



POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

**To,
The Members
M/s Raama Paper Mills Limited
(Formerly known as M/s Rama Paper Mills Limited)**

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Rule 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 ("the MCA Circulars") and other applicable laws and regulations, to transact the Special Business set out below by the Members of M/s Raama Paper Mills Limited, by passing the Resolution through Postal Ballot only through remote e-voting.

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs, Government of India (the "MCA") in terms of the MCA Circulars, has advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars. Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of your Company proposes to obtain consent of the members by way of postal ballot for the matters as considered in the resolutions appended below. The Explanatory Statement under Section 102 of the Companies Act, 2013 read with rules made thereto, setting out the material facts and the reasons for the Resolutions, is also appended herewith.

You are requested to peruse the proposed resolutions along with their respective explanatory statements and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

**Place: Kiratpur
Date: 05.10.2020**

**For and behalf of the Board of Directors of
M/s Raama Paper Mills Limited**

**Sd/-
(Himanshu Duggal)
Company Secretary**



SPECIAL BUSINESS:

ITEM NO. 1: TO APPROVE TRANSACTION UNDER SECTION 180(1)(a)

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 180(1)(a) of the Companies Act, 2013 (the "Act") and any other applicable provisions, if any of the Act, or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) subject to the approval of M/s Shapoorji Pallonji Finance Private Limited (Lenders of the Company) by duly convened general meeting/postal ballot, to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the "Assets") and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, debenture trustees or any other lenders to secure the amount borrowed by the Company or subsidiary(ies) of the Company from time to time for the due re-payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of the said borrowings provided that the aggregate indebtedness so secured by the Assets do not at any time exceed the value of limits approved under Section 180(1)(c) of the Act.

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of sale, lease, creation of security or any other dispositions, filing of necessary forms, returns, applications, submissions under the Act."

**Place: Kiratpur
Dated: 05.10.2020**

**By Order of the Board
M/s Raama Paper Mills Limited**

**Sd/-
(Himanshu Duggal)
Company Secretary**



NOTES

1. The Explanatory Statement for the proposed Special Resolution pursuant to Section 102 of the Act setting out material facts are appended to the Notice.
2. The Postal Ballot Notice is being sent to all the Members by electronic mode (via email) whose names appear in the Register of Members / list of Beneficial Owners, received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on October 02, 2020.
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share Capital of the Company as on October 02, 2020.
4. As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot along with Postal Ballot Form is being sent to all the Members through electronic mode (via e-mail) whose e-mail id's are registered with the Company. The members whose email id are not registered with the RTA then the members who holds shares in demat form are required to provide their email id and other necessary details as per below format to the Company at e-mail id cs@ramapaper.com with a cc to RTA e-mail id pk.mittal@indusinvest.com, pursuant to which any member may receive on the e-mail id provided by the member this Notice and procedure for remote e-voting:

Name of First Shareholder	
Name of Second Shareholder (incase Joint Shareholder)	
PAN*	
DP ID and Client ID*	
No. of Shares held	
Email ID	
Mobile No.	
Address*	

*Please attach relevant documents/proofs in support.

For Members who holds shares in physical form are requested to send their Folio No., Name of Shareholder, Scanned copy of Share Certificate (front and back), self attested copy of PAN card, self attested copy of adhaar card, on e-mail id cs@ramapaper.com with a cc to RTA e-mail id pk.mittal@indusinvest.com pursuant to which any member may receive on the e-mail id provided by the member this Notice and procedure for remote e-voting.

5. Resolutions of passed by the members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. November, 05, 2020 in terms of Secretarial Standards - 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.
6. As required by Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA circulars & the SEBI Listing Regulations, the details pertaining to this postal ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Uttar Pradesh (in vernacular language i.e. Hindi).
7. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with Rules 20 and 22 of the Companies (Management and Administration)



Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to all the Members of the Company. The Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically. Members may please refer to the instructions below for the purpose of voting through e-voting facility.

8. The Postal Ballot Notice is placed on the Company's website: www.ramapaper.com.
9. The Members has to caste their vote by means of e-voting and votes cast through physical Postal Ballot Forms will be treated as invalid.
10. A Member cannot exercise his vote by proxy on postal ballot.
11. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
12. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
13. Mr. Sameer Kishore Bhatnagar, Practicing Company Secretary (ACS 30997 & CP No. 13115), has been appointed by the Board of Directors of your Company as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
14. The Scrutinizer will submit his report to the Chairman / Managing Director / Director after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or Managing Director or any Director of the Company duly authorized, on or before, the November 08th, 2020 at the Registered Office of the Company and will also be displayed on the Company website viz. www.ramapaper.com, and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
15. The Scrutinizer will submit his report to the Company upon completion of scrutiny of the E-Voting data provided by National Securities Depository Limited ('NSDL'), in a fair and transparent manner and after declaration the result of the Postal Ballot will be intimated to the Stock Exchanges where the shares of the Company are listed and placed along with the Scrutinizer's report on the Company's website viz: www.ramapaper.com and NSDL website. The result of the Postal Ballot shall also be communicated through Newspaper Advertisement.
16. All the material documents referred to in the explanatory statement will be available for inspection at the Company's website from the date of dispatch of the Notice till closing of the e-voting facility.

VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108, 110 and other applicable provisions of the act read with rules framed thereunder, Regulation 44 of the SEBI Listing Regulations and SS-2, the Company is pleased to provide e-voting facility to all its members to enable them to cast their vote electronically instead of dispatching them physical postal ballot form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its members.



The Instructions for e-voting are as under:

The e-voting period commences on Wednesday, October 07, 2020 at 09.00 A.M. and ends on **Thursday, November 05, 2020 at 5.00 P.M.** During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting after **Thursday, November 05, 2020 at 5.00 P.M.** Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The detailed procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

- I. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- II. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- III. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- IV. Your User ID details will be as per details given below:
 - **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
- V. Your password details are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.



- How to retrieve your 'initial password'?
 - a. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - b. If your email ID is not registered, see note No. 4 above.
- VI. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- VII. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- VIII. Now, you will have to click on "Login" button.
- IX. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

- I. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- II. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- III. Select "EVEN" of the Company.
- IV. Now you are ready for e-Voting as the Voting page opens.
- V. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.



- VI. Upon confirmation, the message "Vote cast successfully" will be displayed.
- VII. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- VIII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail csskbhatnagar@gmail.com to with a copy marked to evoting@nsdl.co.in.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.



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

Item No. 1

At present, there are four units within the factory of the Company. Out of the four Units, Unit No. II is non-operational since years and the Company has made huge capital expenditure for the same to keep it functional but all of the efforts vent in vain due to its obsolete technology and non-compatibility in the current market scenario. The unit has been unable to generate the profits for the Company. Secondly, Unit No. I is manufacturing Duplex Board which is the least margin generating product when it is put to run for the entire month on triple shift basis. If for any reason, the unit remains shut during the anytime of the month, it is always a loss carrying unit for the Company. Therefore, Board of Directors of your Company has decided to sell off both of the undertakings of the Company on "as is where is basis" as a going concern for a total sales consideration of Rs. 16 Crores (Rupees Sixteen Crores only) in the best in interest of the Company and its stakeholders. Out of total sales consideration of Rs. 16 Crores, Rs. 2 Crores will be received as an advance for sale of asset. It is pertinent to mention that the said assets will be initially provided on lease basis for the period of 11 months from the date of entering into the lease cum agreement to sell. During the period, lease rent of Rs. 20 lacs shall be receivable every month apart from the above sales consideration. It is pertinent to mention that the net proceeds from sale consideration will be utilized to repay the existing loans which will ultimately reduce the high cost interest burden and will make your Company a debt free Company.

Further, Your Company is having ample of land bank available, apart from the above, there are some more parties approaching in the nearby areas for taking the land on lease and your Company has decided to offer long term lease in the best interest of the Company and its stakeholders. The entire proceeds from lease rentals will be utilized firstly towards discharging the liabilities of the lenders of the Company and balance will be utilized for working Capital Requirements.

It is worth mentioning here that the sale of the undertaking of the Company will not any major effect the Company's existing business.

In compliance with the applicable provision of Companies Act, 2013 Special Resolution as set out in Notice is being placed before the members for their approval. Your Directors recommends the resolution to be passed as a "Special Resolution".

None of the Directors, Key Managerial Personnel of the Company, are in anyway concerned or interested in the said resolution."

Place: Kiratpur
Dated: 05.10.2020

By Order of the Board
M/s Raama Paper Mills Limited

Sd/-
(Himanshu Duggal)
Company Secretary