Rama Telecom Limited

(FORMERLY KNOWN AS RAMA TELECOM PRIVATE LIMITED)
Room No. 302, 3rd Floor, Kamalalaya Centre, 156A Lenin Sarani, Kolkata-700 013
Phone No- 033 4062 7025/26, CIN No.: L64202WB2004PLC099086
Website: www.ramatelecom.net, E mail: info@ramatelecom.net

SHORTER NOTICE OF THE BOARD MEETING NO. 2/26-27

March 8, 2026, Sunday Kolkata

To,

The Director

Rama Telecom Limited

Dear Sir(s) / Madam(s),

NOTICE is hereby given that Meeting No. **2/26-27** of the Board of Directors of the Company will be held on **March 9, 2026 (Monday) at 12:00 P.M.*** (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), to transact business (or businesses) as set out in the agenda. The agenda of the business (or businesses) to be transacted at the proposed meeting is enclosed herewith for your ready reference.

You are requested to make it convenient to attend the meeting.
Thanking you.

**Exact time to be communicated in case of any change in the schedule.*

By Order of the Board, Rama
Telecom Limited

SD/-
Puja Lakhotia
Company Secretary & Compliance Officer

Mobile No. - +91 9038844053
Email ID - cs@ramatelecom.net

Rama Telecom Limited

(FORMERLY KNOWN AS RAMA TELECOM PRIVATE LIMITED)
Room No. 302, 3rd Floor, Kamalalaya Centre, 156A Lenin Sarani, Kolkata-700 013
Phone No- 033 4062 7025/26, CIN No.: L64202WB2004PLC099086
Website: www.ramatelecom.net, E mail: info@ramatelecom.net

AGENDA OF THE 2ND -MEETING OF THE BOARD OF DIRECTORS TO BE HELD ON 09TH MARCH, 2026

Agenda No	Particulars	Page No.
MEMBERS/QUORUM:		
1.	To determine the presence of required quorum and record the mode of presence for the Meeting.	4
LEAVE OF ABSENCE:		
2.	To grant leave of absence to the Director(s) who is/are unable to attend the meeting, if any.	5
MINUTES OF PREVIOUS MEETING:		
3.	To consider, approve and take note of minutes of the Meeting of the Board of Directors held on 25th May, 2026	6-11
4.	To consider, approve and take note of minutes of the Meeting of the Audit Committee held on 25th May, 2026.	12-14
5	To consider, approve and take note of minutes of the Meeting of the Nomination and Remuneration Committee held on 25th May, 2026.	15-18
BOARD GOVERNANCE:		
6.	To take note of the Directors liable to retire by rotation at the Forthcoming Annual General Meeting.	19
MISCELLANEOUS:		
7.	To take note of the following: a) Share Capital Reconciliation Certificate from M/s. M & A Associates, Practicing Company Secretary for the quarter ended 30th June, 2026. b) Certificate under Regulation 74(5) of the DP Regulations, 2018 for the Quarter ended 30th June, 2026. c) Integrated Governance Report for the quarter ended 30th June, 2026.	22-28
8.	To consider and approve the Directors' Report along with all its annexure for the F.Y 2025-26	29
11.	To consider and approve Secretarial Audit Report in the Form MR-3 for the year ended 31st March, 2026.	30
12.	To fix the date and time of the 22nd (Twenty-Second) Annual General Meeting of the Company and to approve the draft notice to be given to the Shareholders in connection therewith.	31
13.	To consider and appoint National Securities Depository Limited (NSDL) for availing e-voting & Video Conferencing platform for the 22nd (Twenty-Second) Annual General Meeting.	
14.	To appoint Mr. Anil Kumar Dubey Practicing Company secretary as the scrutinizer for scrutinizing the votes and voting process at the ensuing	

	Annual General Meeting.	
15.	To consider and authorize Mr. Rama Kant Lakhotia for receiving scrutinizer's report in respect of voting result (Remote e-voting and e-voting) of the 19th (Twenty-Second) Annual General Meeting	
OTHERS:		
16.	To consider any other matter with the permission of the Chairman and consent of majority of the Directors present at the meeting.	

Date:
Place: Kolkata

By Order of the Board
For Rama Telecom Limited

Sd/-
Puja Lakhotia
Company Secretary and Compliance Officer

Rama Telecom Limited

(FORMERLY KNOWN AS RAMA TELECOM PRIVATE LIMITED)
Room No. 302, 3rd Floor, Kamalalaya Centre, 156A Lenin Sarani, Kolkata-700 013
Phone No- 033 4062 7025/26, CIN No.: L64202WB2004PLC099086
Website: www.ramatelecom.net, E mail: info@ramatelecom.net

Agenda No.1: To determine the presence of required quorum and record the mode of presence for the Meeting.

Brief Facts and Desired Action:

The Chairman to take note of the presence of required quorum as per the Companies Act, 2013 read with the provisions of Secretarial Standard - 1 and to record the mode of presence for the Meeting

Rama Telecom Limited

(FORMERLY KNOWN AS RAMA TELECOM PRIVATE LIMITED)
Room No. 302, 3rd Floor, Kamalalaya Centre, 156A Lenin Sarani, Kolkata-700 013
Phone No- 033 4062 7025/26, CIN No.: L64202WB2004PLC099086
Website: www.ramatelecom.net, E mail: info@ramatelecom.net

Agenda No.2: To grant leave of absence to the Director(s) who is/are unable to attend the meeting, if any.

Brief Facts and Desired Action:

The Board may grant leave of absence to the Director(s) who is/are unable to attend the meeting, if any.

Agenda No. 3: To consider, approve and take note of minutes of the Meeting of the Board of Directors held on 25th May, 2026.

Brief Facts:
The Minutes of the Meeting of the Board of Directors of the Company held on 25th May, 2025 are enclosed.

Desired Action:
The Board may consider, approve and take note of the same, as applicable

RAMA TELECOM LIMITED

MINUTES OF THE BOARD MEETING

Sr. No.	**:** BM / 04 / 2025-26
Day	**:** Thursday
Date	**:** 13.11.2025
Venue	**:** through Video Conferencing (VC)/Other Audio Visual Means (OAVM)
Time of commencement	**:** 03:00 P.M.
Time of conclusion	**:** 03:30 P.M.

Directors Present Through Audio-Video Means

1. Ms. Simran Lakhotia — Whole-time Director (DIN: 10586144)
2. Mr. Rama Kant Lakhotia — Managing Director (DIN: 00567178)
3. Ms. Gargi Singh — Independent Director (DIN: 08458152)
4. Mr. Hirak Ghosh — Independent Director (DIN: 08274903)

By Invitation

1. Ms. Nidhi Sharma — Company Secretary
2. Mr. Anil Kumar Dubey — Secretarial Auditor
3. Mr. Vivek Dhuderia — Invitee

1. CHAIRPERSON OF THE MEETING AND QUORUM

Mr. Rama Kant Lakhotia was unanimously elected as Chairman of the meeting. He took the Chair and presided over the meeting.

The Directors, Secretary, and the invitee(s) to the meeting were welcomed and it was declared that requisite quorum was present; therefore, the meeting was called in order and proceeded with the agenda. The Directors who were attending the meeting through Audio-Video Means confirmed their compliance with the applicable provisions of law pertaining to the said facility being availed. The Company Secretary recorded their presence in the Attendance Register.

2. LEAVE OF ABSENCE

Mr. Shree Kant Lakhotia was granted leave of absence and were not present at the meeting.

3. **CONFIRMATION OF PREVIOUS MINUTES OF BOARD MEETING (SR. NO. BM / 03 / 2025-26) DATED 3rd SEPTEMBER, 2025**

   The Minutes of the previous Board Meeting (Serial No. BM/03/2025-26) dated 3rd September, 2025 were read, confirmed and signed by the Chairman of the meeting.

4. **CONFIRMATION OF PREVIOUS MINUTES OF AUDIT COMMITTEE MEETING**

   The Minutes of the Meeting of the Audit Committee held on **3rd September, 2025** were placed before the Board. It was read and taken on note.

5. **APPROVAL THE UN-AUDITED FINANCIAL RESULTS (STANDALONE) AND LIMITED REVIEW REPORT OF THE COMPANY FOR THE HALF YEAR ENDED 30TH SEPTEMBER, 2025**

   The Board considered the **Unaudited Standalone Financial Results for the half year ended 30th September, 2025** along with the **Limited Review Report** issued by the Statutory Auditor **M/s Agarwal Uma Shankar & Co., Chartered Accountants**.

   After detailed discussion and upon recommendation of the Audit Committee, the Board passed the following resolution:

   "**RESOLVED THAT** the Un-audited Standalone Financial Results of the Company for the half year ended 30th September 2025 prepared in the format as prescribed under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and recommended for approval by the Audit Committee, as per the draft placed before the Board be and are hereby approved and taken on record by the Board of Directors of the Company.

   "**RESOLVED FURTHER THAT** pursuant to Regulation 33(3)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant provisions of Companies Act, 2013, the Board be and hereby considers, reviews and takes note of the draft Limited Review Report issued by the Statutory Auditor - M/s. Agarwal Uma Shankar & Co., Chartered Accountants, on the unaudited standalone financial results of the Company for the half-year ended on September 30, 2025, as placed before the Board and as recommended by the Audit Committee for its noting."

   RESOLVED FURTHER THAT Mr. Ramakant Lakhotia, Managing Director and Ms. Simran Lakhotia, Whole Time Director be and is hereby authorized severally for and on behalf of the Board to sign Un-audited Financial Results of the Company for the half year ended 30th September 2025"

6. **TAKEN NOTE OF CERTIFICATE RECEIVED FROM MANAGING DIRECTOR & CHIEF FINANCIAL OFFICER WITH RESPECT TO FINANCIAL STATEMENTS OF THE COMPANY FOR THE HALF YEAR ENDED 30TH SEPTEMBER, 2025.**

   The certificate submitted by the Managing Director and Chief Financial Officer confirming the accuracy of financial statements for the half year ended **30th September, 2025**, pursuant to Regulation 33 of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**, was placed before the Board.

   The Board **took note of the same**.

7. TAKEN NOTE OF RESIGNATION OF THE INDEPENDENT DIRECTOR

The Board was informed about the resignation of Mr. Chandan Ambaly (DIN: 08456058) from the position of Independent Director of the Company with effect from 10th October, 2025 due to his pre-occupation and professional commitments.

After discussion, the Board passed the following resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 149, Section 168 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the board do hereby accept and take note of the resignation of Mr. Chandan Ambaly, DIN- 08456058 as an Independent Director of the Company and also from various committees of the Company with effect from 10th of October, 2025, due to his pre-occupation elsewhere which has constrained him from devoting sufficient time and attention to the affairs of the Company and other professional commitments."

8. **APPROVAL OF APPOINTMENT OF ADDITIONAL INDEPENDENT DIRECTOR**

The Board considered the proposal for appointment of **Mr. Vivek Dudheria (DIN: 09736107)** as **Additional Independent Director** of the Company.

After discussion, the Board passed the following resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the board do hereby accept and take note of the appointment of Mr. Vivek Dudheria, DIN- 09736107 as additional Independent Director with immediate effect subject to the approval of shareholders and who shall not be liable to retire by rotation."

"**RESOLVED FURTHER THAT** the Board, after considering the profile, qualifications, experience, and expertise of Mr. Vivek Dudheria, DIN- 09736107 is satisfied that the proposed appointee fulfils all the conditions specified in Section 149(6) of the Companies Act, 2013, for appointment as an Additional Independent Director and is independent of the management of the Company. The Company has received a consent letter from him willing to be appointed as an Independent Director of the Company and the same has been placed before the Board."

"**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and is hereby severally authorized to take all such steps as may be considered necessary. proper or expedient to give effect to the aforesaid resolution."

Room No. 302, 3rd Floor, Kamalalaya Centre, 156A Lenin Sarani, Kolkata-700 013
Phone No- 033 4062 7025/26, CIN No.: L64202WB2004PLC099086
Website: www.ramatelecom.net, E mail: info@ramatelecom.net

9. **APPROVAL OF EXTRAORDINARY GENERAL MEETING**

The Board **considered convening an Extraordinary General Meeting (EGM)** to seek shareholders' approval for the appointment of **Mr. Vivek Dudheria as Independent Director**.

After discussion, it was **later realized that the appointment could be regularized in the Annual General Meeting (AGM) of the next year**, and hence, **no EGM was held**.

The Board **took note of the same** and authorized the management to include the matter in the agenda of the next AGM for shareholders' approval.

10. **NOTING OF THE STOCK EXCHANGE QUARTERLY COMPLIANCES**

The Board took note of the following compliance documents submitted to the Stock Exchange for the quarter / half year ended **30th September, 2025**:

- Share Capital Reconciliation Certificate
- Shareholding Pattern
- Integrated Governance Report
- Certificate under Regulation 74(5) of DP Regulations, 2018

The Board **took note of the same**.

11. **NOTING OF FINE IMPOSED**

The Chairman informed the Board that a fine of **₹11,800 (including GST)** had been imposed on the Company on **14th October, 2025** due to delayed compliance with **Regulation 44(3)** of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**.

The Board **took note of the same** and advised the management to ensure **timely compliance of all regulatory requirements in future**.

12. ANY OTHER MATTER WITH THE PERMISSION OF THE CHAIRMAN

No other matters were raised for discussion with the permission of the Chairman.

VOTE OF THANKS

There being no other business the meeting terminated with a vote of thanks to the Chairman.

Date:

Place: Kolkata

Date of entry in Minute book:

CHAIRMAN

(DIN: 00567178)

Room No. 302, 3rd Floor, Kamalalaya Centre, 156A Lenin Sarani, Kolkata-700 013
Phone No- 033 4062 7025/26, CIN No.: L64202WB2004PLC099086
Website: www.ramatelecom.net, E mail: info@ramatelecom.net

Agenda No. 4: To consider, approve and take note of minutes of the Meeting of the Audit Committee held on 25th May, 2026.

Brief Facts:
The Minutes of the Meeting of the Audit Committee of the Company held on 25th May, 2026 are enclosed.

Desired Action:
The Board may consider, approve and take note of the same, as applicable

Rama Telecom Limited

(FORMERLY KNOWN AS RAMA TELECOM PRIVATE LIMITED)
Room No. 302, 3rd Floor, Kamalalaya Centre, 156A Lenin Sarani, Kolkata-700 013
Phone No- 033 4062 7025/26, CIN No.: L64202WB2004PLC099086
Website: www.ramatelecom.net, E mail: info@ramatelecom.net

RAMA TELECOM LIMITED

MINUTES OF THE AUDIT COMMITTEE MEETING

Sr. No.	**:** ACM/3/2025-26
Day	**:** Thursday
Date	**:** 13.11.2025
Venue	**:** Through VC/OAVM
Time of commencement	**:** 02:00 P.M.
Time of conclusion	**:** 02:30 P.M.

Members Present (Virtually)

1. Mr. Hirak Ghosh Member
2. Ms. Simran Lakhotia Member

In Attendance (Virtually)

1. Mr. Sujay Das Chief Financial Officer
2. Ms. Nidhi Sharma Company Secretary/Compliance Officer

By Invitation (Virtually)

4. Mr. Uma Shankar Agarwal Statutory Auditor

1. CHAIRPERSON OF THE MEETING AND QUORUM

Mr. Hirak Ghosh, Independent Director, took the Chair and presided over the meeting.

The Members, Secretary, Chief Financial Officer and the invitee to the meeting were welcomed and it was declared that requisite quorum was present. Therefore, the meeting was called in order and proceeded with the agenda.

2. LEAVE OF ABSENCE

Since all the Members of the committee were present, no leave of absence was granted for this meeting.

3. MINUTES OF THE PREVIOUS MEETING OF THE COMMITTEE

The Minutes of the previous Meeting (Serial No. 2/2025-26) dated 3rd September, 2025 were read, confirmed and signed by the Chairman of the meeting.

APPROVAL OF UN-AUDITED FINANCIAL RESULTS FOR THE HALF YEAR ENDED 30TH SEPTEMBER 2025

The Un-audited Abridged Financial highlights of the company (Standalone) for the quarter ended 30th

September, 2025 were presented before Board for their consideration.

The Board after a detailed evaluation of the aforementioned information and due discussions with the invitee present, passed the following resolutions unanimously in this regard:

"**RESOLVED THAT** the Managing Director's and CFO's certificate under Regulation 33(2)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), as placed before the Committee, be and is hereby taken on record.
RESOLVED FURTHER THAT the draft Unaudited financial results (standalone and consolidated) of the Company for the half-year ended on September 30, 2025, as placed before the Committee, be and is hereby reviewed and recommended to the Board for its approval."
"**RESOLVED FURTHER THAT** pursuant to Regulation 33(3)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant provisions of Companies Act, 2013, the Committee be and is hereby considers, reviews and takes note of the draft Limited Review Report issued by the Statutory Auditor - M/s. Agarwal Uma Shankar & Co., Chartered Accountants, on the unaudited standalone financial results of the Company for the half-year ended on September 30, 2025, as placed before the Committee and recommend it to the Board for its noting."

4. RECOMMENDATION ON THE REMUNERATION OF THE STATUTORY AUDITORS

With reference to the appointment of **M/s Agarwal Uma Shankar & Co., Chartered Accountants (Firm Registration No. 326700E)** as the Statutory Auditors of the Company by the shareholders at the 20th Annual General Meeting, the Audit Committee considered the remuneration payable to the Statutory Auditors for the financial year **2025–26**.

"**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 and based on the terms of appointment approved by the shareholders, the Audit Committee do hereby recommend to the Board of Directors the remuneration payable to M/s Agarwal Uma Shankar & Co., Chartered Accountants (Firm Registration No. 326700E), Statutory Auditors of the Company, for the financial year 2025–26."

5. ANY OTHER MATTER WITH THE PERMISSION OF THE CHAIRMAN

No other matters were raised for discussion with the permission of the Chairman

VOTE OF THANKS

There being no other business the meeting terminated with a vote of thanks to the Chairman.

Date: 13/11/2025

Place: Kolkata

Date of entry in Minute book: 05/12/2025

CHAIRMAN

(DIN: 08456058)

Rama Telecom Limited

(FORMERLY KNOWN AS RAMA TELECOM PRIVATE LIMITED)

Room No. 302, 3rd Floor, Kamalalaya Centre, 156A Lenin Sarani, Kolkata-700 013
Phone No- 033 4062 7025/26, CIN No.: L64202WB2004PLC099086
Website: www.ramatelecom.net, E mail: info@ramatelecom.net

Agenda No. 5: To consider, approve and take note of minutes of the Meeting of the Nomination and Remuneration Committee held on 25th May, 2026.

Brief Facts:
The Minutes of the Meeting of the Nomination and Remuneration of the Company held on 25th May, 2026 are enclosed.

Desired Action:
The Board may consider, approve and take note of the same, as applicable

Rama Telecom Limited

(FORMERLY KNOWN AS RAMA TELECOM PRIVATE LIMITED)

Room No. 302, 3rd Floor, Kamalalaya Centre, 156A Lenin Sarani, Kolkata-700 013

Phone No- 033 4062 7025/26, CIN No.: L64202WB2004PLC099086

Website: www.ramatelecom.net, E mail: info@ramatelecom.net

RAMA TELECOM LIMITED

MINUTES OF THE NOMINATION AND REMUNERATION COMMITTEE MEETING

Sr. No.	**:** NRCM/1/2025-26
Day	**:** Thursday
Date	**:** 13.11.2025
Venue	**:** Through VC/OAVM
Time of commencement	**:** 01:00 P.M.
Time of conclusion	**:** 01:30 P.M.

Members Present (Virtually)

3. Mr. Hirak Ghosh Member
4. Ms. Simran Lakhotia Member

In Attendance (Virtually)

3. Mr. Sujay Das Chief Financial Officer
4. Ms. Nidhi Sharma Company Secretary/Compliance Officer

1. **CHAIRPERSON OF THE MEETING AND QUORUM**

Mr. Hirak Ghosh, Independent Director, took the Chair and presided over the meeting.

The Members, Secretary, Chief Financial Officer and the invitee to the meeting were welcomed and it was declared that requisite quorum was present. Therefore, the meeting was called in order and proceeded with the agenda.

2. **LEAVE OF ABSENCE**

Since all the Members of the committee were present, no leave of absence was granted for this meeting.

3. **NOTING OF THE RESIGNATION OF MR. CHANDAN AMBALY**

The Committee was informed that Mr. Chandan Ambaly (DIN: 08456058)**, Independent Director of the Company**, has tendered his resignation from the Directorship of the Company with effect from 10th October, 2025 due to his preoccupation and professional commitment.

The resignation letter received from Mr. Chandan Ambaly was placed before the Committee for its consideration. The Committee noted the resignation and placed on record its **appreciation for the valuable services and guidance rendered by Mr. Chandan Ambaly during his tenure with the Company**.

The Committee further noted that the vacancy created due to the resignation of Mr. Chandan Ambaly requires the Company to appoint another **Independent Director** in compliance with the provisions of the **Companies Act, 2013** and **SEBI (LODR) Regulations, 2015**.

"**RESOLVED THAT** pursuant to the provisions of Section 149, Section 168 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee do hereby take note of and recommend to the Board of Directors to accept the resignation of **Mr. Chandan Ambaly (DIN: 08456058)** as an Independent Director of the Company and also from various Committees of the Company with effect from October 10, 2025, due to his pre-occupation elsewhere and other professional commitments which have constrained him from devoting sufficient time and attention to the affairs of the Company.

RESOLVED FURTHER THAT the Committee places on record its appreciation for the valuable services and guidance rendered by **Mr. Chandan Ambaly** during his tenure as an Independent Director of the Company.

RESOLVED FURTHER THAT the Committee recommends to the Board of Directors to take necessary steps to fill the vacancy caused due to the resignation of **Mr. Chandan Ambaly** in accordance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015."

4. **RECOMMENDATION FOR THE APPOINTMENT OF ADDITIONAL INDEPENDENT DIRECTOR**

The Committee was informed that due to the **resignation of an existing Independent Director**, the Company is required to appoint an **Additional Independent Director** in compliance with the provisions of **Section 149 of the Companies Act, 2013** and **Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**.

The profile and credentials of **Mr. Vivek Dudheria (DIN: 09736107)** were placed before the Committee. The Committee noted that he fulfills the criteria of independence as prescribed under **Section 149(6) of the Companies Act, 2013**.

"**RESOLVED THAT** the Committee hereby approves and recommends to the Board, the appointment of Mr. Vivek Dudheria (DIN: 09736107) as an Additional Independent Director of the Company with effect from the date as may be decided by the Board, subject to the approval of the shareholders at the upcoming General Meeting

RESOLVED FURTHER THAT pursuant to Section 149(10), Section 149(11) and other applicable provisions, if any, of Companies Act, 2013, the Committee hereby recommends to the Board of Directors for their further recommendation to the shareholders for their approval at the upcoming General Meeting, the appointment of Mr. Vivek Dudheria, as an Additional Independent Director of the Company for a term of 5 (Five) years commencing from the date of his appointment as approved by the Board, who shall not be liable to retire by rotation in terms of Section 149(13) of Companies Act, 2013."

ANY OTHER MATTER WITH THE PERMISSION OF THE CHAIRMAN

No other matters were raised for discussion with the permission of the Chairman

VOTE OF THANKS

There being no other business the meeting terminated with a vote of thanks to the Chairman.

Date: 13/11/2025

Place: Kolkata

Date of entry in Minute book: 05/12/2025

CHAIRMAN

(DIN: 08274903)

Agenda No. 6: General consent for giving notes on items of agenda which are in the nature of UPSI at a shorter notice.

Brief facts-

The Board may please note that pursuant to the provisions of the Secretarial Standard on Meetings of the Board of Directors (SS-1) issued by the Institute of Company Secretaries of India (ICSI), the Board may grant a general consent for giving Notes on items of Agenda which are in the nature of Unpublished Price Sensitive Information (UPSI) at a shorter Notice for the meetings to be held during the financial year 2026-27.

Accordingly, the approval of the Board is sought for granting **general consent for circulation of notes on items of agenda which are in the nature of UPSI at a shorter notice, which may be less than seven days before the date of the meeting**, for the meetings to be held during the **financial year 2026–27**.

Desired Action-

The Board may consider and, if deemed fit, **grant its general consent for circulation of notes on items of agenda which are in the nature of Unpublished Price Sensitive Information (UPSI) at a shorter notice for the meetings of the Board during the financial year 2026–27**, and pass the following resolution with or without modification:

"**RESOLVED THAT** pursuant to the provisions of Clause 1.3.7 of the Secretarial Standard on Meetings of the Board of Directors (SS-1) issued by the Institute of Company Secretaries of India (ICSI) in terms of Section 118(10) of the Companies Act, 2013, the consent of the Board be and is hereby given to giving Notes on items of Agenda which are in the nature of Unpublished Price Sensitive Information (UPSI) at a shorter Notice for the meetings of the Board to be held during the financial year 2026-27."

Agenda No. 7: To approve and take note of the Disclosure of Interest (MBP – 1) issued to Mr. Vivek Dudheria, appointed as an independent director of the company

Brief Facts-

Pursuant to the provisions of **Section 184(1) of the Companies Act, 2013** read with the applicable rules made thereunder, every Director of the Company is required to disclose his concern or interest in other entities at the first Board Meeting in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, or whenever there is any change in the disclosures already made.

In this regard, **Mr. Vivek Dudheria (DIN: 09736107)**, proposed to be appointed as **Additional Independent Director of the Company**, has submitted **Notice of Disclosure of Interest in Form MBP-1** in accordance with the provisions of **Section 184(1) of the Companies Act, 2013**. The said disclosure received from Mr. Vivek Dudheria will be placed before the Board for its information and record.

Desired Action-

The Board is requested to take note of the disclosure of interest submitted by Mr. Vivek Dudheria in Form MBP-1 pursuant to Section 184(1) of the Companies Act, 2013, and if deemed fit, pass the following resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 184(1) of the Companies Act, 2013 read with the rules made thereunder, the disclosure of interest submitted by Mr. Vivek Dudheria (DIN: **09736107**) in Form MBP-1 be and is hereby noted and taken on record by the Board."

Rama Telecom Limited

(FORMELY KNOWN AS RAMA TELECOM PRIVATE LIMITED)

Room No. 302, 3rd Floor, Kamalalaya Centre, 156A Lenin Sarani, Kolkata-700 013

Phone No- 033 4062 7025/26, CIN No.: L64202WB2004PLC099086

Website: www.ramatelecom.net, E mail: info@ramatelecom.net

Agenda No.-8: Related Party Transactions

i. **To consider and take note of the Related Party Transactions (RPT) entered within the purview of the omnibus approval for RPT and revisions thereon.**

ii. **To take note of the RPT limits for the upcoming FY 2026-27 as approved by the Audit Committee, on its recommendation.**

Brief Facts-

The Audit Committee had granted omnibus approval for Related Party Transactions (RPTs) in its meeting held on May 28, 2025, in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the said omnibus approval, the Company has entered into certain Related Party Transactions during the period from November 13, 2025 to February 28, 2026, which were within the limits and conditions of the omnibus approval granted by the Audit Committee on May 28, 2025.

Further, the Audit Committee has also considered and approved the omnibus limit for Related Party Transactions for the financial year 2026–27, and has recommended an overall omnibus approval limit of ₹2,00,00,000 (Rupees Two Crore Only) for entering into RPTs during FY 2026–27, subject to compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Desired Action-

The Board may take note of the Related Party Transactions entered into during the period from November 13, 2025 to February 28, 2026 under the omnibus approval granted by the Audit Committee on May 28, 2025, and also take note of the omnibus approval limit of ₹2 crore for Related Party Transactions for the financial year 2026–27 as approved by the Audit Committee.

If deemed fit, the Board may pass the following resolution.

Proposed Resolution

"**RESOLVED THAT** the Related Party Transactions entered into by the Company during the period from November 13, 2025 to February 28, 2026, pursuant to the omnibus approval granted by the Audit Committee at its meeting held on May 28, 2025, be and are hereby noted by the Board of Directors.

RESOLVED FURTHER THAT the omnibus approval limit of ₹2,00,00,000 (Rupees Two Crore Only) for Related Party Transactions for the financial year 2026–27, as approved by the Audit Committee in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015, be and is hereby taken on record by the Board."

Rama Telecom Limited

(FORMELY KNOWN AS RAMA TELECOM PRIVATE LIMITED)

Room No. 302, 3rd Floor, Kamalalaya Centre, 156A Lenin Sarani, Kolkata-700 013

Phone No- 033 4062 7025/26, CIN No.: L64202WB2004PLC099086

Website: www.ramatelecom.net, E mail: info@ramatelecom.net

Agenda No. 9: To take note of the following:
a) Share Capital Reconciliation Certificate for the quarter ended 31st December, 2025.
b) Integrated Governance Report for the quarter ended 31st December, 2025.
c) Certificate under Regulation 74(5) of the DP Regulations, 2018 for the quarter ended 31st December, 2025.

Brief Facts:

The copies of the following submitted to the Stock Exchanges pursuant to the requirement of the listing regulations for the quarter/ half year ended 31st December, 2025 will be placed at the meeting:

(a) Share Capital Reconciliation Certificate for the quarter ended 31st December, 2025.
(b) Integrated Governance Report for the quarter ended 31st December, 2025.
(c) Certificate under Regulation 74(5) of the DP Regulations, 2018 for the quarter ended 31st December, 2025.

Desired Action:

The Board may consider and take note of the same.

Agenda No. 10: To take note of the report on trading in securities of the Company by Designated Persons under the SEBI (Prohibition of Insider Trading) Regulations, 2015

Brief Facts and Desired Action:

Pursuant to Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015, the report on trading in the securities, by Designated Persons and their immediate relatives, executed for the period from April 01, 2024 to March 31, 2025, including the details of pre-clearance of trades and/or details of breaches/violation, if any, of the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons of the Company, shall be placed for the consideration of the Board.

The Board may please review the above report and take it on record.

Agenda No. 11: To review the performance of the Company

Brief Facts- Mr. Rama Kant Lakhotia and Mrs. Simran Lakhotia would be discussing on the same.

Rama Telecom Limited

(FORMELY KNOWN AS RAMA TELECOM PRIVATE LIMITED)
Room No. 302, 3rd Floor, Kamalalaya Centre, 156A Lenin Sarani, Kolkata-700 013
Phone No- 033 4062 7025/26, CIN No.: L64202WB2004PLC099086
Website: www.ramatelecom.net, E mail: info@ramatelecom.net

Agenda No. 12: To consider and approve the re – constitution of Audit Committee and Nomination and Remuneration Committee

The Board is informed that due to the resignation given by **Mr. Chandan Ambaly** (who was also member of Audit Committee and Nomination and Remuneration Committee) and appointment of a new additional Independent Director the constitution of the committees have changed . Thus the Board discussed the same matter in details and the following resolutions were passed –

Sl. No.	Criteria as per SEBI (LODR) Reg, 2015	Criteria as per the Companies Act, 2013	Committees	Present Committees of the Director	Proposed Committees of the Director
1	**Regulation-18** a)Audit committee shall have minimum three directors as members b) Two-thirds of the members of audit committee shall be independent directors c) All members of audit committee shall be financially literate and at least one member shall have accounting or related financial management expertise d)The chairperson of the audit committee shall be an independent e) The Company Secretary shall act as the secretary to the audit committee	**Section 177** a) Every listed public company and such other class or classes of companies, as may be prescribed, shall constitute an Audit Committee. b)The Audit Committee shall consist of a minimum of three Directors with independent Directors forming a majority c) Majority of members of Audit Committee including its Chairperson shall be persons with ability to read and understand, the financial statement.	**Audit Committee** **Nomination and Remuneration Committee**	1. Mr. Hirak Ghosh Member 2. Ms. Simran Lakhotia – Member **Quorum:** The quorum for audit committee meeting shall either be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.	1.Mr. Vivek Dudheria- -Member 2.Mr. Hirak Ghosh -Chairman 3.Mrs. Simran Lakhotia – Member **Quorum:** The quorum for audit committee meeting shall either be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

Room No. 302, 3rd Floor, Kamalalaya Centre, 156A Lenin Sarani, Kolkata-700 013
Phone No- 033 4062 7025/26, CIN No.: L64202WB2004PLC099086
Website: www.ramatelecom.net, E mail: info@ramatelecom.net

2	**Regulation-19** a) Nomination and remuneration committee shall have at least three directors b) all directors of the committee shall be non-executive directors c) at least two-thirds of the directors shall be independent directors d) The Chairperson of the nomination and remuneration committee shall be an independent director	**Section 178** a) Every listed public company and such other class or classes of companies, as may be prescribed, shall constitute an nomination and remuneration committee. b)The nomination and remuneration Committee shall consist of a minimum of three non - executive Directors out of which not less than one half shall be independent Directors c)The chairperson of the company (whether executive or non-executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee		1. Ms. Gargi Singh – Chairman 2. Mr. Hirak Ghosh Member **Quorum:** The quorum for audit committee meeting shall either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance	1. Ms. Gargi Singh - Chairman 2.Mr. Hirak Ghosh -Member 3.Mr. Vivek Dudheria – Member **Quorum:** The quorum for audit committee meeting shall either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance

Room No. 302, 3rd Floor, Kamalalaya Centre, 156A Lenin Sarani, Kolkata-700 013
Phone No- 033 4062 7025/26, CIN No.: L64202WB2004PLC099086
Website: www.ramatelecom.net, E mail: info@ramatelecom.net

Agenda No. 13: To consider any other matter with the permission of the Chairman and consent of majority of the Directors present at the meeting.

Brief Facts and Desired Action

To consider any other business with the permission of the Chairman and the consent of the majority of the Directors present. This item allows the Board to discuss or take up any additional matters not included in the circulated agenda, provided such discussion is approved by the Chairman and supported by the majority of the Directors attending the meeting.