



Ratna Sagar P. Ltd.

an ISO 9001:2008 and 14001:2004 company ♦ CIN: U74899DL 1986PTC023532

REGISTERED OFFICE: Virat Bhawan, Commercial Complex, Mukherjee Nagar, Delhi 110009

PHONE: (011) 47038000 ♦ FAX: (011) 47038099 ♦ EMAIL: rsagar@ratnasagar.com ♦ WEB: www.ratnasagar.com

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of the members of the **RATNA SAGAR PRIVATE LIMITED** will be held on Tuesday, 1st day of April, 2014 at the registered office of the company at Virat Bhawan, Mukherjee Nagar Commercial Complex, Delhi at 11:00 A.M. to transact the following business as special business:

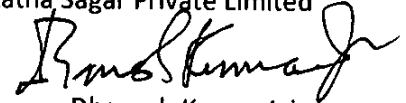
1. To re-appoint Dr. Dhanesh Kumar Jain (DIN: 01109024) as Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

"RESOLVED THAT pursuant to 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 company be and is hereby accorded for re-appointment of Dr. Dhanesh Kumar Jain (DIN: 01109024) as Managing Director of the Company for a period of five years w.e.f. 01.04.2014 on the following terms and conditions:

1. Fixed remuneration of Rs. 16,00,000/- (Rupees sixteen lakh only) per month.
2. In addition to fixed monthly remuneration; Dr. Dhanesh Kumar Jain 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, 2013 for each financial year during his tenure.
3. In addition to fixed monthly remuneration and variable remuneration as above Dr. Dhanesh Kumar 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
4. Dr. Dhanesh Kumar Jain shall be responsible for providing overall leadership to the Company, defining and executing business strategy, strengthening governance practices and such other roles and responsibilities as may be assigned to him by the Board from time to time.

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."

By Order of Board
For Ratna Sagar Private Limited



Dhanesh Kumar Jain
Managing Director
DIN: 01109024

Place: Delhi
Date: 27.03.2014

Registered Office:

Ratna Sagar Private Limited
Virat Bhawan, Mukherjee Nagar Commercial Complex,
Delhi 110009
Ph: 011 - 47038000
Fax: 011 - 47038099
E mail: rsagar@ratnasagar.com
Website: www.ratnasagar.com

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 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, authorizing their representative to attend and vote at the Annual General Meeting.
3. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
5. 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, etc. from the Company electronically.
6. Company has received consent of all the members to convene the extra ordinary general meeting at short period notice.

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. 1

Dr. Dhanesh Kumar Jain is holding office as Managing Director of the Company. Company has grown significantly under his leadership as he has played pivotal role in defining and executing business strategy, strengthening governance practices whereby 'Ratna Sagar' is known for its high quality school level books and company represent exemplary standards of publishing.

Most of the provisions of the Companies Act, 2013 shall come into force w.e.f. 01.04.2014. Section 196 of the Companies Act, 2013 inter-alia provides that a company can appoint or continue the employment of any person as its managing director who has attained the age of seventy years provided special resolution is passed in the general meeting of the company.

As members may be aware that Dr. Dhanesh Kumar Jain has already attained the age of seventy years, hence in terms of Section 196 of the Companies Act, 2013 it becomes mandatory to seek approval by way of special resolution in case company wishes to continue to designate him as managing director of the company.

Regarding justification for his re-appointment as managing director it is already stated that under the valued leadership of Dr. Dhanesh Kumar Jain; Company has grown by leaps and bounds and it shall be in the interest of company, its shareholders and other stakeholders that his guidance continues in future as well. Broad terms and conditions governing his appointment already mentioned in the proposed resolution.

The documents related to appointment of Dr. Dhanesh Kumar 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 Dr. Dhanesh Kumar Jain, Mr. Rajender Jain, Mrs. Kusum 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. 1 of the notice for the approval of members in general meeting as special resolution.

By Order of Board
For Ratna Sagar Private Limited



Dhanesh Kumar Jain

Managing Director

DIN: 01109024

Place: Delhi

Date: 27.03.2014