

RATNA SAGAR PRIVATE LIMITED

(CIN: U74899DL1986PTC023532)

Registered office: Virat Bhawan, Dr. Mukherjee Nagar Commercial Complex, Delhi 110009

Phone: (011) 47038000, Fax (011) 47038099

Website: www.ratnasagar.com Email: rsagar@ratnasagar.com

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the members of RATNA SAGAR PRIVATE LIMITED will be held on Wednesday, the 30th September, 2015 at 11:00 A.M. at the registered office of the Company at Virat Bhawan, Dr. Mukherjee Nagar Commercial Complex, Delhi 110009 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.
2. To declare final dividend on equity shares for the financial year 2014-15 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the final dividend of rupees 15 per equity share on 2,00,000 equity shares of rupees 100 each fully paid as recommended by the Board of Directors of the Company for the financial year 2014-15 be and is hereby declared.”.

3. To ratify appointment of Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, as amended from time to time, appointment of M/s Gupta & Gupta, Chartered Accountants (Firm Registration No. 000681N), as Statutory Auditors of the Company, to hold office from the conclusion of 30th annual general meeting until the conclusion of 34th annual general meeting be and is hereby ratified and that the Board of Directors of the company be and is hereby authorised to fix the remuneration in consultation with the Auditors.”

SPECIAL BUSINESS

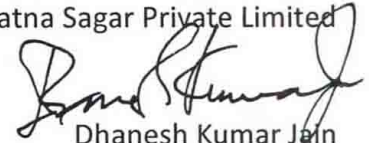
4. To re-appoint Mr. Ashok Mohan Zutshi (DIN: 01061606) as a Whole-time Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Section 196 and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the consent of company be and is hereby accorded for re-appointment of Mr. Ashok Mohan Zutshi (DIN: 01061606) as Whole Time Director of the Company for a period of one year w.e.f. 01.04.2015 till 31.03.2016 on the following terms and conditions:

1. Fixed remuneration of 5,00,000 (Rupees Five lakh only) per month.
2. In addition to fixed monthly remuneration as above Mr. Ashok Mohan Zutshi shall also be entitled to following perquisites and allowances :
 - a) Unfurnished accommodation
 - b) Contribution to Provident Fund
 - c) Gratuity as per policy of the company
 - d) Car and Telephone
 - e) Bonus as per policy of the company

RESOLVED FURTHER THAT Mr. Ashok Mohan Zutshi shall be responsible to manage the sales related business activities of the company subject to superintendence and control of the Board of Directors.”

By Order of Board
For Ratna Sagar Private Limited



Dhanesh Kumar Jain
Managing Director
DIN: 01109024

Place: Delhi
Date: 04.09.2015

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten 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.

2. Members and Proxies should bring the attendance slip duly filled for attending the meeting. Corporate members are requested to send a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
3. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company during the office hours on all working up to the date of the Annual General Meeting.
4. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business under Item No. 4 of the notice, is annexed hereto.
5. Members are requested to notify change in address, if any, immediately to the Company.
6. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars and other communications from the Company electronically.

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 4

Mr. Ashok Mohan Zutshi was re-appointed as Whole Time Director of the company by the Board of Directors w.e.f. 01.04.2015 to hold office for a period of one year until 31.03.2016 on the terms and conditions as set out in the proposed resolution. His appointment was subject to approval of the members of the company in the general meeting.

Mr. Ashok Mohan Zutshi looks after sales related activities subject to superintendence and control of the Board of Directors. The proposed remuneration is reasonable keeping in view his qualification, experience and contribution to the growth of the company.

The documents related to appointment of Mr. Ashok Mohan Zutshi shall remain open for inspection by the members at the registered office of the Company during normal business hours on any working day.

Save and except Mr. Ashok Mohan Zutshi and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board commends the resolution set out at Item No. 4 of the notice for the approval of members in general meeting.

By Order of Board
For Ratna Sagar Private Limited



Dhanesh Kumar Jain
Managing Director
DIN: 01109024

Place: Delhi
Date: 04.09.2015