



NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the Members of the Company will be held on Wednesday, September 25, 2019 at 10:30 A.M. at ATMA Conference Hall, Ahmedabad Textile Mills Association, Ashram Road, Ahmedabad – 380009 to transact the following business:-

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Financial Statements for the Financial Year ended on March 31, 2019 and the Reports of Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Shri Shailesh K. Desai (DIN: 01783891), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

- 3) To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Pathik C. Shah (DIN:00076715) be and is hereby re-appointed as an Independent Director of the Company w.e.f. April 1, 2019, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company i.e. up to March 31, 2024 (both days inclusive).”

- 4) To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Memorandum and Articles of Association of the Company and such other provisions of law as may be applicable, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as the “Board”, which term shall be deemed to include the Board and/or any Committee of the Board duly constituted) for the Material Related Party Transaction(s) entered and/or to be entered into by the Company with Nirma Chemical Works Private Limited, Promoter of the Company, as per the details set out in the explanatory statement annexed to this Notice, on such terms and conditions as agreed/ maybe agreed to by the Board, provided that the transactions so entered into shall at all times be on arm’s length basis and in the ordinary course of the Company’s business;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred or contemplated herein be and are hereby ratified, approved and confirmed in all respects;

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board, to finalise, settle and execute such documents, deeds, writings, agreements, undertakings, papers as may be required and to do all such acts, deeds and things including delegation of such authority as may be deemed necessary to give effect to this resolution and to



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resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company.”

- 5) To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting, to be paid to M/s Maulin Shah & Associates (FRN: 101527), Cost Accountants appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the Financial Year 2019-20, be and is hereby ratified and confirmed.”

Place: Moti-Bhoyan

Date: August 9, 2019

By Order of the Board of Directors

For, **Shree Rama Multi-Tech Limited**

Registered Office:

301, Corporate House,

Opp. Torrent House,

Income Tax, Ahmedabad-380009

CIN: L25200GJ1993PLC020880

Tel.: (079) 27546800, 27546900

Website: www.srmtl.com

E-mail: cslegal@srmtl.com

Shailesh K. Desai

Managing Director

(DIN: 01783891)



NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his / her identity at the time of attending the meeting.

2. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a Certified True Copy of relevant Board Resolution, along with attested specimen of signature together with the ID proofs of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
3. Attendance slip, proxy form and the route map showing direction to reach the venue of 25th AGM are annexed hereto.
4. A statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act'), relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information about the Directors proposed to be appointed/re-appointed is given in the Annexure to the Notice.
6. Members / Proxies / Authorized Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy(ies) of their Annual Report.
7. Relevant documents referred to in the accompanying Notice and statements are open for inspection by the members at the Registered Office of the Company on all working days (except Saturday) during business hours up to the date of the Meeting.
8. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 19, 2019 to Wednesday, September 25, 2019 (both days inclusive) for purpose of Annual General Meeting.
10. Members holding shares in physical mode:
 - a) are required to submit their Permanent Account Number (PAN) and bank account details and information regarding change of address and bank account details to the Company / Karvy Fintech Pvt. Ltd., as mandated by the Securities and Exchange Board of India (SEBI) for every participant in securities market.



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- b) are advised to make nomination in respect of their shareholding in the Company. For this purpose, Nomination Form (SH-13) is made available on the Company's website: www.srmtl.com.
11. Members holding shares in electronic mode:
- a) are requested to submit their PAN and information regarding change of address and bank details to their respective DPs with whom they are maintaining their Demat accounts, as mandated by SEBI for every participant in securities market.
- b) are advised to contact their respective DPs for availing the nomination facility.
12. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Karvy Fintech Pvt. Ltd., for consolidation into a single folio.
13. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing paperless compliance by the Companies and has issued circulars stating that services of Notice/Documents including Annual Report can be sent by email to its members. The Annual Report for the Financial Year 2018-19 has been sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/Depository Participants. The Annual Report is also available on our website i.e. www.srmtl.com. The physical copy of the Annual Report has been sent to those members who have either opted for the same or have not registered their email addresses with the Company/Depository Participants. The members will be entitled to a physical copy of the Annual Report for the Financial Year 2018-19 upon sending a request to the Company.

Members who would like to receive all communication including Annual Report, Notices, Circulars, etc. from the Company in electronic mode in lieu of physical copy (in order to save usage of paper) and who have not registered their e-mail addresses so far or who would like to update their e-mail addresses already registered, are requested to register/update their e-mail addresses:

- in respect of electronic shareholding - through their respective Depository Participants;
- in respect of physical shareholding - by sending a request to the Company's Share Transfer Agent, mentioning therein their folio number and e-mail address.

14. Voting through Electronic Means:

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Secretarial Standard 2 of Secretarial Standards on General Meetings and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Karvy Fintech Private Limited ("Karvy").
- II. The Company has engaged the services of M/s Karvy Fintech Private Limited ("Karvy") as the Authorized Agency to provide e-voting facilities. The e-voting particulars are set out below:



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The e-voting facility will be available during the following voting period:

Commencement of e-voting : Saturday, September 21, 2019 (9:00 a.m.)

End of e-voting : Tuesday, September 24, 2019 (5.00 p.m.)

The **Cut-off date** (i.e. record date) for the purpose of e-voting is Wednesday, September 18, 2019.

Please read the procedure and instructions for e-voting given below before exercising the vote. In case of any query pertaining to e-voting, please visit Help & FAQs section of Karvy e-voting website.

Procedure and instructions for e-voting

A. Members who received the Notice through e-mail from Karvy:

- i. Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- ii. Enter the login credentials (i.e., user-id & password). However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your vote:

User – ID	For Members holding shares in Demat Form: a) For NSDL: 8 Character DP ID followed by 8-digit Client ID b) For CDSL: 16 digits Beneficiary ID / Client ID For Members holding shares in Physical Form: Event No. (EVENT) followed by Folio No. registered with the Company
Password	Your unique password is printed in separate form provided along with Annual Report/ provided in the e-mail forwarding the electronic notice

- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach Password Change Menu wherein they are required to mandatorily change their password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. After changing password, you need to login again with the new credentials.
- vi. On successful login, the system will prompt to select the "Event" i.e., Shree Rama Multi-Tech Limited.
- vii. On the voting page, enter the number of shares (which represents number of votes) as on the cut-off date under "FOR/ AGAINST/ ABSTAIN" against the resolution or alternatively you may partially enter any number in "FOR", partially in "AGAINST" and partially in "ABSTAIN" but the total number in "FOR/AGAINST/ABSTAIN" taken together should not exceed your total shareholding.



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- viii. You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution.
- ix. Corporate/Institutional Members (Corporate/FIs/FILs/Trust/Mutual Funds/Companies, etc.) are additionally required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc. together with the attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: pcschirag@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_Event No."

B. In case of Members receiving the Notice by post:

- i. Please use the User ID and initial password as provided in separate form provided along with Annual Report as per the following format:

EVENT (e-voting event number)	USER ID	PASSWORD/ PIN
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- ii. Please follow all steps from Sr. No. (i) to (ix) as mentioned in (A) above, to cast your vote.

- C. Once the vote on the resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently. Further, the shareholders who have cast their vote electronically shall not be allowed to vote again at the AGM.
- D. M/s Chirag Shah & Associates, Practicing Company Secretaries has been appointed as Scrutinizer for conducting the e-voting process in accordance with law. The Scrutinizer's decision on the validity of e-voting shall be final. The e-mail ID of the Scrutinizer is pcschirag@gmail.com
- E. The Scrutinizer shall, on the date of the AGM, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, and submit it to the Chairman.
- F. The result of voting will be announced by the Chairman of the AGM at or after the AGM to be held on Wednesday, September 25, 2019 and the resolution(s) will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolution.
- G. The result of the voting along with the Scrutinizer's Report will be communicated to the stock exchanges and will also be hosted on the website of the Company (www.srmtl.com) and on Karvy's website (<https://evoting.karvy.com>) within 48 hours of completion of voting.
- H. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders/ beneficial owners as on Wednesday, September 18, 2019. Shareholders holding shares either in physical form or dematerialized form may cast their vote electronically.
- I. Shareholders/ proxies may also vote at the venue of the meeting physically by using the ballot papers that will be provided at the venue. Shareholders/ proxies who have cast their votes through e-voting may attend the AGM but shall not be entitled to cast their vote again.



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- J. In case of any grievances connected with the voting by electronic means, shareholders are requested to contact Mr. Nageshwara Rao, Karvy Selenium Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad-500 032, E-mail: einward.ris@karvy.com, Phone: 040-67162222.
- K. Members who have acquired shares after the dispatch of the Notice and before the Cut-off date may obtain the user ID by approaching Mr. Nageshwara Rao, Karvy Selenium Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad-500 032, E-mail: einward.ris@karvy.com, Phone: 040-67162222, for issuance of the user ID and password for exercising their right to vote by electronic means.

Place: Moti-Bhoyan

Date: August 9, 2019

By Order of the Board of Directors

For, **Shree Rama Multi-Tech Limited**

Registered Office:

301, Corporate House,

Opp. Torrent House,

Income Tax, Ahmedabad-380009

CIN: L25200GJ1993PLC020880

Tel.: (079) 27546800, 27546900

Website: www.srmtl.com

E-mail: cslegal@srmtl.com

Shailesh K. Desai

Managing Director

(DIN: 01783891)



ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 3

Shri Pathik C. Shah (DIN:00076715) was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the Stock Exchanges. His first tenure as an Independent Director on the Board of the Company was expired on March 31, 2019.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, based on the report of the evaluation of Independent Directors, recommended his re-appointment as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company from April 1, 2019 to March 31, 2024.

The Board had, based on the performance evaluation of Independent Directors and considering his valuable guidance on overall functioning of the manufacturing activities of the Company and his significant contribution in bringing independent judgement in the decisions of Board of Directors, approved the re-appointment of Shri Pathik C. Shah as per the recommendation of NRC in its meeting held on February 13, 2019 and also considers that, the continued association of Shri Pathik C. Shah would be beneficial to the Company and it is desirable to continue to avail his service as Independent Director. Accordingly, it is proposed to re-appoint Shri Pathik C. Shah as Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Shri Pathik C. Shah is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declarations from Shri Pathik C. Shah that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI Listing Regulations.

In the opinion of the Board, Shri Pathik C. Shah fulfills the conditions for appointment as Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management.

Details of Director whose re-appointment as Independent Director is proposed at Item no. 3 is provided in the "Annexure" to the Notice pursuant to the provisions of SEBI Listing Regulations and the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India. Copy of the draft letter of appointment of Shri Pathik C. Shah setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested in the aforesaid proposal except Shri Pathik C. Shah. Relatives of Shri Pathik C. Shah may be deemed to be concerned or interested in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Your Directors recommend the passing of the resolution as Special Resolution as set out at Item No. 3 of the Notice in the interests of the Company.



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ITEM NO. 4

The Company had entered into related party transaction(s) in the Financial Year 2018-19. The said transaction(s) were approved by the Audit Committee and the Board of Directors pursuant to Section 177, 179 and other applicable provisions of the Companies Act, 2013 as well as SEBI (Listing Obligations and Disclosure Requirements) Reg., 2015 (including amendments thereof).

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), all material related party transactions shall require approval of the shareholders. The transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity and all Material Related Party Transactions shall require the approval of the shareholders.

Details of the Material Related Party Transactions/ Arrangements/ Contracts (including transfer of resources/ services/ obligations):

Name of Related Party	Nature of Relationship	Type of Transaction(s)/ Arrangement(s)/ Contract(s)	Maximum Value of Transaction(s) per annum
Nirma Chemical Works Pvt. Ltd. ("NCWPL")	Promoter of the Company as well as SRMTL being Associate Company of NCWPL	Loan(s), Inter-Corporate Deposit(s) or other borrowings taken/ to be taken by the Company during the FY 2018-19 and/or FY 2019-20 and/or for every financial year(s) thereafter including its repayment, roll-over, interest, reimbursement of expenses/ charges, in one or more tranches/ transactions	Not exceeding Rs. 50 Crore (Rupees Fifty Crore only)

The members of the Company are requested to approve the said proposal for material related party transaction(s) entered/ to be entered into by the Company as per the above mentioned details. No related parties shall vote to approve the resolution or if voted in favour, then their voting shall not be counted for the purpose of passing of the resolution set out in Item no. 4 of this notice, irrespective of whether the entity is a party to the above mentioned transaction or not.

Nirma Chemical Works Private Limited is the Promoter of the Company and a party to the transaction mentioned above and holds 37.46% of shares of the Company.

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

Your Directors recommend the passing of the resolution as Ordinary Resolution as set out at Item No. 4 of the Notice in the interests of the Company.

ITEM NO. 5

The Board of Directors in its meeting held on May 24, 2019, on the recommendation of the Audit Committee, has approved the appointment of M/s Maulin Shah & Associates (FRN: 101527), Cost Accountants to conduct the audit of the cost records of the Company in respect of product group –



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'Plastics and Polymers' at a remuneration of Rs. 60,000 per annum plus applicable tax for the Financial Year 2019-20.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor, as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, ratification by the members is sought, by way of Ordinary Resolution as set out in Item No. 5 of the Notice, in respect of the remuneration payable to the Cost Auditor of the Company for the Financial Year 2019-20.

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

Your Directors recommend the passing of the resolution as Ordinary Resolution as set out at Item No. 5 of the Notice in the interests of the Company.

Place: Moti-Bhoyan
Date: August 9, 2019

By Order of the Board of Directors
For, **Shree Rama Multi-Tech Limited**

Registered Office:
301, Corporate House,
Opp. Torrent House,
Income Tax, Ahmedabad-380009
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Shailesh K. Desai
Managing Director
(DIN: 01783891)