

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 an Extra-Ordinary General Meeting of the members of RATNA SAGAR PRIVATE LIMITED will be held on **Monday, 29th April, 2019** 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:

SPECIAL BUSINESS

1. To re-appoint Mr. Ashok Mohan Zutshi (DIN: 01061606) as a Whole-time Director of the Company 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 Section 196 and other applicable provisions, if any, of the Companies Act, 2013 the consent of members 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. 01.04.2019 on the following terms and conditions:

1. Fixed remuneration of Rs. 9,00,000 (Rupees nine 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



Rajender Jain
Joint Managing Director
DIN: 01061602

Place: Delhi
Date: 05.04.2019

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 up to the date of the Annual General Meeting.
4. Members are requested to notify change in address, if any, immediately to the Company.
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 and other communications from the Company electronically.
6. Route map for meeting venue is enclosed with notice of the meeting.
7. Explanatory statement in respect of special business items is enclosed.

**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

Mr. Ashok Mohan Zutshi was re-appointed as Whole Time Director of the company by the Board of Directors w.e.f. 01.04.2018 for a period of one year and his tenure ends on 31.03.2019. The Board of Directors in their meeting held on 29th March, 2019 considered and approved the proposal for re-appointment of Mr. Ashok Mohan Zutshi for a further period of one-year subject to approval of company in 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.

Mr. Ashok Mohan Zutshi has already attained the age of 70 years hence approval of members by way of special resolution is required in terms of section 196 (3) of the Companies Act, 2013.

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 special resolution set out at Item No. 1 of the notice for the approval of members in general meeting.

By Order of Board
For Ratna Sagar Private Limited


Rajender Jain
Joint Managing Director
DIN: 01061602

Place: Delhi
Date: 05.04.2019