

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 of Annual General Meeting

Notice is hereby given that the 39th Annual General Meeting of the members of Ratna Sagar Private Limited ("the Company") will be held on **Monday, September 30, 2024 at 4:00 p.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, 2024** together with the reports of the Board of Directors and auditors thereon 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 audited financial statement of the Company for the financial year ended **March 31, 2024** together with the reports of the Board of Directors and auditors thereon as submitted to this meeting be and are hereby received, considered and adopted."

SPECIAL BUSINESS

2. To Re-appoint Mr. Rajender Jain as Whole Time Director and 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 **Special Resolution**:

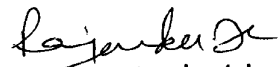
"RESOLVED THAT pursuant to Section 196 and other applicable provisions, if any, of the Companies Act, 2013 the consent of Company be and is hereby accorded for re-appointment of Mr. Rajender Jain (DIN: 01061602) as Whole Time Director and designated as Joint Managing Director of the Company for a period of five years w.e.f. 01.10.2024 on the following terms and conditions:

- 1) Fixed remuneration of Rs. 12,00,000 (Rupees Twelve lakh only) per month.
- 2) In addition to fixed monthly remuneration; Mr. Rajender Jain shall be entitled variable remuneration by way of performance linked incentive / commission based on net profits of the Company as approved by the Board for each financial year.

- 3) In addition to fixed monthly remuneration and variable 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."

By Order of Board
For Ratna Sagar Private Limited


Rajender Jain
Whole Time Director
DIN: 01061602


Sugat Jain
Managing Director
DIN: 02144901

Place: New Delhi
Date: 30.09.2024

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. Proxy form is enclosed with the notice of meeting sent to the members.

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 days up to the date of the Annual General Meeting. Further, the statutory registers shall remain open for inspection by the members during the annual general meeting.
4. The dividend, if any, declared at the annual general meeting shall be paid to the members who are the members of the Company as on the date of annual general meeting, after deduction of tax at source as applicable under Income Tax Act, 1961. The dividend shall be transferred electronically to the members who have submitted the relevant particulars and in all other cases through dividend warrants at their registered addresses. Members are requested to update their email and registered address for correspondence purposes.
5. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business items of the notice, if any, is annexed hereto.
6. Route map for the meeting venue and proxy form is enclosed with the notice of meeting sent to the members and may be accessed at the below weblink:

<https://www.google.com/maps/place/Ratna+Sagar+P.+Ltd./@28.7108917,77.2143113,18z/data=!4m5!3m4!1s0x390cfde0934852c1:0xdd4259a04a680d82!8m2!3d28.7109552!4d77.2160449>
7. The Company has obtained consent of all members to hold Annual General Meeting at shorter period notice and same are available at the registered office of the Company.

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. 2

The Board has re-appointed Mr. Rajender Jain as Whole Time Director and designated as Joint Managing Director of the Company w.e.f. 01.10.2024 for a period of five years on the terms and conditions as set out in the proposed resolution.

Mr. Rajender Jain has attained the age of 74 years and re-appointment as Whole Time Director is subject to approval of members of the Company by way of special resolution as required under section 196 (3) (a) of the Companies Act, 2013.

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, the proposed appointment and his remuneration is justifiable and 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 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. 2 of the notice for the approval of members in general meeting.

By Order of Board
For Ratna Sagar Private Limited


Rajender Jain
Whole Time Director
DIN: 01061602


Sugat Jain
Managing Director
DIN: 02144901

Place: New Delhi
Date: 30.09.2024