

Notice

To The Members,
Ramsarup Industries Limited

Notice is hereby given that the 36th Annual General Meeting of Ramsarup Industries Limited will be held on Wednesday, the 30th September, 2015 at 10 A.M. Uttam Mancha – KMC, 10/1/1. Manohar Pukur Road, Kolkata- 700026 to transact the following businesses:

ORDINARY BUSINESS(ES):

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2015 and the reports of the Board of Director and Auditors thereon.
2. To appoint a director in place of Mr. Shambhu Nath Kairi, who retires by rotation and being eligible offers himself for re-appointment.
3. To re-appoint the Statutory Auditor of the Company for the financial year 2015-16 and to fix their remuneration for the said year.

SPECIAL BUSINESS(ES):

4. Ordinary Resolution for Reappointment of Mr. Aashish Jhunjhunwala as Managing Director of the company for a period of 3 years i.e. from 01.10.2013 to 30.09.2016 :

“RESOLVED that pursuant to the provisions of Sections 196, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), applicable provisions of the Articles of Association of the Company and the approval of the Board of Directors, consent of the members be and is hereby accorded to the re-appointment of Mr. Aashish Jhunjhunwala, DIN : 00351451 (hereinafter referred to as the “Appointee”) as the Managing Director of the Company without any remuneration, for a further period of 3 years effective from 1st October, 2013, on the following terms and conditions:

1. Remuneration: No remuneration shall be payable to the Appointee during his tenure as Managing Director of the Company.
2. All expenses related to business of the company including telephone, car, entertainment, travel etc. shall be reimbursed by the company on actual basis.
3. The Appointee shall hold the office of the Managing Director of the Company for a period of 3 (three) years with effect from October 1, 2013 subject to the employment being determined by the Board.
4. Subject to the control and supervision of the Board of Directors and subject to the provisions of the Act, the Appointee shall have the powers for general conduct and management of the affairs the Company and shall be entitled to exercise all such powers and to do all such acts and things the Company is authorised to exercise and all such powers, acts or things which are directed or required by Act or any other applicable law or by the Memorandum or Articles of Association of the Company or otherwise, except those to be exercised or done by the Company in General meeting or by the Board of Directors at their meeting only.
5. The Appointee shall also perform such duties and exercise such powers as are additionally entrusted to him by the Board.

RESOLVED FURTHER that the members do hereby ratify all actions and deeds done by the Appointee in the capacity of a Managing Director from October 1, 2013 till the date of this resolution.

RESOLVED FURTHER that the Board of the Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment, from time to time, during the tenure of appointment in such manner as may be agreed to between the Board of Directors and Mr. Aashish Jhunjhunwala, subject to the same being in accordance with Schedule V and other applicable provisions of the Act, or any statutory modification(s) or re-enactment thereof as may be applicable at the relevant time.

RESOLVED FURTHER that any of the Directors of the Company except the Appointee be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

Registered Office:
“Hastings Chambers”

7C, Kiran Shankar Roy Road, 2nd Floor, Room No.1
Kolkata – 700 001

Dated : 26.08.2015

By the order of the Board
For **RAMSARUP INDUSTRIES LTD**

Sd/-
Managing Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS APPENDED WITH THE ADMISSION SLIP.
2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
3. A proxy form in Form MGT-11 for the AGM is enclosed herewith. A person can act as a proxy on behalf of members not exceeding 50 members and holding in the aggregate not more than 10% of the total paid up share capital of the Company carrying voting rights. Provided that a member holding more than 10% of the total paid up share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
4. Information required under the provisions of Clause 49 of the Listing Agreement, is given in the Corporate Governance Report annexed to the Director's Report.
5. The Statement setting out the materials facts of Items under Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. Members/Proxies should bring duly filled Attendance Slips sent herewith for attending the meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Brief details of Directors seeking re-appointment / appointment at the Annual General Meeting scheduled to be held on 30th September, 2015 (Pursuant to Clause 49 of the Listing Agreement) forms part of the notice.
8. Register of Members and share transfer books of the Company will remain closed from 23rd September, 2015 to 30th September, 2015 both days inclusive.
9. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
10. Shareholders of the Company are informed that pursuant to the provisions of Section 205C of the Companies Act, 1956, the amount of dividend which remains unclaimed / unpaid for a period of seven years would be transferred to the Investors Education & Protection Fund constituted by the Central Government and the Shareholders would not be able to claim any amount of the dividend so transferred to the fund. As such, Shareholders who have not encashed their dividend warrants are requested in their own interest to write to the company immediately, claiming dividends declared by the company during the years 2007-2008 and still remaining outstanding.
11. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 30.09.2014 (last Annual General Meeting) on the website of the Company (www.ramsarup.com), as also on the website of the Ministry of Corporate Affairs.
12. In case of any change of particulars including address, bank mandate & nomination for shares held in demat form, should be notified only to the respective Depository Participants where the member has opened its demat account on any direct requests from these Members for change of such details. However, for any change in particulars for shares held in physical form should be sent to the share transfer agent of the company.
13. Members holding shares in Physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or Registrar and Share Transfer Agent of the Company, for assistance in this regard.
14.
 - a) The members who are holding shares in physical form are requested to intimate any change in their address with pin code immediately either to the Company or to the Registrar & Share Transfer Agent.
 - b) The members who are holding shares in demat form are requested to intimate any change in their address with pin code immediately to their Depository Participants.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their accounts. Members holding shares in physical form can submit their PAN to Company/ RTA.
16. Corporate Members are requested to send a duly certified copy of the Board resolution/Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.

17. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Member/s after making requisite changes thereon.
18. Non-resident Indian shareholders are requested to inform the Company immediately:-
 - i. Change in residential status on return to India for permanent settlement.
 - ii. Particulars of bank account maintained in India with complete name, branch, branch code, account type, account number and address of bank, if not furnished earlier.
 - iii. Copy of Reserve Bank of India permission.
19. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
20. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with M/s Link Intime India Pvt. Ltd.
21. The facility for voting through ballot / pooling paper shall be made available at the AGM, to all members attending the AGM, who have not opted evoting facility. Further, the members who have opted evoting facility may also attend the AGM but shall not be entitled to cast their vote again at the AGM.
22. The login ID and password for e-voting is being sent to the members who have not registered their e-mail IDs with the Company / their respective Depository Participants along with physical copy of the Notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting by e-mail.
23. Voting right shall be reckoned on the paid –up value of shares registered in the name of the member /beneficial owner (in case of electronic shareholding) as on the cut –off date i.e. 23rd September, 2015. A person , whose name is recognized in the register of member or in the register of beneficial owner maintained by the depositories as on the cut –off date , only shall be entitled to avail the facility of e-voting /poll
24. Any person who become member of the company after dispatch of the notice of the meeting and holding shares as on the cut –off date i.e. 23rd September, 2015, may obtain the user ID and Password for the e- voting sending email intimating DP ID and Client ID / Folio No. at helpdesk.evoting@cdisindia.com or can vote through ballot paper to be downloaded from the Company's website www.ramsarup.com.
25. The e-voting facility will be available during the following period:
Commencement of e-voting : from 9.00 a.m. (IST) on September 27, 2015
End of e-voting : Up to 5.00 p.m. (IST) on September 29, 2015
26. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid.
27. The Scrutinizer, after scrutinizing the votes cast at the meeting (Poll) and through e-voting will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.ramsarup.com and on the website of CDSL at www.evotingindia.co.in. The results shall simultaneously be communicated to the Stock Exchanges.
28. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 30th September, 2015.
29. Individual shareholders can now take the facility of making nomination of their holding. The nominee shall be the person in whom all rights of transfer and/or amount payable in respect of shares shall vest in the event of the death of the shareholder and the joint-holder(s), if any. A minor can be a nominee provided the name of the guardian is given in the nomination form. Non-individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of Power of Attorney cannot nominate. For further details in this regard shareholders may contact M/s Link Intime India Pvt. Ltd.
30. In all correspondence with the Company or with its Share Transfer Agents, Members are requested to quote their folio number and in case their shares are held in dematerialized form, they must quote their Client ID Number and their DP-ID Number.
31. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.

I. **DISCLOSURE PURSUANT TO CLAUSE 49(IV) (G) OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE IN RESPECT TO THE DIRECTOR SEEKING APPOINTMENT AND RE-APPOINTMENT AT THE FORTHCOMING AGM IS GIVEN HEREIN BELOW:**

Mr. Shambhu Nath Kairi

NAME	Shri Shambhu Nath Kairi
DATE OF BIRTH	1st January, 1975
DATE OF APPOINTMENT	6th April, 2013
AREA OF SPECIALISATION	
NO. OF OTHER COMPANY'S DIRECTORSHIP	3
NAME OF THE COMPANIES :	1. Imtihan Commercial Pvt Ltd 2. Madhumalti Merchandise Pvt. Ltd 3. Naresh Engineers Limited
NO. OF COMMITTEE MEMBERSHIP IN OTHER COMPANIES	NIL

II. **EXPLANATORY STATEMENT :**

The previous term of the Appointee as Managing Director of the Company expired by efflux of time on 30th September 2013. The Appointee, aged about 52 years is currently the Chairman & Managing Director of the Company. Considering the qualification, experience and time and energy devoted by the Appointee for the promotion of the business, the Board had appointed him as the Managing director of the Company vide its resolution dated 6th April 2013 whereby it had approved, inter alia, a maximum salary of Rs. 50,000/- per month. Further, it had also approved that in an event when the Company will be incurring losses, the Appointee may reduce or forego his remuneration. All expenses related to business of the company including telephone, car, entertainment, travel etc. shall be reimbursed by the company on actual basis. The said reappointment was subject to the approval of the shareholders, however, the Board inadvertently did not take the said matter for the approval of shareholders in the Annual General Meeting held in the year 2013 and 2014. The Board now proposes to take the matter to the shareholders in the ensuing Annual General Meeting for their approval and ratification. Also, since the company has been incurring losses, shareholders are requested to approve the said appointment without any remuneration. All expenses related to business of the company including telephone, car, entertainment, travel etc. shall be reimbursed by the company on actual basis.

Since the Company did not have a Nomination and Remuneration Committee the appointment of the Appointee was not recommended. Further, since the said appointment is without remuneration it does not in any manner affect the interest of the Company and its shareholders.

The details of the Appointee are provided below :

NAME	Aashish Jhunjhunwala
AGE	52 (22-12-1962)
DATE OF FIRST APPOINTMENT	31.03.1999
EXPERTISE IN SPECIFIC FUNCTIONAL AREAS	Management & Finance
QUALIFICATION	B'Com
TERMS AND CONDITIONS OF RE-APPOINTMENT	Re-appointed for a period of 3 years w.e.f 1.10.2013 without remuneration.
REMUNERATION - FY 2015-16	Nil – (Mr. Aashish Jhunjhunwala has not drawn any salary).
REMUNERATION - FY 2014-15	Nil – (Mr. Aashish Jhunjhunwala has not drawn any salary).
REMUNERATION - FY 2013-14	Nil – (Mr. Aashish Jhunjhunwala has not drawn any salary).
LIST OF OUTSIDE DIRECTORSHIP HELD EXCLUDING ALTERNATE DIRECTORSHIP	1. Naresh Engineers Limited 2. Ramsarup Investments Limited 3. Ramsarup Vyapaar Limited 4. Amanat Merchants Private Limited 5. Greentop Realators Private Limited 6. Imtihan Commercial Private Limited 7. Kaustubha Eximp Private Limited

	8. Laddugopal Properties Private Limited
	9. Madhumalti Merchandise Private Limited
	10. N R Merchantiles Private Limited
	11. Ramsarup Projects Private Limited
	12. Vanguard Credit & Holding Private Limited
	13. Moira Madhujore Coal Limited
CHAIRMAN/MEMBER OF THE COMMITTEE OF THE BOARD OF DIRECTORS OF THE COMPANY	a) Chairman of Audit Committee b) Chairman of Stakeholder Relationship Committee
CHAIRMAN/MEMBER OF THE COMMITTEE OF THE BOARD OF DIRECTORS OF OTHER COMPANIES IN WHICH HE/SHE IS A DIRECTOR	Nil
NUMBER OF EQUITY SHARES HELD IN THE COMPANY	1515221
NUMBER OF BOARD MEETINGS ATTENDED DURING FINANCIAL YEAR 2014-15	Four
RELATIONSHIP WITH OTHER DIRECTORS, MANAGER AND OTHER KEY MANAGERIAL PERSONNEL OF THE COMPANY	No relationship.

The appointment of the Appointee is made in accordance with the applicable provisions of the Companies Act, 2013, is subject to approval of the shareholders. Hence, the Resolution set out in Item No. 4 of the Notice is placed for your approval. Your Directors recommend passing of the said resolution in the interest of the Company.

The Appointee along with his relatives holds (1540209) Equity Shares in the Company.

Except the Appointee and his relatives as shareholders of the Company, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out as Item No. 4 of the Notice.

III. THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on 27/09/2015 at 09.00 A.M. and ends on 29/09/2015 at 05.00 P.M. 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. 23rd September, 2015, 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 during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the Electronic Voting Sequence Number – "150821058" alongwith "Ramsarup Industries Limited" from the drop down menu and click on "SUBMIT"
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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. • 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.

DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
DIVIDEND BANK DETAILS	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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 (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

Registered Office:
“Hastings Chambers”

7C, Kiran Shankar Roy Road, 2nd Floor, Room No.1
Kolkata – 700 001
Dated : 26.08.2015

By the order of the Board
For **RAMSARUP INDUSTRIES LTD**

Sd/-
Managing Director