

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 29th Annual General Meeting of the members of RATNA SAGAR PRIVATE LIMITED will be held on Monday, the 29th September, 2014 at 11:00 A.M. at the registered office of the Company 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, 2014, the reports of the Board of Directors and Auditors thereon.
2. To declare final dividend on equity shares for the financial year 2013-14 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 10 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 2013-14 be and is hereby declared.”.

3. To appoint 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, M/s Gupta & Gupta, Chartered Accountants (Firm Registration No. 000681N), be and are hereby, re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of 29th annual general meeting until the conclusion of 34th annual general meeting 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 appoint Mr. Rajender Jain (DIN: 01061602) as a Whole-time Director designated as Joint Managing 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 read with Part I of Schedule V 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 appointment of Mr. Rajender Jain (DIN: 01061602) as Whole Time Director of the Company, designated as Joint Managing Director, for a period of five years w.e.f. 01.10.2014 on the following terms and conditions:

1. Fixed remuneration of Rs. 8,00,000 (Rupees eight lakh) per month.
2. In addition to fixed monthly remuneration as above Mr. Rajender Jain shall also be entitled to following perquisites and allowances :
 - a) Contribution to Provident Fund
 - b) Gratuity as per policy of the company
 - c) Car and Telephone
 - d) Bonus as per policy of the company

RESOLVED FURTHER THAT Mr. Rajender Jain shall be responsible to manage the financial matter of the company subject to superintendence and control of the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

5. To appoint Mrs. Kusum Jain (DIN: 01384377) 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 **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Section 196 read with Part I of Schedule V 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 appointment of Mrs. Kusum Jain (DIN: 01384377) as Whole Time Director of the Company for a period of five years w.e.f. 01.10.2014 on the following terms and conditions:

1. Fixed remuneration of Rs. 8,00,000/- (Rupees eight lakh) per month.
2. In addition to fixed monthly remuneration as above Mrs. Kusum Jain shall also be entitled to following perquisites and allowances :
 - a) Contribution to Provident Fund
 - b) Gratuity as per policy of the company
 - c) Car and Telephone
 - d) Bonus as per policy of the company

RESOLVED FURTHER THAT Mrs. Kusum Jain shall be responsible for business policy and planning subject to superintendence and control of the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

6. To appoint Mr. Sugat Jain (DIN: 02144901) 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 read with Part I of Schedule V 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 appointment of Mr. Sugat Jain (DIN: 02144901) as Whole Time Director of the Company for a period of five years w.e.f. 01.10.2014 on the following terms and conditions:

1. Fixed remuneration of Rs. 4,00,000 (Rupees four lakh) per month.
2. In addition to fixed monthly remuneration as above Mr. Sugat Jain shall also be entitled to following perquisites and allowances :
 - a) Contribution to Provident Fund
 - b) Gratuity as per policy of the company
 - c) Car and Telephone
 - d) Bonus as per policy of the company

RESOLVED FURTHER THAT Mr. Sugat Jain shall be responsible to manage the IT and marketing division of the company subject to superintendence and control of the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

7. To 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 read with Part I of Schedule V and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to approval of the shareholders of the company, the consent of board be and is hereby accorded for appointment of Mr. Ashok Mohan Zutshi (DIN: 01061606) as Whole Time Director of the Company to hold office w.e.f. 01.10.2014 till 31.03.2015 on the following terms and conditions:

1. Fixed remuneration of 5,00,000/- (Rupees Five lakh only) per month.
2. Mr. Ashok Mohan Zutshi shall be entitled to receive commission not exceeding five percent of the net profits of the company calculated as per section 198 of the Companies Act for the financial year 2014-15.
3. In addition to fixed monthly remuneration and commission 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

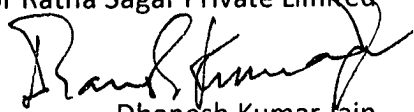
RESOLVED FURTHER THAT Mr. Ashok Mohan Zutshi shall be responsible to manage the sales related business activities of the company subject to superintendence and control of the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

8. To adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard 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 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion (except particulars of subscribers to the articles of association), of the regulations contained in the existing Article of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of Board
For Ratna Sagar Private Limited

Dhanesh Kumar Jain
Managing Director
DIN: 01109024

Place: Delhi

Date: 04.09.2014

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 to 8 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. Rajender Jain was appointed as Whole Time Director, designated as Joint Managing Director by the Board of Directors w.e.f. 01.10.2014 for a period of five years on the terms and conditions as set out in the proposed resolution. His appointment was subject to approval of members of the company in the general meeting.

Mr. Rajender Jain looks after financial and other related activities subject to superintendence and control of the Board of Directors. He has significantly contributed in overall growth of the company. Therefore, looking at his valuable contribution to the company, 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. Rajender Jain 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. Rajender Jain, Dr. Dhanesh Kumar Jain and their respective 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.

ITEM NO. 5

Mrs. Kusum Jain was appointed as Whole Time Director of the company by the Board of Directors w.e.f. 01.10.2014 for a period of five years on the terms and conditions as set out in the proposed resolution. Her appointment was subject to approval of members of the company in the general meeting by passing special resolution in view of fact that appointee has attained the age of seventy years.

Mrs. Kusum Jain looks after business policy, planning and other related activities subject to superintendence and control of the Board of Directors. She has significantly contributed in overall growth of the company. Therefore, looking at her valuable contribution to the company, the proposed remuneration is reasonable keeping in view her qualification, experience and contribution to the growth of the company.

The documents related to appointment of Mrs. Kusum Jain 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 Mrs. Kusum Jain, Dr. Dhanesh Kumar Jain, Mr. Sugat Jain and their respective 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. 5 of the notice for the approval of members in general meeting.

ITEM NO. 6

Mr. Sugat Jain was appointed as Whole Time Director of the company by the Board of Directors w.e.f. 01.10.2014 for a period of five years 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. Sugat Jain manages the IT and marketing division of the company subject to superintendence and control of the Board of Directors. He has significantly contributed in overall growth of the company. Therefore, looking at his valuable contribution to the company, 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. Sugat Jain 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. Sugat Jain, Dr. Dhanesh Kumar Jain, Mrs. Kusum Jain and their respective 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. 6 of the notice for the approval of members in general meeting.

ITEM NO. 7

Mr. Ashok Mohan Zutshi was appointed as Whole Time Director of the company by the Board of Directors w.e.f. 01.10.2014 to hold office until 31.03.2015 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. 7 of the notice for the approval of members in general meeting.

ITEM NO. 8

The Article of Association of the Company as presently in force are based on the Companies Act, 1956 and several regulations in the existing Article of Association contain references to specific sections of the Companies Act, 1956.

The Companies Act, 2013 is largely in force as substantive sections of the Act which deal with the general working of companies stand notified which governs management and administration of the Companies.

With the coming into force of the Act several regulations of the existing Article of Association of the Company requires alteration and deletions in several articles. Given this positions, it is considered expedients to wholly replace the existing Article of Association by a new set of Articles.

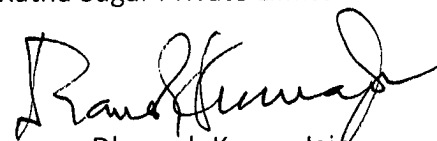
The new set of Article of Association to be substituted in place of the existing Article of Association are based on "Table F" of the Act which sets out the model articles of association for a company limited by shares.

Copy of the draft Article of Association shall remain open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day till the date of annual general meeting of the company.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board commends the special resolution set out at Item No. 8 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: 04.09.2014