

Rama Telecom Limited

Room No. 302, 3rd Floor, Kamalalaya Centre, 156A Lenin Sarani, Kolkata-700 013
Phone No- 033 4062 7025/26, CIN No.: U64202WB2004PLC099086
Website: www.ramatelecom.net, E mail: info@ramatelecom.net

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 22nd ANNUAL GENERAL MEETING OF MEMBERS OF M/S RAMA TELECOM LIMITED TO BE HELD ON MONDAY, SEPTEMBER 14th 2025 AT 11:00 A.M. (IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”)

TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS:

Item No. 1 – ADOPTION OF AUDITED FINANCIAL STATEMENTS:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors and Auditors thereon.

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 on March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

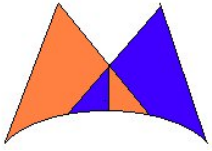
Item No. 2: RE-APPOINTMENT OF MR. RAMA KANT LAKHOTIA (DIN: 00567178) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Mr. Rama Kant Lakhota (DIN: 00567178) who retires by rotation and being eligible, offers himself for re-appointment.

Explanation: Based on the terms of appointment, Executive Directors and the Non-Executive Directors (other than Independent Directors) are subject to retirement by rotation. Mr. Rama Kant Lakhota, who has been on the Board of the Company since July 12, 2004 and whose office is liable to retire at this AGM, being eligible, seeks re-appointment. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his re-appointment.

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 provision of Section 152 and other applicable provision of the Companies Act, 2013, approval of shareholders of the company be, and is hereby accorded to the re-appointment of Mr. Rama Kant Lakhota (DIN: 00567178) as a director, who is liable to retire by rotation.



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SPECIAL BUSINESS:

Item No. 3: APPOINTMENT OF M/S M & A ASSOCIATES, PRACTISING COMPANY SECRETARIES FIRM AS SECRETARIAL AUDITORS

To appoint Secretarial Auditor and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and on the basis of recommendation of the Board of Directors of the Company, **M/s M & A Associates**, a Peer reviewed, Practicing Company Secretaries, (Firm Registration No: P2019WB076400), be and are hereby appointed as Secretarial Auditor of the Company, for a term of five (5) consecutive financial years, commencing from the financial year 2025-26 to the financial year 2029-30 at such remuneration as may be determined by the Board of Directors.”

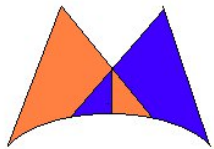
By behalf of the Board of Director

Place: Kolkata

Date:

SD/-

Puja Lakhotia
Company Secretary & Compliance Officer



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Notes:

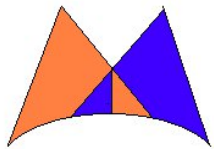
1. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular dated September 19, 2024, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM”/“Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the registered office of the Company.
2. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
3. **Generally, 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 himself/herself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.**
4. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. In terms of the provisions of Section 152 of the Act, Mr. Rama Kant Lakhota (DIN: 00567178), Director of the Company, retires by rotation at the Meeting.

The Nomination and Remuneration Committee and the Board of Directors of the Company commends his re-appointment.

Mr. Rama Kant Lakhota, Director of the Company, is interested in the Ordinary Resolution set out at Item No. 2, of this Notice with regard to his re-appointment. Relatives of Mr. Rama Kant Lakhota may be deemed to be interested in the resolution set out at Item No. 2 of this Notice, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 1 and 2 of this Notice.

6. Details of the Director retiring by rotation at this Meeting are provided in the “**Annexure**” to this Notice.
7. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent through



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electronic mode to those members whose e-mail address is registered with the Company/Registrar and Transfer Agent/Depository Participants/Depositories.

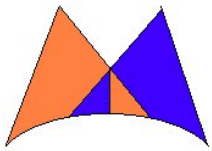
Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2024-25 is available is being sent to those members whose e-mail address is not registered with the Company/Registrar and Transfer Agent/Depository Participants/Depositories.

Members may note that this Notice and Annual Report for the financial year 2024-25 will also be available on the Company's website, websites of the Stock Exchanges, i.e., SME Platform of NSE Emerge at www.nseindia.com, and on the website of Company's Registrar and Transfer Agent, Cameo Corporate Services Limited at <https://cameoindia.com/>.

8. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in dematerialised mode are requested to register/update their e-mail address with the relevant Depository Participant.
 - b) Members holding shares in physical mode are requested to follow the process set out under sub point 3 of Note No. 12 in this Notice

9. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

- I. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services.
- II. The Company has engaged the services of NSDL as the agency to provide remote e-voting facility/ e-voting.
- III. The remote e-voting period shall commence on Saturday, the 27th September, 2025 (9:00 a.m.) and end on Monday, the 29th September, 2025 (5:00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, the 23rd September, 2025, may cast their vote by remote e-voting. A person who is not a member as on the cut-off date should treat this notice for information purposes only. The remote e-voting module shall be disabled by NSDL for voting thereafter and the facility shall forthwith be blocked. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- IV. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the

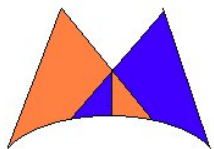


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EGM/AGM without restriction on account of first come first served basis.

- V. The Company has appointed Mr. Anil Kumar Dubey, Practising Company Secretary, as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. They have given their consent for such appointment.
- VI. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote E-voting and make, not later than 2 working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- VII. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://glen-india.com/> and on the notice board of the Company at its registered office and on the website of NSDL within 2 working days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.
- VIII. The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, 23rd September 2025. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- IX. A person, whose name is recorded in the Register of Members of the Company or in the list of beneficial owners, maintained by the Depositories as on the cut-off date i.e. Tuesday, 23rd September 2025, shall only be entitled to avail the facility of remote e-voting/ e-voting during the AGM.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Tuesday, the 23rd September, 2025 may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if the shareholder is already registered with NSDL for remote e-voting then he/ she can use his/ her existing User ID and Password for casting the vote. If a member forgets the password, it can be reset by using 'Forgot User Details/ Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com.
- XI. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote E-voting and are otherwise not barred from doing so, shall be eligible to vote through E-voting system during the AGM.
- XII. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM through VC/ OAVM but shall not be entitled to change or cast their vote again. Where a member casts vote both by remote evoting and voting at the meeting, the vote casted by way of e-voting shall be considered.
- XIII. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing companies to send documents to their shareholders in electronic mode. To support this green initiative and to receive communications from the Company in electronic mode, members who have not registered their E-mail addresses and are holding shares in physical form are



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requested to contact the RTA of the Company and register their Email id.

XIV. Members holding shares in demat form are requested to contact their DPs. Members may please note that notices, annual reports, etc. will be available on the Company's website at <https://ramatelecom.net/home/>

XV. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act

XVI. The process and manner for remote e-voting and joining meeting are as under :

A. How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-voting system.

Step 2: Cast the vote electronically and join General Meeting on NSDL e-voting system.

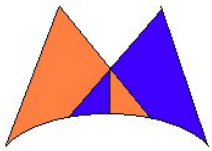
Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for **Individual shareholders** holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login one can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp User will have to enter 8-digit DP ID, 8-digit Client Id, PAN, Verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. After successful authentication, one will be redirected to NSDL Depository site wherein one can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and one will be redirected to e-Voting website of NSDL for casting the vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or



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on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
2. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

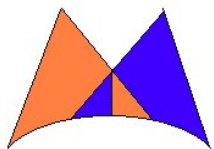


App Store



Google Play





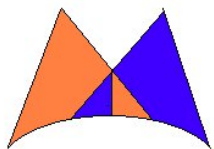
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Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.



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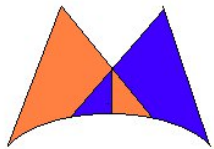
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33



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B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

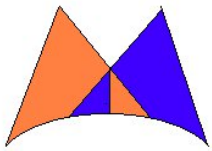
How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 135860 then user ID is 135860001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account,



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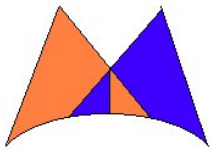
- last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”..
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



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General Guidelines for shareholders

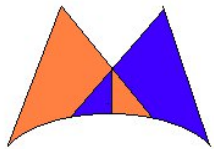
1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to adubey87@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms Pallavi Mhatre, Senior Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to accounts@ramatelecom.net ;
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to accounts@ramatelecom.net . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

10. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have



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not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

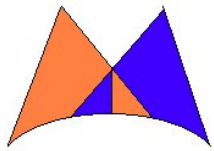
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e- Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

11. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@ramatelecom.net from Saturday, September 20, 2025 (9:00 A.M. IST) to Thursday, September 25, 2025 (5:00 P.M. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

12. OTHER INFORMATION:

1. As mandated by SEBI, shares of the Company can be transferred/traded only in dematerialised mode. Members holding shares in physical mode are advised to avail the facility of dematerialisation.
2. Members are advised to exercise diligence and obtain statement of holdings periodically from the concerned Depository Participant and verify the holdings from time to time.
3. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc.



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- For shares held in dematerialised mode to their Depository Participant for making necessary changes. NSDL has provided a facility for registration/updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/> login and opt-in/opt-out of nomination through the link: <https://eservices.nsdl.com/instademat-kyc-nomination/#/login>
- For shares held in physical mode by submitting to Cameo Corporate Service Limited the forms given below along with requisite supporting documents:

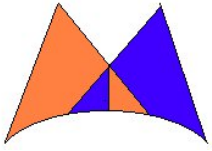
Sr. No.	Particulars	Form
1.	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes/updation thereof	ISR-1
2.	Confirmation of Signature of member by the Banker	ISR-2
3.	Registration of Nomination	ISR-13
4.	Cancellation or Variation of Nomination	ISR-14
5.	Declaration to opt out of Nomination	ISR-3

Any service request shall be entertained by **Cameo Corporate Service Limited** only upon registration of the PAN and KYC details.

4. Non-Resident Indian members are requested to inform the Company/Cameo Corporate Service Limited (if shareholding is in physical mode)/ respective DPs (if shareholding is in demat mode), immediately of change in their residential status on return to India for permanent settlement.
5. Members may please note that the Listing Regulations mandate transfer, transmission and transposition of securities of listed companies held in physical form only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to Cameo Corporate Service Limited as per the requirement of the aforesaid circular.

The aforesaid forms can be downloaded from the Company's website at <https://ramatelecom.net/home/> and is also available on the website of Cameo Corporate Service Limited at <https://wisdom.cameoindia.com/>. For additional information, the members may refer the shareholders' referencer uploaded on the Company's website at <https://ramatelecom.net/home/>

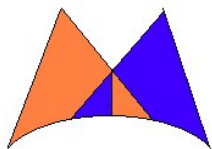
6. SEBI vide its Circular dated July 31, 2023 issued guidelines for members to resolve their grievances by way of Online Dispute Resolution ("ODR") through a common ODR portal. Members are requested to first take up their grievance, if any, with Cameo Corporate Service Limited Technologies Limited, Registrar and Transfer Agent of the Company. If the grievance is not redressed satisfactorily, the Member may escalate the same through: i) SCORES Portal in accordance with the SCORES guidelines and ii) if the Member is not satisfied with the outcome, dispute resolution can be initiated through the ODR Portal at <https://smartodr.in/login>.



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7. Shareholders' Reference gives guidance on securities-related matters and is uploaded on the Company's website and can be accessed at link: <https://ramatelecom.net/home/>



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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

SPECIAL BUSINESS

Item No. 3:

Pursuant to Section 204 of the Companies Act, 2013 and other applicable provisions, if any, every listed entity shall undertake secretarial audit and annex such report with the annual report of the listed entity.

Further, a listed entity is required to appoint a Peer Reviewed Company Secretary or a firm of Company Secretary(ies) as a Secretarial Auditor with the approval of shareholders in its Annual General Meeting.

The Board of Directors, at its meeting held on September, 03, 2025 has, considering the expertise and experience and on the recommendation of the Audit Committee, recommended to the members of the Company, the appointment of **M/s M & A ASSOCIATES**, Practising Company Secretaries as the Secretarial Auditor of the Company for a term of five (5) consecutive financial years commencing from the financial year 2025-26 to the financial year 2029-30.

M/s M & A ASSOCIATES, have consented to their appointment as Secretarial Auditor, if appointed and have confirmed that they are eligible for appointment as a Secretarial Auditor and are free from any disqualifications as specified by SEBI.

M/s M & A ASSOCIATES, have also provided confirmation that the firm and all the partners hold a valid certificate of 'Peer Review' issued by the Institute of Company Secretaries of India.

Given the rich experience, expertise and considerable time and effort involved, the proposed fee for the Secretarial Auditor for the financial year 2025-26 excluding applicable taxes and out-of-pocket expenses subject to revision of remuneration by the Board of directors based on the recommendation of the Audit Committee of the Company in the subsequent years before the expiry of the term .

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

By behalf of the Board of Director

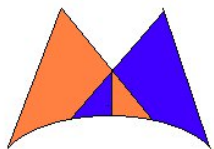
Place: Kolkata

Date:

SD/-

Puja Lakhotia

Company Secretary & Compliance Officer



Rama Telecom Limited

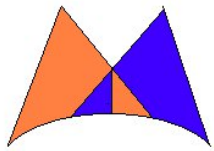
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Annexure to Notice of 21st Annual General Meeting

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT

Disclosure pursuant to Section II of Part II of Schedule V to the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings

Name & Designation of Director	MR. RAMA KANT LAKHOTIA (MANAGING DIRECTOR)
DIN	00567178
Date of Birth /Age	02.02.1963
Background Details (including expertise in specific functional areas - Job profile and suitability)	Graduate with a 25 years' experience in telecom Industries.
Last Remuneration Drawn	Rs. 2,10,000.00 (Gross)
Recognition or Awards	Nil
Remuneration Proposed	Rs. 2,10,000.00 (Gross)
Comparative Remuneration profile with respect to industry, size of the company, profile of the position	Nil
Pecuniary relationship directly or indirectly with the company, or relationship with the key managerial personnel or any other director, if any	SIMRAN LAKHOTIA- Daughter SHREE KANT LAKHOTIA- Brother OTHER DIRECTORS- no relationship
Date of first Appointment on the Board	12.07.2004
Qualifications	Graduate
Terms and conditions of appointment or re-appointment	Liable to retire by rotation
Directorship held in other Companies including Foreign Companies excluding alternate directorship	1) M/s. Simulated Telecommunications India Pvt. Ltd. 2) Golf Villa Greentech City Owners Association
Listed entities from which the person has resigned in the past three years	Nil
Membership/Chairmanship of the Committee of other Public Companies	Nil
Membership/Chairmanship of the Committee of the Board of Directors of the Company	Nil
Number of Shares held in the Company :	
Self	23,66,335 (24.90%)
As beneficial owner	
Number of Board meetings Attended during the year	14 Board Meetings



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Board's Report

To,
The Members,
Rama Telecom Limited

The Board of Directors of the Company hereby have pleasure in presenting the 21st Annual Report and the audited Annual Accounts on the business and operations of the Company for the year ended March 31, 2025 ("year under review"/"FY 24-25").

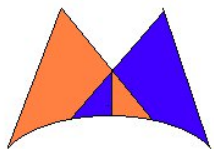
FINANCIAL HIGHLIGHTS

Your Company's financial performance for the year under review is summarized below:

PARTICULAR	31 st March, 2025		31 st March, 2024	
Revenue from Operations	4175.80		3718.77	3747.87
Other Income				
Less: Expenses	71.52	4247.32	29.09	
Cost of Raw Material consumed	2190.14		1500.12	
Changes in Inventories of Finished Goods ,Work-In-Progress & Stock-In-Trade	(475.16)		9.88	
Employee Benefits Expense				
Finance cost				
Depreciation and Amortisation Expense				3390.14
Other expenses	193.71		146.07	
	49.82		58.07	
	14.59		16.31	
	1528.50	3501.60	1659.68	
Exceptional items	-	-	-	-
Profit Before Tax		745.72		357.73
Tax Expenses				
1) Provision for Income Tax	191.77		90.31	
-Current Tax				
2) Deferred Tax	1.02		6.26	
-Deferred Tax Liability created/(reversed)		192.79		96.57
Profit after Tax		552.93		261.16

STATE OF THE COMPANY'S AFFAIRS

During the year under review, the Company recorded Turnover of INR 4175.80 Millions on a standalone basis,



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as against INR 3718.77 Millions in the previous Financial Year 2023-24 ('FY 23-24'). The profit before tax (PBT) was INR 745.72 Millions in FY 24-25 as against INR 357.73 Millions in FY 23-24. The Company reported best-in-class profit after tax (PAT) margin of 13.24% and the PAT stood at INR 552.93 Millions during FY 24-25.

DIVIDEND

The Company has not declared any dividend during the financial year 2024-25

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared in the previous years.

TRANSFER TO RESERVE

The Board has decided to retain the entire profit for the financial year 2024-25 in the Surplus account under 'Reserves and Surplus'. No amount has been transferred to the General Reserve.

MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY

During the year under review, there were no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this report, except for the Company's successful listing on National Stock Exchange on July 2, 2025.

The listing marks a significant milestone in the Company's journey, enhancing its visibility and access to capital markets. However, this event does not materially affect the financial results of the Company for the year under review.

CAPITAL STRUCTURE OF THE COMPANY

During the financial year, the Company increased its authorised share capital from Rs. 800 million to Rs. 1,500 million.

Following this, the Company allotted 92,80,000 bonus equity shares of ₹10 each, amounting to ₹9,28,00,000.

Additionally, 63,349 equity shares were issued upon conversion of a loan amounting to ₹1,40,00,000.

As a result, the paid-up share capital of the Company as at the end of the financial year stood at ₹950.33 lakhs, comprising 95,03,349 equity shares of ₹10 each.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

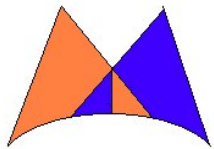
During the period under review, following changes took place in the Directors and Key Managerial Personnel of the Company:

Resignation:

Shri Ratan Maheshwari has resigned with effect from 08/08/2024

Appointments:

- Miss. Simran Lakhotia has been appointed as Whole Time Director with effect from 10th April, 2024
- Shree Kant Lakhotia has been appointed as the Independent Director with effect from 08 August, 2024



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- Miss. Gargi Singh has been appointed as the Independent Director with effect from 08 October, 2024
- Mr. Chandan Ambaly has been appointed as the Independent Director with effect from 08th October, 2024
- Mr. Hirak Ghosh has been appointed as the Independent Director with effect from 11th November, 2024
- Miss. Nidhi Sharma has been appointed as the Company Secretary of the Company with effect from 21st December 2024
- Mr. Sujay Das has been appointed as the Chief Financial Officer of the Company with effect from 3rd March, 2025 in place of Ms. Simran Lakhotia who resigned with effect from 3rd March, 2025

INITIAL PUBLIC OFFER AND LISTING OF EQUITY SHARES

The Board of Directors had, in their meeting held on Monday, November 11, 2024, proposed the Initial Public Offer of not exceeding 36,96,000 (Thirty Six Lakh Ninety Six Thousand only) equity shares at such price as may be decided by the Board of Directors in consultation with the Lead Manager. The Members of your Company had also approved the proposal of the Board of Directors in their Extra-ordinary General Meeting held on Friday, 6th December, 2024.

Pursuant to the authority granted by the Members of the Company, the Board of Directors had appointed **Affinity Global Capital Market Private Limited** as Book running Lead Manager and **Cameo Corporate Services Limited** as Registrar to the Issue and Share Transfer Agent for the proposed Public Issue.

Your Company had applied to National Stock Exchange of India Limited (“NSE”) for in-principal approval for listing its equity shares on the Emerge Platform of the NSE. National Stock Exchange of India Limited has, vide its letter dated, March 21, 2025, granted it’s In- Principal Approval to the Company.

The Draft Red Herring Prospectus has been approved by our Board pursuant to a resolution passed on 11th November, 2024.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS:

The Company has in place adequate internal financial controls with reference to Financial Statements. During the year under review, such controls were tested and no reportable material weakness in the design or operation was observed.

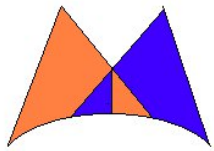
EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS:

There are no qualifications, reservations or adverse remarks made by the Auditors in their report. The provisions relating to submission of Secretarial Audit Report is not applicable to the Company.

PARTICULARS OF EMPLOYEES:

The Total employees of the

The ratio of the remuneration of each director to the median of employees’ remuneration as per Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report as “**Annexure-A.**”



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NUMBER OF BOARD MEETINGS & ATTENDANCE

During the financial year 2024-25, 14 (Fourteen) meetings of the Board of Directors of the Company were held, as per the details provided in the Corporate Governance Report forming part of Annual Report.

Date of Meeting	Total number of Director as on date of meeting	Attendance	
		Number of Directors attended	% of Attendance
09.04.2024	2	2	100%
10.04.2024	2	2	100%
20.06.2024	3	3	100%
18.07.2024	3	3	100%
03.08.2024	3	3	100%
08.08.2024	3	3	100%
12.08.2024	3	3	100%
08.10.2024	3	3	100%
05.11.2024	5	5	100%
11.11.2024	5	4	80%
25.11.2024	6	5	83.33%
16.12.2024	6	6	100%
21.12.2024	6	5	83.33%
20.03.2024	6	6	100%

CONSTITUTION OF COMMITTEES AND IT'S MEETINGS

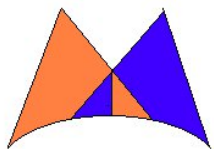
Composition of Audit Committee & it's Meeting

The Audit Committee has been constituted on 11th November, 2024. The first meeting of the committee was held on 13th January, 2025

Name Of The Committee Member	Din	Designation	Nature Of Directorship
Chandan Ambaly	08456058	Chairman	Independent
Simran Lakhotia	10586144	Member	Promoter
Hirak Ghosh	08274903	Member	Independent

Date of Meeting	Directors entitled to attend the meeting	Attendance	
		Number of Directors attended	% of Attendance
13.01.2025	3	3	100%

Composition of Stakeholder Relationship Committee & it's Meeting



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The Stakeholder Relationship Committee has been constituted on 11th November, 2024. The first meeting of the committee was held on 13th January, 2025

Name Of The Committee Member	Din	Designation	Nature Of Directorship
Hirak Ghosh	08274903	Chairman	Independent
Simran Lakhotia	10586144	Member	Promoter
Gargi Singh	08458152	Member	Independent

Date of Meeting	Directors entitled to attend the meeting	Attendance	
		Number of Directors attended	% of Attendance
13.01.2025	3	3	100%

Constitution of Nomination and remuneration committee and it's meeting

The Nomination and Remuneration Committee has been constituted on 11th November, 2024

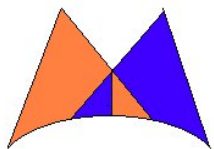
Name Of The Committee Member	Din	Designation	Nature Of Directorship
Gargi Singh	08458152	Chairman	Independent
Chandan Ambaly	08456058	Member	Independent
Hirak Ghosh	08274903	Member	Independent

Date of Meeting	Directors entitled to attend the meeting	Attendance	
		Number of Directors attended	% of Attendance
13.01.2025	3	3	100%

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your Directors confirm that:

- In the preparation of the annual accounts for the year ended March 31, 2025 the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same.
- The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as of March 31, 2024 and of the profit of the Company for that period;
- The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- The directors have prepared the annual accounts on a going concern basis;



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e) The directors have laid down internal financial controls for the Company which are adequate and are operating effectively; and

f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively. This has been done by identifying significant laws that are applicable to the Company.

DEPOSITS

The company has no deposits during the year under review

DETAILS IN RESPECT OF REPORT BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143

During the year under review, there have been no frauds reported by the statutory auditors under subsection (12) of Section 143 of the Companies Act, 2013.

DECLARATION BY INDEPENDENT DIRECTOR

Declarations pursuant to the Sections 164(2) and 149(6) of the Companies Act, 2013 has been received from all the independent directors and their names has been registered with the Independent Director's Data Bank. In the opinion of the Board, the Independent Directors hold highest standard of integrity and possess the requisite qualifications, experience, expertise, and proficiency.

WEB LINK OF ANNUAL RETURN

As required under the Section 134 of the Companies Act, 2013, a copy of Annual Return (referred to in Section 92(3) of the Act) for the Financial Year 2023-24, has been placed at the Company's website in the following URL – www.ramatelecom.net

PARTICULARS OF LOAN, INVESTMENTS OR GURANTEES UNDER SECTION 186

The Company has not given/made any loans, guarantees and investments pursuant to the Section 186 of the Act during the year under review.

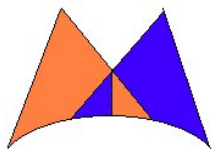
EVALUATION OF THE BOARD'S PERFORMANCE, COMMITTEE, AND INDIVIDUAL DIRECTORS

Pursuant to the provisions of the Companies Act, 2013, the requirement for formal evaluation of the performance of the Board of Directors, its Committees, and individual directors is not applicable to the Company.

STATUTORY AUDITOR

During the year under review, M/S. Agrawal Uma Shankar & Co, Chartered Accountants, (FRN-326700E) was appointed on Board Meeting held on 9th April, 2024 to fill the casual vacancy caused by the resignation of M/s Deepak Agarwal Associates, Chartered Accountant.

As per the provisions of Section 139, 141 of the Companies Act, 2013 and rules made thereunder (hereinafter referred to as "The Act"), the Company at its 20th Annual General Meeting('AGM') held on 30th September,2024 approved the appointment of M/s. Agarwal Uma Shankar & Co., Chartered Accountants, Kolkata as Statutory Auditor for a period of 5 years commencing from the conclusion of 20th AGM till the conclusion of the 25th AGM to be held in the year 202



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PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions that were entered into during the financial year ended March 31, 2025, were on an arm's length basis and were in the ordinary course of business. Therefore, the provisions of Section 188 of the Companies Act, 2013 were not attracted.

However, there are no materially significant related party transactions during the financial year made by the Company, thus, disclosure in Form AOC-2 is not required.

However, the disclosure of transactions with related parties for the financial year is given in Note no. 29 to the Balance Sheet

DETAILS OF SUBSIDIARY, JOINT VENTURE, OR ASSOCIATE

The company had no Holding, Subsidiary, Joint Venture or associate during the year under review.

NOMINATION AND REMUNERATION POLICY

Nomination and Remuneration is annexed as '**Annexure-B**'

CORPORATE SOCIAL RESPONSIBILITY

During the year under review, the Company was not obliged to make any CSR contribution under section 135 of the Companies Act, 2013.

CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Conservation of energy is of utmost significance to the Company. Operations of the Company are not energy intensive. However, every effort is made to ensure optimum use of energy by using energy-efficient computers, processes and other office equipment. Constant efforts are made through regular/preventive maintenance and upkeep of existing electrical equipment to minimize breakdowns and loss of energy.

The Company is continuously making efforts for induction of innovative technologies and techniques required for the business activities.

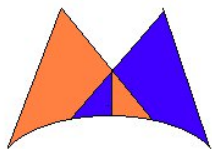
- Steps taken by company for utilizing alternate sources of energy: NIL
- Capital investment on energy conservation equipment's: NIL

B. Foreign Exchange earnings and Outgo *Section 134(3)(m) read with Rule 8(3)(C) of Companies (Account) Rules, 2014*

Earnings	NIL
Outgo	NIL

INTERNAL AUDITOR

During the year under review, the company has not appointed any internal auditor under Section 138 of Companies Act, 2013.



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SECRETARIAL AUDITOR

During the year under review, the company has not appointed any Secretarial Auditor under Section 203 of Companies Act, 2013 due to non-applicability.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has adopted a policy for prevention of sexual harassment at the workplace, in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act"). An Internal Complaints Committee ("ICC") has been duly constituted as per the provisions of the POSH Act to redress complaints regarding sexual harassment at the workplace.

During the financial year under review, the Company has complied with all the provisions of the POSH Act and the rules framed thereunder. Further details are as follow:

a.	Number of complaints of Sexual Harassment received in the Year	-
b.	Number of Complaints disposed off during the year	-
c.	Number of cases pending for more than ninety days	-

CHANGE IN THE NATURE OF BUSINESS OR STATUS OF THE COMPANY

During the year under review, the Company was converted from a **Private Limited Company** to a **Public Limited Company** pursuant to the approval of shareholders. Accordingly, the name of the Company has changed from **Rama Telecom Private Limited** to **Rama Telecom Limited**.

MATERNITY BENEFIT

The Company affirms that it has duly complied with all provisions of the Maternity Benefit Act, 1961, and has extended all statutory benefits to eligible women employees during the year.

ESTABLISHMENT OF VIGIL MECHANISM OR WHISTLE BLOWER POLICY

Pursuant to the provisions of section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its powers) Rules, 2014, the Company has adopted Whistle Blower Policy/Vigil Mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct. It also provides for adequate safeguards against victimization of directors /employees who avail of the Mechanism.

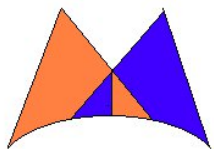
BORROWING UNDER SECTION 180

During the year under review, the borrowing limit of the company was increased to Rs. 3500,00,000

GENERAL DISCLOSURES

During the year under review:

- (i) There has been no voluntary revision of Financial Statements or Board's Report.
- (ii) No significant and material orders were passed against the Company by any regulators, courts or tribunal which impact Company's going concern status.
- (iii) Maintenance of cost records, as specified by the Central Government under section 148(1) of the Companies Act, 2013 was not applicable to the Company. Hence, the provisions related to the



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appointment of Cost Auditor are not applicable.

(iv) No application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy

Code, 2016 (31 of 2016) during the year along with their status as at the end of the Financial Year is not applicable.

(v) The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.

APPRECIATIONS AND ACKNOWLEDGEMENT:

Your directors' wish to place on record their sincere appreciation for significant contributions made by the employees at all levels through their dedication, hard work and commitment during the year under review.

The Board places on record its appreciation for the support and co-operation your Company has been receiving from its suppliers, distributors, retailers, business partners and others associated with it as its trading partners. Your Company looks upon them as partners in its progress and has shared with them the rewards of growth. It will be your Company's endeavor to build and nurture strong links with the trade based on mutuality of benefits, respect for and co-operation with each other, consistent with consumer interests.

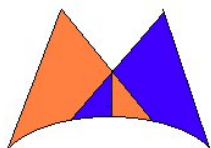
Your directors also take this opportunity to thank all Shareholders, Clients, Vendors, Banks, Government and Regulatory Authorities and Stock Exchanges, for their continued support.

FOR RAMA TELECOM LIMITED

Simran Lakhoria
Din- 10586144
Designation- Whole-Time Director

Rama Kant lakhoria
Din- 00567178
Designation-Managing Director

Place-Kolkata
Date



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ANNEXURE – A

Particulars of Employees (Pursuant to Section 197(12) read with Rules made thereunder)

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rules made there under.

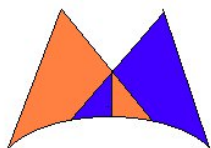
a) Information as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

The ratio of remuneration of each director to the median remuneration of employees for the Financial Year and the Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year:

Sr. No.	Name	Designation	Nature of Payment	Ratio Against Median Employee's Remuneration	Percentage Increase
1.	Rama Kant lakhotia	Managing Director	Remuneration	6.79:1	22.33
2.	Shree Kant lakhotia	Director	Remuneration [#]	NA	NA
3.	Simran lakhotia	Whole-time director	Remuneration	2.96:1	(35.48)
4.	Hirak Ghosh	Independent Director	Sitting Fees [@]	NA	NA
5.	Chand anambaly	Independent Director	Sitting Fees [@]	NA	NA
6.	Gargi Singh	Independent Director	Sitting Fees [@]	NA	NA
7.	Sujay Das	CFO	Salary*	NA	NA
8.	Nidhi Sharma	Company Secretary	Salary**	NA	NA

[#] During the financial year 2024-25, Shree Kant Lakhotia was appointed w.e.f. August 08, 2024, Remuneration paid was for 8 months only. Hence, the ratio of remuneration of such director to median remuneration of employees and increase / decrease in remuneration are not given.

[@] Independent Directors of the Company are entitled only for sitting fee as per the statutory provisions and within the limits as approved by Board from time to time. In view of this, the calculation of the ratio of remuneration and percentage increase in remuneration of Independent Directors would not be meaningful and hence not provided.



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*During the financial year 2024-25, CFO was appointed w.e.f. March 03, 2025, Salary paid was for 1 months only. Hence, the ratio of remuneration of such employee to median remuneration of employees and increase / decrease in remuneration are not given.

**During the financial year 2024-25, Company Secretary was appointed w.e.f. December 21, 2024, Salary paid was for 3 months only. Hence, the ratio of remuneration of such employee to median remuneration of employees and increase / decrease in remuneration are not given.

b) The number of permanent employees on the rolls of the Company:

Total 38 Permanent Employees were on roll in the company as on March 31, 2025.

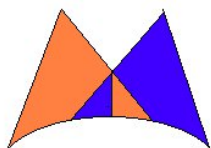
c) Affirmation that the remuneration is as per the remuneration policy of the company:

The Company affirms remuneration is as per the Remuneration Policy of the Company.

On behalf of the Board of Directors

Rama Kant Lakhotia
Managing Director
DIN No. 00567178

Place: Kolkata
Dated: The 3rd September, 2025



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ANNEXURE-B

RAMA TELECOM LIMITED **Nomination and Remuneration Policy**

I. Objective:

The objective of this Policy is to guide the Board of Directors of the Company on:

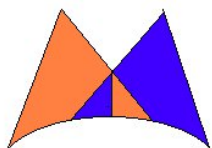
- a) Appointment and removal of Directors, Key Managerial Personnel and employees in Senior Management;
- b) Remuneration payable to the Directors, Key Managerial Personnel and employees in Senior Management;
- c) Board Diversity;
- d) Succession plan for Directors, Key Managerial Personnel and employees in Senior Management; and
- e) Evaluation of individual Directors, Chairperson of the Board, the Board as a whole and the Committees of the Board.

II. Definition:

- i. "Act" means Companies Act, 2013 any modifications and / or re-enactment thereof;
- ii. "Board" means the Board of Directors of Glen Industries Limited from time to time;
- iii. "Key Managerial Personnel" means a person defined in Section 2(51) of the Companies Act, 2013 and shall include :
 1. Chief Executive Officer or the Managing Director or the Manager
 2. Whole-time director
 3. Chief Financial Officer
 4. Company Secretary; and
 5. such other officer as may be prescribed under the applicable laws or nominated by the Board.
- iv. "Nomination and Remuneration Committee"/ "NRC" means the Nomination and Remuneration Committee of Independent directors of the Company, and any reconstitution of the same from time to time in accordance with the Act and the LODR, 2015;
- v. "Policy" means Nomination and Remuneration Policy;
- vi. "SEBI Regulations" mean the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- vii. "Senior Management" mean personnel of the Company who are members of its core management team excluding the Board of Directors and shall comprise all members of management one level below the MD & CEO, and include the Chief Financial Officer and the Company Secretary.

III. Proceedings:

- i. The meeting of the NRC shall be held at such regular intervals as may be required by the Company;



Rama Telecom Limited

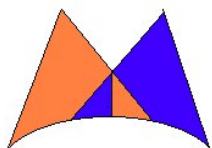
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- ii. A member of the NRC is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated;
- iii. The NRC may invite such executives, as it considers appropriate, to be present at the meetings of the NRC;
- iv. Matters arising for determination at NRC meetings shall be decided by a majority of votes of Members present, and voting and any such decision shall for all purposes be deemed a decision of the NRC;
- v. In case of equality of votes, the Chairman of the meeting will have a casting vote;
- vi. The proceedings of all meetings shall be noted in minutes and signed by the Chairman of the NRC at the subsequent meeting. Minutes of the NRC meetings will be tabled at the subsequent Board and NRC meeting.

IV. Roles and Responsibilities:

- i. To formulate a criteria for determining qualifications, the positive attributes and independence of a Director;
- ii. To recommend to the Board a policy relating to remuneration of the Directors, Key Managerial Personnel and other employees;
- iii. To recommend to the Board the appointment and removal of Key Managerial Personnel and Senior Management;
- iv. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board for their appointment and removal;
- v. To recommend to extend or continue the term of appointment of the independent directors, on the basis of the report on performance evaluation of independent directors;
- vi. To carry out evaluation of a Director's performance and recommend to the Board appointment /removal based on his / her performance;
- vii. Recommend to the Board on:-
- viii. The policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management; and
- ix. The Executive Director/s Remuneration and incentive;
To make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- x. To ensure that the level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks,
- xi. To devise a policy on Board diversity;
- xii. To develop a succession plan for the Board and to regularly review the plan;
- xiii. To ensure that there is an appropriate induction and training programme in place for new Directors and members of Senior Management and reviewing its effectiveness; To ensure that on



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appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act,

- xiv. To identify and recommend Directors who are to be put forward for retirement by rotation;
- xv. To determine the appropriate size, diversity and composition of the Board;
- xvi. To set a formal and transparent procedure for selecting new Directors for appointment to the Board;
- xvii. To evaluate the performance of the Board members and Senior Management in the context of the Company's performance from a business and compliance perspective;
- xviii. To delegate any of its powers to one or more of its members or the Secretary of the NRC;
- xix. To recommend any necessary changes to the Board;
- xx. Review Professional indemnity and liability insurance taken by the Company for Directors, Key Managerial Personnel and Senior Management;
- xxi. To consider any other matters as may be requested by the Board.

V. General:

- i. The Policy would be subject to revision/amendment in accordance with the applicable laws.
- ii. Unless required earlier, the NRC shall review the Policy once in every two years for making suitable amendments for better implementation of the Policy.
- iii. The power to interpret and administer the Policy shall rest with the Chairperson of the NRC whose decision shall be final and binding. The Chairperson is also empowered to make any supplementary rules/orders to ensure effective implementation of the Policy. These will, however, be reported to or placed before the NRC, from time to time, to ensure the Committee's oversight on these issues.
