

# RAMMAICA INDIA LIMITED

Regd. Office Address : No. 904, 9th Floor, C wing, Trade World, Kamala Mill Compound,  
Senapati Bapat Marg, Lower Parel, Mumbai, Maharashtra 400 013.

Tel. : 022-61087700, Telefax : 022-61087713, E-mail : info@ramasigns.in, Web : www.ramasigns.in

CIN : L74994MH1981PLC024162

## POSTAL BALLOT NOTICE

**[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]**

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read together with the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification, amendment or re-enactments thereto) that the Resolutions for change of object clause and adoption of new memorandum and articles of association, as appended below be passed by the Members of **Rammaica India Limited** ("the Company") through postal ballot (which includes voting by electronic means). The Explanatory Statement pertaining to the aforesaid Resolution setting out the material facts and reasons thereof is annexed hereto, along with Postal Ballot Form.

The Board of Directors of the Company has appointed Mr. Amit Jaste, Company Secretary in Practice, (Membership No. F-7289 & Certificate of Practice No. 12234), as the Scrutinizer for conducting the Postal Ballot/ E-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form, record your assent (for) or dissent (against) therein by filling necessary details and by signing at the designated place in the Postal Ballot Form. Further, please return the original duly completed Postal Ballot Form in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer at "Mr. Amit Jaste, Scrutinizer, Unit- Rammaica India Limited, Bigshare Services Private Limited, E2/3 Ansa Industrial Estate, Saki Naka, Saki Vihar Road, Andheri (East), Mumbai – 400 072" on or before 05.00 P.M. on April 15, 2016. However, envelopes containing Postal Ballot Form, if deposited in person or sent by courier or by Registered Post at the expense of the Member, will also be accepted on or before 05.00 P.M. on April 15, 2016. Please note that the Postal Ballot Form(s) received after 05.00 P.M. on April 15, 2016 will be treated as invalid and as if reply from the Member has not been received.

In compliance with provisions of Section 108, Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Rules, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with Central Depository Services (I) Limited (CDSL) for facilitating e-voting. Instructions to use the e-voting facility are given in the Notice.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the Notes to the notice. Reference to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer after completion of the scrutiny of postal ballots (including e-voting) will submit his report to the Chairman of the Company not later than three working days of the conclusion of the voting period. Thereafter, the results of the Postal Ballot shall be declared forthwith by the authorized officials of the Company at the Registered Office of the Company.

## RESOLUTION NO 1:

### APPROVAL FOR CHANGE OF MAIN OBJECTS OF MEMORANDUM OF ASSOCIATION:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution** by means of postal ballot and e-voting:

**"RESOLVED THAT** pursuant to provisions of Section 13 and other applicable provisions, if any of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed there under, and subject to approval of the competent authorities, consent of the members be and is hereby accorded for replacing the existing clause III (A) of the Memorandum of Association, with new Clause III (A), as follows:

1. To carry on the business, of manufacturing, contract manufacturing and contract research and manufacturing, processing, coating, laminating, packaging, refining, assembling, marketing, dealing, buying, selling, trading, distributing, exhibiting, importing and exporting and otherwise dealing in all types and classes thereof of print and imaging media including flex, mesh, vinyl, lamination, inkjet media and solvent media; films including eco solvent films, media films, lamination film, mounting film, graphic arts film, color photographic film, infra red film, helium neon film, color separation film, aerographic film; boards including sun board sheets, Celuka sheet and PVC sheets, PP corrugated sheets, acrylic sheet, Sun Pack Sheet, media and digital graphics paper, including solvent paper, black and white photographic papers, all type of photo Paper, inkjet paper, eco solvent paper; Display Items for advertising, Roll-up banner, Fabric Banner, Stand, Display Stand , brochure Stand, Popup Display stand and all type of inks, including solvent ink, pigment ink, eco solvent ink; analog and digital plates, PS Plates printing chemicals including offset printing chemicals, solvent chemicals, dyes and pigments, chemical derivatives, chemical compounds, chemical products, by-products, and elements (solids, liquids and gases), dyes, dyestuff, intermediates; all such products and consumables catering to the media and printing industry including offset and digital printing; and all types of hardware, systems including displays, boards, stands and ink dispensers in relation to dispensing, displaying, supplying and utilizing the media, ink and its print related consumables and Signage related LED consumables.

2. To carry on the business, of manufacturing, contract manufacturing and contract research and manufacturing, processing, coating, laminating, packaging, refining, assembling, marketing, dealing, buying, selling, trading, distributing, exhibiting, importing and exporting and otherwise dealing in all types and classes thereof of foam board sheet, MDF, particle board, ply sheets/ material, required for advertisement or print media or for lamination, industrial, residential, advertising or other use, either on standalone basis or in combination with one or more other materials in which the Company deals.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take necessary steps to obtain approval /confirmation of requisite authority in respect of the aforesaid alteration of the Object Clause of the Memorandum of Association of the Company and to agree to such modification, terms and conditions in the proposed new clause as may be directed by the said authority and to modify the same accordingly.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/ or any other person(s), to give effect to this resolution."

## **RESOLUTION NO. 2**

### **ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY:**

To consider and, if thought fit, to pass the following resolution **as a Special Resolution** by means of postal ballot and e-voting:

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2, 14, and other rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to the adoption of new set of Memorandum of Association and Articles of Association in substitution, and to the entire exclusion of the regulations contained in the existing Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 4, 13 read with rules framed there under and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, the Other Objects Clause of the Memorandum of Association of the Company be removed completely by deleting the clause III (C)(36) to III(C) (52).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including a Committee thereof) or any person(s) authorised by the Board to exercise the powers conferred on the Board, be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**Sd/-  
Mansi Prajwal Patel  
Managing Director  
DIN No. : 06389805  
Place : Mumbai  
Date : 3<sup>rd</sup> March, 2016**

#### **NOTES :**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts for the above items is annexed hereto.
2. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 and Rule 22 of the Rules, this Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through courier / registered post.
3. Please note that e-voting is optional. Kindly note that the Members can opt for only one mode of voting i.e., either by physical form or e-voting. If the Members opt for e-voting, then they should not vote through physical form and vice versa. However, in

case Members cast their vote through physical form and e-voting, then voting done through e-voting shall be considered and voting done through physical form will be ignored by the scrutinizer.

4. In case a Member is desirous of obtaining Postal Ballot in physical form or a duplicate thereof, the Member may write or send an e-mail to the Company Secretary at “compliance@ramasigns.in” or send an e-mail to Registrar and Transfer Agent of the Company at “investor@bigshareonline.com”. The Company shall forward the Postal Ballot Form along with self-addressed pre-paid postage Business Reply Envelope to the Member.
5. The Postal Ballot Notice is also being published in Newspapers and the same shall be uploaded on the Company’s website viz., www.ramasigns.in and on the website of CDSL viz., www.evotingindia.com.
6. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on March 4, 2016.
7. Instructions for Voting:

#### **Voting through Physical Postal Ballot Form:**

- A Member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) by placing the tick mark (✓) at the appropriate box and send it to the Scrutinizer in the attached self-addressed postage pre-paid Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot by courier or registered post or delivers it in person at his expense, such Postal Ballots will also be accepted.
- The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the attached self-addressed postage pre-paid Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before 5.00 P.M. on April 15, 2016. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photocopy of the Postal Ballot Form will be permitted/ accepted.

#### **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 amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered by way of postal ballot by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system (“remote e-voting”) will be provided by Central Depository Services (I) Limited (CDSL).
- II. The remote e-voting period commences on March 15, 2016 (9:00 am) and ends on April 15, 2016 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of March 4, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- III. The process and manner for remote e-voting are as under:
  - (i) The voting period begins on 15th March 2016 at 09.00 AM and ends on 15th

April 2016 at 05.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 4th March 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

PAN*	<p>For Members holding shares in Demat Form and Physical Form Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence 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>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for "Rammaica India Limited" to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **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.
- (xix) 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).

Members who have registered their e-mail ids for receipt of documents in electronic mode have been sent Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can obtain the Ballot Form from Registrar and Share Transfer Agent (R & T Agent), M/s. Bigshare Services Private Limited, E2/3 Ansa Industrial Estate, Saki Naka, Saki Vihar Road, Andheri (East), Mumbai – 400 072 Tel. No. 022-40430200 and send the same to the Scrutinizer by Post.

- xx. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evotingindia.com](http://www.evotingindia.com).
- xxi. If you are already registered with CDSL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- xxii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- xxiii. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 4<sup>th</sup> March, 2016.
- xxiv. If you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evotingindia.com](http://www.evotingindia.com).
- xxv. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting through postal ballot.
- xxvi. Mr. Amit Jaste of Amit Jaste & Associates, practising Company Secretaries, (Membership No. FCS: 7289) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting through postal ballot and remote e-voting process in a fair and transparent manner.
- xxvii. The Scrutinizer shall after the conclusion of voting period, will first count the votes cast through postal ballot and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three working days of the conclusion of the voting period, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xxviii. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz [www.ramasigns.in](http://www.ramasigns.in) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Bombay Stock Exchange Limited, Mumbai.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

##### **RESOLUTION NO 1**

The Company has been carrying out the business of laminate, papers and plastic related activities. The Company believes that another similar line of activity is related to manufacturing and trading of print and imaging media including flex, mesh, vinyl, lamination, inkjet media and solvent media, MDF, foam board and various types of papers/films/chemicals required for printing media. The Company believes that there is scope to grow in this line of business and therefore it would be beneficial to the Company to pursue these business activities as main objects. Therefore it is proposed to change the object clause of the Company by replacing the earlier object clause with a new one and in accordance with the provisions of the Companies Act, 2013, shareholders approval is being sought for the same.

Further, in terms of the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules 2014, the approval of the shareholders shall be taken through Postal Ballot in case of alteration of the main objects of MOA / AOA of the Company. Hence the approval of the shareholders is being sought through Postal Ballot.

The Board of Directors in its meeting held on December 18, 2015 has accorded its approval for alteration of MOA. Your Directors recommend the same for approval of the shareholders to be passed as a Special Resolution. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution.

##### **RESOLUTION NO. 2**

The existing Memorandum of Association ("MOA") and Articles of Association ("AOA") of the Company was framed pursuant to the provisions of the Companies Act, 1956. The provisions of the Companies Act, 2013 which have come into force with effect from April 1, 2014 require for stating of the Objects Clause of MOA in a different manner as well as certain provisions in Articles of Association will have to be amended. In view of the proposed change of object clause as mentioned at Resolution No 1 and to comply with requirements of the Companies Act, 2013, it is proposed to replace the existing MOA and AOA with new set of MOA/AOA. The Copy of the Memorandum of Association/ Articles of Association together with the proposed amendment is available for inspection at the Registered Office of the Company between 11.00 AM to 1.00 PM on all working days except Saturdays and holidays till 15<sup>th</sup> April 2016.

The alteration of MOA/ AOA requires the approval of the shareholders by means of a Special Resolution pursuant to Section 13 of the Act. Hence the approval of the shareholders is being sought through Postal Ballot.

The Board of Directors in its meeting held on December 18, 2015 has accorded its approval for alteration of MOA/ AOA. Your Directors recommend the same for approval of the shareholders to be passed as a Special Resolution. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution.

You are requested to communicate your assent or dissent for the aforesaid resolution, in accordance with the instructions set out herein.

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

**Sd/-  
Mansi Prajwal Patel  
Managing Director  
DIN No. : 06389805  
Place : Mumbai  
Date : 3<sup>rd</sup> March, 2016**