



NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the Members of the Company will be held on Friday, September 25, 2020 at 10:30 A.M. through video conferencing (VC)/ other audio visual means (OAVM) to transact the following businesses:

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2020 and the Reports of Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Shri Mittal K. Patel (DIN: 03619139), 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), Smt. Vandana C. Patel (DIN: 07010646) be and is hereby re-appointed as an Independent Director of the Company w.e.f. September 26, 2020, 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 September 25, 2025 (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 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 2020-21, be and is hereby ratified and confirmed."

Place: Moti-Bhoyan
Date: August 11, 2020

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. In view of the outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and Ministry of Corporate Affairs (MCA) has vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 (hereinafter referred as "MCA Circulars") permitted the holding of the Annual General Meeting through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), without the physical presence of the shareholders/ members at a common venue.

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 ("Act") read with the above mentioned MCA Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company has decided to convene its ensuing 26th Annual General Meeting ("AGM") through VC/ OAVM and the shareholders can attend and participate in the ensuing AGM through VC/ OAVM only. The Company has engaged Central Depository Services (India) Limited (CDSL) as the authorised agency for providing facility for convening the 26th AGM of the Company through VC/ OAVM.

2. Pursuant to the MCA Circular, the facility to appoint proxy to attend and cast vote for the members is not available for the 26th AGM of the Company. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, authorised representatives of the Corporate members can attend the AGM through VC/ OAVM and cast their votes through e-voting.
3. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to Ministry of Corporate Affairs (MCA) Circular read with SEBI Circular dated May 12, 2020, the Notice of AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depositories. Members may note that Notice and Annual Report 2019-20 has been uploaded on the website of the Company at www.srmtl.com. The Notice can also be accessed from the websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
5. 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.
6. Pursuant to the Secretarial Standards and 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.
7. The Register of Directors and Key Managerial Personnel of the Company and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in the electronic mode up to the date of the AGM of the Company and will also be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an e-mail to cslegal@srmtl.com.
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.



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9. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 19, 2020 to Friday, September 25, 2020 (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 / KFin Technologies Pvt. Ltd. (RTA of the Company), as mandated by the Securities and Exchange Board of India (SEBI) for every participant in securities market.
 - 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 DP's 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 DP's 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 KFin Technologies Pvt. Ltd. for consolidation into a single folio.
13. 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;
 - physical shareholding - by sending a request to the Company's Share Transfer Agent, mentioning therein their folio number and e-mail address.
14. Since the AGM will be held through VC/ OAVM in accordance with the MCA Circulars, the route map, proxy form and attendance slip are not attached to the Notice.
15. The helpline number regarding any query/ assistance for participation in the AGM through VC/ OAVM are 022-23058738 or 022-23058543 or 022-23058542.
16. M/s Chirag Shah & Associates, Practicing Company Secretaries has been appointed as the scrutinizer to scrutinize the remote e-voting and e-voting process on the date of AGM in a fair and transparent manner.
17. **Instructions for shareholders for remote e-voting:**
 - I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with 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, Regulation 44 of SEBI (LODR) Regulations, 2015 and the MCA Circulars, the Company is pleased to provide



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members facility to exercise their right to vote on resolutions proposed to be considered at the 26th Annual General Meeting (AGM) through e-voting.

- II. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as the e-voting system during the AGM will be provided by CDSL.

- III. The **remote e-voting particulars** are set out below:

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

Commencement of e-voting: Tuesday, September 22, 2020 (09:00 a.m.)

End of e-voting: Thursday, September 24, 2020 (05:00 p.m.)

The **Cut-off date** (i.e. record date) for the purpose of e-voting is Friday, September 18, 2020

The remote e-voting module shall be disabled by CDSL for voting thereafter.

- IV. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, shareholders who have already through remote e-voting would not be entitled to vote during the AGM.

Procedure for e-voting

- (i) The shareholders should log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" module
- (iii) Now enter your User ID
- a) For CDSL: 16 digits beneficiary ID,
- b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login- Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and already registered with CDSL for e-voting, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

| | For Shareholders holding shares in Demat Form and Physical Form |
|-----|--|
| PAN | Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical |



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| | shareholders) Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is communicated by mail indicated in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for **Shree Rama Multi-Tech Limited** for the purpose of e-voting.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution. You may then cast your vote by selecting an appropriate option.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting appropriate option, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xviii) The shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting, you may contact Company at cslegal@srmtl.com or



by representative of RTA of the Company: Mr. Nageshwara Rao at einward.ris@kfintech.com.

18. Instructions for shareholders for attending AGM through VC/ OAVM:

- (i) The Members can join the 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 AGM through VC/OAVM will be made available to atleast 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 AGM without restriction on account of first come first served basis.
- (ii) Shareholder will be provided with a facility to attend the AGM through VC/ OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholder/ members login by using the remote e-voting credentials. The link for VC/ OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed.
- (iii) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (iv) Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (v) 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.
- (vi) Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request atleast 10 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at cslegal@srmtl.com.

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.

- (vii) The shareholders who do not wish to speak during the AGM but have queries may send their queries atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cslegal@srmtl.com. These queries will be replied to by the company suitably by email.

19. Instructions for shareholders for e-voting during the AGM are as under:

- (i) The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting.
- (ii) Shareholders who have voted through remote e-voting will be eligible to attend the AGM through VC/ OAVM. However, shareholders who have already voted through remote e-voting would not be entitled to vote during the AGM.
- (iii) If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/ OAVM facility, then the



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votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

20. Non – Individual Shareholders and Custodians are additionally required to note and follow the instructions mentioned below:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- *Alternatively*, the Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer i.e. M/s Chirag Shah & Associates, Practicing Company Secretaries at email id: pcschirag@gmail.com with a copy to the Company at email id: cslegal@srmtl.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

21. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

Place: Moti-Bhoyan
Date: August 11, 2020

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

Smt. Vandana C. Patel (DIN: 07010646) was appointed as an Additional Director of the Company on May 26, 2015 by the Board of Directors of the Company. She was appointed as Independent Director w.e.f. September 26, 2015 pursuant to the provisions of Section 149 and 152 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV of the Act and the erstwhile Clause 49 of the Listing Agreement with the Stock Exchanges. Her first tenure as an Independent Director on the Board of the Company will expire on September 25, 2020.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, based on the report of the evaluation of Independent Directors, recommended her re-appointment as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company from September 26, 2020 to September 25, 2025 (both days inclusive).

The Board had considering her rich experience in the field of accounts, finance and costing, taxation and auditing and her significant contribution bringing independent judgement in the decisions of Board of Directors, approved the re-appointment of Smt. Vandana C. Patel as per the recommendation of NRC in its meeting held on July 21, 2020 and also considers that, the continued association of Smt. Vandana C. Patel would be beneficial to the Company and it is desirable to continue to avail her service as an Independent Director. Accordingly, it is proposed to re-appoint Smt. Vandana C. Patel as the 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.

Smt. Vandana C. Patel is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has also received declarations from Smt. Vandana C. Patel that she 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, Smt. Vandana C. Patel fulfills the conditions for appointment as Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of five consecutive years and shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company.

The Board of Directors had carried out performance evaluation of Smt. Vandana C. Patel and has expressed satisfaction on the various parameters of evaluation. The list of parameters evaluated are set out in the "Annexure" to the Notice pursuant to the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

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 Standards. Copy of the draft letter of appointment of Smt. Vandana C. Patel setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.



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None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested in the aforesaid proposal except Smt. Vandana C. Patel. Relatives of Smt. Vandana C. Patel 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.

ITEM NO. 4

The Board of Directors in its meeting held on June 21, 2020, 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 – 'Plastics and Polymers' at a remuneration of Rs. 60,000 per annum plus applicable tax for the Financial Year 2020-21.

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. 4 of the Notice, in respect of the remuneration payable to the Cost Auditor of the Company for the Financial Year 2020-21.

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.

Place: Moti-Bhoyan
Date: August 11, 2020

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
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Shailesh K. Desai
Managing Director
(DIN: 01783891)



SHREE RAMA MULTI-TECH LIMITED

Information relating to Directors seeking appointment/ re-appointment:

| | | |
|---|---|-------------------------|
| Name of Director | Shri Mittal K. Patel | |
| Date of Birth | November 27, 1983 | |
| Qualifications | M.B.A (Finance) | |
| Expertise in specific functional areas | Finance and Accounts | |
| Directorship held in other companies | Navin Global Pvt. Ltd. | |
| Details of membership/ chairmanship held in the Committees of the Company | Committee | Chairman/ Member |
| | Stakeholders Relationship Committee | Chairman |
| Details of membership/ chairmanship held in the Committees of other Companies | Not Applicable | |
| Meetings of Board attended during FY 2019-20 | 2 | |
| Relationship between Directors inter-se | Not related to any Director in terms of Listing Regulations. | |
| Number of shares held in the company | Nil | |
| Terms and Conditions of reappointment | Shri Mittal K. Patel has been appointed as Non- Executive Non-Independent Director. He will be entitled to Sitting Fees for attending the Board Meeting(s). | |

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|---|--|-------------------------|
| Name of Director | Smt. Vandana C. Patel | |
| Date of Birth | April 29, 1968 | |
| Qualifications | Chartered Accountant and Master of Business Administration | |
| Expertise in specific functional areas | Accounts, Finance and Costing | |
| Directorship held in other companies | Not Applicable | |
| Details of membership/ chairmanship held in the Committees of the Company | Committee of the Company | Chairman/ Member |
| | Audit Committee | Member |
| Details of membership/ chairmanship held in the Committees of other Companies | Not Applicable | |
| Meetings of Board attended during FY 2019-20 | 4 | |
| Relationship between Directors inter-se | Not related to any Director in terms of Listing Regulations | |
| Number of shares held in the company | Nil | |
| Terms and Conditions of reappointment | Smt. Vandana C. Patel has been appointed as Independent Director. She will be entitled to Sitting Fee(s) for attending Board Meeting(s). | |
| Parameters evaluated | Qualifications, Experience, Knowledge and Competency, Fulfillment of functions, Ability to function as a team, Initiative, Availability and attendance, Commitment, Contribution, Integrity. | |