th</sup> 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 <Date and Time> and ends on <Date and Time>. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date>, 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 AGM, 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 AGM 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 Saturday, 30<sup>th</sup> September, 2017.
- X. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company ([www.rammasigns.in](http://www.rammasigns.in)) and on the website of CDSL ([www.cdslindia.com](http://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. Wednesday, 27<sup>th</sup> September, 2017.

### I. EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

#### Item No. – 4

Mr. Piyush Hindia was appointed as an Additional Director (Independent) of the Company w.e.f. 14<sup>th</sup> July 2017. As per Section 161(1) of the Companies Act, 2013 (the Act), he holds said office up to conclusion of ensuing 37<sup>th</sup> Annual General Meeting of the Company.

The Company has received notice in writing from a member along with the deposit of the requisite amount under Section 160 of the Act, proposing the candidature of Mr. Piyush Hindia for the office of the Director of the Company.

In accordance with Sections 149, 150, 152 and any other applicable provisions of the Act and Rules made there under read with Schedule IV to the Act it is proposed to appoint Mr. Piyush Girishchandra Hindia as Independent Director for a term of five consecutive years up to conclusion of the 42<sup>nd</sup> Annual General Meeting of the Company.

Mr. Piyush Girishchandra Hindia is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given their consent to act as a Director. Declaration from him that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has been received. Mr. Piyush Girishchandra Hindia does not hold by himself or for any other person on beneficial basis, any shares in the Company.

In the opinion of the Board, Mr. Piyush Girishchandra Hindia fulfills conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ( 'Listing Regulations') for his appointment as an Independent Director of the Company and is independent of the Management. The Board considers that his association would be of immense benefit to the Company and is desirable to avail services of Mr. Piyush Girishchandra Hindia as an Independent Director.

Copy of the draft letter for his appointment as an Independent Director setting out the Terms and Conditions is available for inspection by members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays, up to the date of the AGM.

Except Mr. Piyush Girishchandra Hindia, none of the Directors of the company/ their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set forth in Item no. 4 for the approval of the members.

#### Item No. 5 & 6

The present authorized Share Capital of the Company is ₹ 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of ₹ 10/- (Rupees Ten) each. The Company is proposing, subject to shareholders approval, an increase in the authorized Share Capital to ₹ 15,00,00,000 (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of ₹ 10/- (Rupees Ten ) each, which also requires alteration in the Memorandum of Association of the Company, pursuant to Sections 13 of the Companies Act, 2013 read with Section 61 of the Companies Act, 2013.

Members are aware that the company had passed resolutions at the 35<sup>th</sup> Annual General Meeting of the Company held on September 30, 2015 increasing the Authorised Share Capital of the company from ₹ 10,00,00,000/- (Rupees Ten Crores) divided into 1,00,00,000 (One Crores) Equity Shares of ₹ 10/- each to ₹ 20,00,00,000/- (Rupees Twenty Crores) divided into 2,00,00,000 (Two Crores) Equity Shares of ₹ 10/- each. However, the resolution was not acted upon due to changed circumstances which warranted revision in the proposed increase in the Share Capital and the Board of directors therefore decided to increase the Share Capital of the Company strictly in tune with the present requirements of funds in near term.

As per the provisions of the Companies Act, 2013, an increase in the Authorized Share Capital of the Company and consequent amendments in the capital clause of the Memorandum of the Company requires approval of the members. Approval of the members is, therefore, sought for increase in Authorized Share Capital and alteration of Memorandum of the Company.

None of the Directors of the company/ their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 5 & 6 of the Notice.

#### Item No. 7

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors' of the Company at their meeting held on 14<sup>th</sup> July, 2017 appointed Mr. Pankaj Hasmukh Jobalia, as Whole Time Director, for a period of three years from 14<sup>th</sup> July, 2017, subject to the approval of the shareholders and on terms and conditions detailed herein.

A brief profile of Mr. Pankaj Hasmukh Jobalia is given herein for the information of the shareholders.

Mr. Pankaj Hasmukh Jobalia, 54, is a graduated from Mumbai University. He is associated with Rammaica India Limited since the last 2 years. He has more than 20 years of experience in manufacturing and marketing of printing consumables industries.

The remuneration and terms and conditions of his appointment as set out in the resolution are subject to the members approval.

Mr. Jobalia is not related to any other Director and Key Managerial Personnel of the Company. Except Mr. Pankaj Hasmukh Jobalia, none of the Directors of the company/ their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 7 of the Notice.

The Board recommends the Ordinary Resolution set forth in Item no. 7 for the approval of the members.

### **Item No. 8**

The Board of Directors of the Company at their meeting held on 14<sup>th</sup> July, 2017 appointed Mr. Jitendra Sharma, as Whole Time Director, for a period of three years from 14<sup>th</sup> July, 2017, subject to the approval of the shareholders and on terms and conditions detailed herein.

A brief profile of Mr. Jitendra Sharma is given herein for the information of the shareholders.

Mr. Jitendra Sharma, 34, is a BCA & MCA graduate. He is associated with Rammaica India Limited since the last 2 years.

The remuneration and terms and conditions of his appointment as set out in the resolution are subject to the members approval.

Mr. Sharma is not related to any other Director and Key Managerial Personnel of the Company. Except Mr. Jitendra Sharma none of the Directors of the company/ their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 8 of the Notice.

The Board recommends the Ordinary Resolution set forth in Item no. 8 for the approval of the members.

### **Item No. 9**

In order to reflect the Company's business into signage industry related products, the Board of Directors of the Company has approved the proposed change of name of the Company to "Ramasigns Industries Limited" in their meeting held on 14<sup>th</sup> July 2017. 'Signs' denotes signage industry i.e. material required for signage such as banners, signage LED and other products in which the Company deals. The name "**RAMASIGNS INDUSTRIES LIMITED**" has been duly approved and made available for changing the name by the Registrar of Companies, vide its name approval letter dated 28<sup>th</sup> June, 2017 which is valid for 60 days. The In principle approval of BSE Limited is also being obtained.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

As per the provisions of Sections 13 of the Companies Act, 2014, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution. Hence, the resolution is put up for shareholders approval.

None of the directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

The Board recommends the Special Resolution set forth in Item no. 9 for the approval of the members.

### **Item No. 10**

Mrs. Mansi Prajwal Patel was appointed as Managing Director of the Company on AGM held on 30<sup>th</sup> September, 2014 for the period of 3 years. Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors' of the Company at their meeting held on 14<sup>th</sup> July, 2017 re-appointed Mrs. Mansi Prajwal Patel, as Managing Director, for a period of three years with effect from 1<sup>st</sup> October, 2017, subject to the approval of the shareholders and on terms and conditions detailed herein.

A brief profile of Mrs. Mansi Prajwal Patel is given herein for the information of the shareholders.

Mrs. Mansi Prajwal Patel 31, is a BMM graduate. She is associated with Rammaica India Limited since the last 4 years. She is having 5 years of experience in Business Management.

The remuneration and terms and conditions of her re-appointment as set out in the resolution are subject to the members approval.

## Rammaica India Limited

Mrs. Mansi Prajwal Patel is not related to any other Director and Key Managerial Personnel of the Company. Except Mrs. Mansi Prajwal Patel, none of the Directors of the company/ their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 10 of the Notice.

The Board recommends the Special Resolution set forth in Item no. 10 for the approval of the members.

By Order of the Board of Directors  
For Rammaica India Limited

Sd/-  
Subrat Shukla  
Company Secretary

Date: 12<sup>th</sup> August, 2017

Place: Mumbai

**Registered Office:**

CIN-L36100MH1981PLC024162

Office No-106-A, 106-B 1<sup>st</sup> Floor, Kamanwala Chambers,

New Udyog Mandir Premises Co-operative Society Ltd. No.2,

Plot No. 399/410, Mogul Lane, Mahim (West), Mumbai – 400016.

Email : [compliance@ramasigns.in](mailto:compliance@ramasigns.in) Web : [www.ramasigns.in](http://www.ramasigns.in)

Tel: +91 (0)22 6108 7777 | Fax: +91 (0)22 6108 7713

### II. DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARDS:

Sr. No.	Particulars				
A	Name of Director	Mr. Jitendra Pushkarnath Sharma	Mr. Piyush Girishchandra Hindia	Mr. Pankaj Hasmukh Jobalia	Mrs. Mansi Prajwal Patel
B	Father's Name	Mr. Pushkarnath Sharma	Mr. Girishchandra Ramchandra Hindia	Mr. Hasmukh Mansukhlal Jobalia	Mr. Rajesh Gunvantrai Mehta
C	Date of Birth	03-Nov-1984	22 <sup>nd</sup> October, 1957	2 <sup>nd</sup> June, 1963	3 <sup>rd</sup> September, 1986
D	Date of Appointment	14 <sup>th</sup> November, 2015	14 <sup>th</sup> July, 2017	6 <sup>th</sup> November, 2015	15 <sup>th</sup> March, 2013
E	Expertise in Specific functional area	Sales & Marketing	Legal & Compliance	Sales & Marketing	Business Management
F	Qualifications	BCA	B.Com, CS, LLB	B.Com	BMM
G	List of Outside Directorship	0	0	0	1
H	Member of the Committees of the Board of the Company	1	0	1	1
I	Member of the Committees in other Companies	0	0	0	0
J	Shareholding in the Company	11,47,526	0	34,44,179	--
K	Relationship with the other Directors	--	--	--	--
L	Number of Board Meetings attended during the year	4	N.A	3	4

# RAMMAICA INDIA LIMITED

CIN : L36100MH1981PLC024162

Off.No-106-A, 106-B, 1<sup>st</sup> 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 37<sup>TH</sup> ANNUAL GENERAL MEETING

Held on Wednesday, 27<sup>th</sup> September, 2017 at 4.30 p.m. 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 37<sup>th</sup> Annual General Meeting of the Company on Wednesday, 27<sup>th</sup> September, 2017 at 4.30 p.m. 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, 1<sup>st</sup> 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 1<sup>st</sup> 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:

- Name : ..... Address : .....  
E-mail Id : ..... Signature : ....., or falling him
- Name : ..... Address : .....  
E-mail Id : ..... Signature : ....., or falling him
- Name : ..... Address : .....  
E-mail Id : ..... Signature : ....., or falling him

As my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37<sup>th</sup> Annual General Meeting of the Company, to be held on 27<sup>th</sup> September, 2017 at 4.30 p.m. at Mumbai and at any adjournment thereof in respect of such Resolution as are indicated below:

Resolution No.	Particulars
Ordinary Business:	
1.	Consideration and adoption of the Audited Financial Statements of the Company for the Financial Year Ended on March 31, 2017 together with the Reports of the Board of Directors and the Auditors thereon.
2.	Appointment of a Director in place of Mr. Jitendra Sharma (DIN 07221307), who retires by rotation and being eligible offers himself for re-appointment.
3.	Ratification of the appointment of auditors of the company.
Special Business:	
4.	Appointment of Mr. Piyush Hindia as an Independent Director of the Company.
5.	Increase in Authorized Share Capital of the Company
6.	Alteration of Memorandum of Association of the Company
7.	Appointment of Mr. Pankaj Hasmukh Jobalia as an Whole Time Director of the Company
8.	Appointment of Mr. Jitendra Sharma as an Whole Time Director of the Company
9.	To change the Name of the Company
10.	Re-appointment of Mrs. Mansi Prajwal Patel as Managing Director of the Company

Signed this ..... Day of ..... 2017

Signature of the Member

Affix  
Revenue  
Stamp

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.