

## Notice

To The Members,  
**Ramsarup Industries Limited**

Notice is hereby given that the 35th Annual General Meeting of Ramsarup Industries Limited will be held on Tuesday, the 30th September, 2014 at 10 A.M. at Rotary Children's Welfare Trust (Rotary Sadan) in Shripati Singhania Hall at 94/2, Chowringhee Road, Kolkata- 700 020 to transact the following businesses:

### **ORDINARY BUSINESS(ES) :**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account for the year ended on that date along with the reports of Director and Auditors thereon.
2. To re-appoint the Statutory Auditor of the Company for the financial year 2014-15 and to fix their remuneration for the said year.
3. To appoint Mr. Pradip Kumar Das, who retires by rotation and being eligible offers himself for re-appointment.

### **SPECIAL BUSINESS(ES) :**

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :  
"RESOLVED THAT in supersession of the Ordinary Resolution adopted at the 29th Annual General Meeting held on 29th November, 2008 and pursuant to Section 180(1)(c) 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), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of 4000 Crores (Rupees Four Thousand Crores) over and above the aggregate of the paid up share capital and free reserves of the Company."
5. 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 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof) to create such charges and/or mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company on such terms and conditions and at such times and in such form and manner and with such ranking as to priority as the Board may think fit, on any of the Company's moveable / immoveable properties and/or assets, wheresoever situated, both present and future comprised in any undertaking or undertakings of the Company, as the case may be, in favour of the Lenders viz. Financial/Investment Institutions, Banks and Trustees for the holders of debentures/bonds/other debt instruments to secure the repayment of loans/borrowings sanctioned and/or to be sanctioned by them from time to time, in foreign currency and / or rupee currency and / or by way of debt instruments issued / to be issued by the Company, for a sum not exceeding Rs. 4000 Crores (Rupees Two Thousand Crores) in aggregate at any time as per the approval of the shareholders under Section 180(1)(a) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to finalise with the Lenders, agreements and other documents, if any, necessary for creating the mortgage(s) and/or charge(s), hypothecation(s) as aforesaid, and do all such acts, deeds and things and to execute all such documents, deeds and instruments in writing as may be required, incidental and/or expedient for giving effect to this resolution and to resolve any question relating thereto, or otherwise considered by the Board to be in the best interest of the Company."

Registered Office :  
"Hastings Chambers"  
7C, Kiran Shankar Roy Road,  
2nd Floor, Room No.1  
Kolkata -700 001  
Dated : 20th August, 2014

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. 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.
3. 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.
4. The Statement setting out the material facts of Items under Section 102 of the Companies Act, 2013 (Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956) relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members/Proxies should bring duly filled Attendance Slips sent herewith for attending the meeting.
6. Register of Members and share transfer books of the Company will remain closed from 23rd September, 2014 to 30th September, 2014 both days inclusive.
7. Documents accompanying the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of meeting and will also be available for inspection at the meeting.
8. 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 2006-2007 and 2007-2008 and still remaining outstanding.
9. 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.
10. Members holding shares in demat form may please note that the Bank account details given by them to their Depository Participants (DPs) and passed on to the Company by such DPs would be printed on the dividend warrants of the concerned members. However, if any member wants to receive dividend in any other bank account, he/she should change/correct the bank account details with the concerned DPs. The company would not entertain any such requests from the shareholders directly for deletion/change in the Bank.
11. 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.
12. Corporate Members are requested to send a duly certified copy of the Board resolution/Power of Attorney authorising their representative to attend and vote at the Annual General Meeting.
13. Members desirous of obtaining any information about the accounts and operations of the company are requested to address their questions in writing, at least 7 (Seven) days in advance of the meeting, at the Registered office of the Company to keep the information available at the meeting.

14. 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 Transfer Agent, Messrs Link Intime 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.
15. 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.
16. The Notice of the AGM along with the Annual Report 2013-14 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.
17. 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.
18. 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.
19. 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.
20. 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.
21. MEMBERS MAY NOTE THAT NO GIFT/GIFT COUPONS SHALL BE DISTRIBUTED AT THE VENUE OF THE MEETING.

**I. STATEMENT SETTING OUT MATERIAL FACTS OF ITEMS OF SPECIAL BUSINESS UNDER SECTION 102 OF COMPANIES ACT, 2013 (i.e. EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.)**

**Item No.4**

Pursuant to the provisions of the section 293(1)(d) of the Companies Act, 1956 and other applicable provisions, the Company at the 29th AGM held on 29th November, 2008, passed a resolution authorising the Board of Director to make borrowing from time to time not exceeding Rs.2500 crores. In terms of section 180(1)(c) of the Companies Act, 2013, and other applicable provisions, special resolution is to be passed by shareholders of the Company corresponding to the resolution passed earlier as ordinary resolution. This limit was taken 5 years ago and fresh borrowing did not exceed the limit of Rs.2500 crores but keeping in view the future interest and other charges as precautionary measures the Board proposed to increase this limit to Rs. 4000 crores.

Your Directors recommend Special resolution for your approval.

**Item No.5**

Section 180(1)(a) of the Companies Act, 2013, provides inter alia, that the Board of Directors of a public company shall not, without the consent of Members of the Company in General Meeting, sell, lease or otherwise dispose of the whole, or substantially the whole of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking.

Since the creation mortgaging and/or charge in addition to the mortgage and/or charge already created by the Company of its immovable and movable properties in favour of Agents/Depositories/Trustees/Lenders may be regarded as disposal of the Company's properties/undertaking, it is necessary for the members to pass a special resolution under section 180(1)(a) of the Companies Act, 2013 for the enhanced limit upto Rs.4000 crores

Your Directors recommend Special resolution for your approval.

**II. 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. Pradip Kumar Das

<b>NAME</b>	Shri Pradip Kumar Das
<b>DATE OF BIRTH</b>	13th April, 1962
<b>DATE OF APPOINTMENT</b>	6th April, 2013
<b>AREA OF SPECIALISATON</b>	
<b>NO. OF OTHER COMPANY'S DIRECTORSHIP</b>	6
<b>NAME OF THE COMPANIES :</b>	<ol style="list-style-type: none"> <li>1. Naresh Engineers Limited</li> <li>2. N.R. Merchantiles Pvt. Ltd</li> <li>3. Ramsarup Investments Pvt. Ltd.</li> <li>4. Ramsarup Projects Pvt. Ltd.</li> <li>5. Ramsarup Vyapaar Ltd.</li> <li>6. Vanguard Credit &amp; Holding Pvt. Ltd.</li> </ol>
<b>NO. OF COMMITTEE MEMBERSHIP IN OTHER COMPANIES</b>	NIL

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

- (i) The voting period begins on 24/09/2014 at 09.00 A.M. and ends on 26/09/2014 at 06.00 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 22.08.2014, 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) during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the Electronic Voting Sequence Number – '**140820052**' along with '**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](http://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 :

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's after the folio number.</p> <p>For example : If your name is Remesh Kumar with folio number 1234 then enter enter RA12340000 in the PAN field.</p> <p>Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/NSDL client id.</p> <p>For example : In case of name is Rahul Mishra and Demat A/c No. is 1205870000001234 then default value of PAN is 'RA12340000'.</p>
DOB	<p>Enter the Date of Birth as recorded in your demat in your company records or the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>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 number of share held by you as on 22nd August 2014 (which is the cut-off date) in the Dividend Bank details field.</p>

- (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](http://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 : 20th August, 2014

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

Sd/-  
Managing Director