

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 34th Annual General Meeting of the members of RATNA SAGAR PRIVATE LIMITED will be held on **Monday, 30th September, 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:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2019 the reports of the Board of Directors and Auditors thereon.
2. To declare final dividend on equity shares for the financial year 2018-19 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 20 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 2018-19 be and is hereby declared.”

3. To Re-appoint 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, M/s Gupta & Gupta, Chartered Accountants (Firm Registration No. 0000681N), be and are hereby, re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of 34th annual general meeting until the conclusion of 39th annual general meeting and that the Board of Directors of the company be and is hereby authorized to fix the remuneration in consultation with the Auditors.”

SPECIAL BUSINESS

4. 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. 01.10.2019 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 to receive commission not exceeding ten 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 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.”

5. To Re-appoint Mrs. Kusum Jain as 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**:

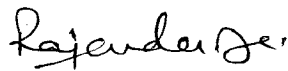
“RESOLVED THAT pursuant to Section 196 and other applicable provisions, if any, of the Companies Act, 2013 the consent of Company be and is hereby accorded for re-appointment of Mrs. Kusum Jain (DIN: 01384377) as Whole Time Director of the Company for a period of five years w.e.f. 01.10.2019 on the following terms and conditions:

- 1) Fixed remuneration of Rs. 8,00,000 (Rupees eight lakh only) per month.
- 2) In addition to fixed monthly remuneration and variable 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."

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: 07/09/2019

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 sent to the members.

2. Members and Proxies should sign attendance sheet at 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. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business under Item No. 4 and 5 of the notice, is annexed hereto.
8. The Company has obtained consent of 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. 4

The Board has re-appointed Mr. Rajender Jain as Whole Time Director and designated as Joint Managing Director of the Company w.e.f. 01.10.2019 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 69 years and during his tenure he shall attain the age limit for which approval of the Company in general meeting is required by way of special resolution. Accordingly, Your Board considered it appropriate and decided that his re-appointment shall be subject to approval of the members 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. 4 of the notice for the approval of members in general meeting.

ITEM NO. 5

The Board has re-appointed Mrs. Kusum Jain as Whole Time Director of the Company w.e.f. 01.10.2019 for a period of five years on the terms and conditions as set out in the proposed resolution. She has attained the age of 70 years and her re-appointment shall be subject to approval of the members by way of special resolution as required under section 196 (3) (a) of

the Companies Act, 2013.

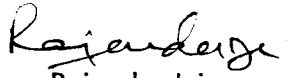
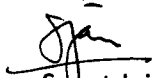
Mrs. Kusum Jain looks after business policy, planning and other related activities subject to superintendence and control of the Board of Directors. She has significantly contributed in overall growth of the company. Therefore, the proposed appointment and her remuneration is justifiable and reasonable 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 and 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.

By Order of Board
For Ratna Sagar Private Limited

	
Rajender Jain	Sugat Jain
Whole Time Director	Managing Director
DIN: 01061602	DIN: 02144901

Place: New Delhi

Date: 07/09/2019