NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of the Members of the Company will be held on Thursday, September 15, 2022 at 11.00 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 for the Financial Year ended on March 31, 2022 and the Reports of Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Smt. Vandana C. Patel (DIN: 00076715), who retires by rotation and being eligible, offers herself for re-appointment.
- 3) To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditor) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation made by the Audit Committee, M/s. Mahendra N. Shah & Co., Chartered Accountants, (FRN 105775W) Ahmedabad, be and are hereby appointed as Statutory Auditors of the Company to hold office for the first term of 5 years from the conclusion of 28th Annual General meeting till the conclusion of 33rd Annual General meeting of the Company, at such remuneration to be decided by the Board of directors in consultation with the Statutory Auditors of the Company."

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members be and is hereby accorded to the reappointment of Shri Hemal R. Shah (DIN: 07338419) as the Whole Time Director of the Company, for a period of (2) two years with effect from November 27, 2022, liable to retire by rotation, on the terms and conditions including remuneration as set out in the explanatory statement annexed hereto and forming part of this notice;

RESOLVED FURTHER THAT Shri Hemal R. Shah, Whole Time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to modify and revise the terms and conditions of appointment including remuneration from time to time in such manner as may deemed fit necessary which shall be within the limit as permissible under section 197 and other applicable provisions of the act read with Schedule V of the Act or any amendments thereto or any re-enactment thereof without any further reference to the members in



general meeting and also authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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 2022-23, be and is hereby ratified and confirmed."

Place: Moti-Bhoyan Date: July 30, 2022

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

Shailesh K. Desai **Managing Director** (DIN: 01783891)

NOTES

1. In view of resurgence of the COVID-19 pandemic, social distancing is still a norm to be followed, the Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispended the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs vide its Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 prescribed the procedures and manner of conducting the Annual General Meeting through VC/OVAM. The said relaxation has also been extended by the Ministry of Corporate Affairs vide its Circular No. 2/2022 dated 5th May, 2022 and SEBI Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 up to 31st December, 2022.

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 ("Act") read with the above mentioned MCA, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company has decided to convene its ensuing 28th 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 M/s. Kfin Technologies Limited ("Kfin") (Formerly known as Kfin Technologies Private Limited) as the authorised agency authorised for providing facility for convening the AGM of the Company through VC/ OAVM. The detailed procedure for participation in the AGM through VC/OAVM is as per note provided here under and also available at the Company's website www.srmtl.com

- Pursuant to the MCA Circular, the facility to appoint proxy to attend and cast vote for the members is not available for the 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.
 - Corporate members intending to authorise their representatives pursuant to Section 113 of the Act to participate in the Meeting and cast their votes through e-voting, are requested to send certified copy of the Board / governing body resolution / authorisation, etc. authorising their representatives to attend and vote on their behalf by email to pcschirag@gmail.com and a copy be marked to evoting@kfintech.com with the subject line 'SHREE RAMA MULITI-TECH LIMITED'
- 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. In Pursuant to aforesaid Circulars of Ministry of Corporate Affairs (MCA) Circular No. 2/2022 dated 5th May, 2022 and SEBI Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, the Notice of AGM along with Annual Report 2021-22 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 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 is also available on the website of M/s Kfin Technologies Limited (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. https://evoting.kfintech.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. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 9th September, 2022 to Thursday, 15th September, 2022 (both days inclusive) for purpose of Annual General Meeting.
- 9. Members who would like to receive all communication 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.
- 10. 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.
- 11. The Members can join the AGM 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- 12. Members who need assistance before or during the Meeting, relating to use of technology, can contact KFin at 1-800-309-4001 or write to KFin at evoting@kfintech.com.
- 13. 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. The Scrutinizer shall immediately after the conclusion of the Meeting unblock the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than two working days after the conclusion of the Meeting to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith. The resolutions will be deemed to be passed on the date of the Meeting subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the Scrutinizer's Report(s) will be communicated to the National Stock Exchange of India Limited and BSE Limited immediately after it is declared by the Chairman, or any other person authorised by the Chairman, and the same shall also be available on the website of the Company www.srmtl.com and on KFin's web link https://evoting.kfintech.com

DISPATCH OF NOTICE AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF NOTICE:

14. In accordance with the provisions of the Circulars, the Notice of the Meeting is being sent through email only to members whose email IDs are registered with KFin and / or National Securities



Depository Limited ("NSDL") and / or Central Depository Services (India) Limited ("CDSL") (collectively referred to as Depositories or NSDL / CDSL) and physical copies will not be sent.

- 15. The Notice of the Meeting is available on the website of the Company www.srmtl.com and the website of KFin (https://evoting.kfintech.com).
- 16. Members who have still not registered their email IDs are requested to do so at the earliest as under:
 - Members holding shares in electronic mode can get their email ID registered by contacting their respective Depository Participant.
 - Members holding shares in physical mode are requested to register their email ID with the Company or KFin. Requests can be sent by email to (einward.ris@kfintech.com) or by logging into https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx
 - Members are requested to support this Green Initiative effort of the Company and get their email ID registered to enable the Company to send documents such as notices, annual reports, other documents in electronic form. Those members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / Kfin to enable servicing of notice, annual reports, other documents in electronic form.
 - Please note that as a valued member of the Company, you are always entitled to request and receive all such communication in physical form free of cost. Further the documents served through email are available on the website of the Company www.srmtl.com and are also available for inspection at the Registered Office of the Company during specified business hours between 12:00 A.M. to 3:00 P.M. excluding Saturday, Sunday and Public Holidays.

CUT-OFF DATE

- 17. The cut-off date for the purpose of ascertaining shareholders entitled for remote e-voting and voting at the Meeting is Thursday, 8th September, 2022 (hereinafter referred to as the "Cut-off Date"). A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting as well as voting at the Meeting. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the Cut-off Date. A person who is not a shareholder as on the cut-off date should treat this Notice for information purpose only.
- 18. Any person who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as of the Cut-off Date may obtain the User ID and Password in the manner as mentioned below:
 - If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399

Example for NSDL: MYEPWD<SPACE> IN12345612345678 Example for CDSL: MYEPWD<SPACE> 1402345612345678 Example for Physical: MYEPWD<SPACE> 68381234567890

- If email ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com , the member may click 'Forgot password' and enter Folio



No. or DP ID Client ID and PAN to generate a password.

- Members may send an email request to evoting@kfintech.com. If the member is already registered with the KFin e-voting platform then such member can use his / her existing User ID and password for casting the vote through remote e-voting.
- Members may call KFin toll free number 1-800-309-4001 for any clarifications / assistance that may be required.

PROCEDURE FOR SPEAKER REGISTRATION:

- 19. Members, holding shares as on the Cut-off Date and who would like to speak or express their views or ask questions during the Meeting may register themselves as speakers at https://emeetings.kfintech.com and clicking on "Speaker Registration" during the period from Thursday, 8th September, 2022 (9:00 a.m. IST) up to Saturday, 10th September, 2022 (5.00 p.m. IST). Those members who have registered themselves as a speaker will only be allowed to speak / express their views / ask questions during the Meeting. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the Meeting.
- 20. Alternatively, members holding shares as on the Cut-off Date may also visit https://emeetings.kfintech.com and click on the tab 'Post Your Queries' and post their queries / views / questions in the window provided, by mentioning their name, demat account number / folio number, email ID and mobile number. The window will close at 5.00 p.m. (IST) on Saturday, 10 th September, 2022. The shareholders may also send their questions by email to cslegal@srmtl.com.
- 21. Members who need assistance before or during the Meeting, relating to use of technology, can contact KFin at 1-800-309-4001 or write to KFin at evoting@kfintech.com.

REMOTE E-VOTING:

- 22. In compliance with the provisions of Section 108 of the Act, 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 to the member's facility to exercise their right to vote on resolutions proposed to be considered at the Meeting by electronic means through e-voting services arranged by KFin. Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting"). Remote e-voting is optional.
- 23. The remote e-voting period commences on Monday, 12th September, 2022 (9:00 a.m. IST) up to Wednesday, 14th September, 2022 (5.00 p.m. IST). During this period, the members of the Company holding shares either in physical form or in demat form, as on the Cut-off Date, i.e Thursday, 8th September, 2022 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently. Members, who cast their vote by remote e-voting, may attend the Meeting through VC / OAVM, but will not be entitled to cast their vote once again on the resolutions.
- 24. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- 25. Any person holding shares in physical form and non-individual shareholders holding shares as of the Cut-off Date, may obtain the login ID and password by sending a request at

evoting@kfintech.com. In case they are already registered with KFin for remote e-voting, they can use their existing User ID and password for voting.

- 26. In terms of SEBI e-voting Circular, e-voting process has been enabled for all 'individual demat account holders', by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participant(s) ("DP"). The detailed instructions for remote e-voting are given below.
- 27. Individual members having demat account(s) would be able to cast their vote without having to register again with the e-voting service provider ("ESP"), i.e. KFin, thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access the e-voting facility.

JOINING THE MEETING THROUGH VC / OAVM:

- 28. Members will be able to attend the Meeting through VC / OAVM or view the live webcast of the Meeting at https://emeetings.kfintech.com/ by using their remote e-voting login credentials and selecting the 'EVEN' for Company's Meeting.
- 29. 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. Further, members can also use the OTP based login for logging into the e-voting system.
- 30. Members may join the Meeting through laptops, smartphones, tablets or ipads for better experience. Further, members are requested to use internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Mozilla Firefox.
 - Please note that participants connecting from mobile devices or tablets or through laptops 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 glitches.
 - Members will be required to grant access to the web-cam to enable two-way video conferencing.
- 31. Facility of joining the Meeting through VC / OAVM shall open 30 (thirty) minutes before the time scheduled for the Meeting and shall be kept open throughout the Meeting. Members will be able to participate in the Meeting through VC / OAVM on a first-come-first-serve basis. Up to 1,000 shareholders will be able to join the Meeting on a first-come-first-serve basis.
 - Large members (i.e. members 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. will not be subject to the aforesaid restriction of first-come first-serve basis.
 - Institutional members are encouraged to participate at the Meeting through VC / OAVM and vote thereat.
- 32. Members are requested to attend and participate at the Meeting through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during Meeting. The facility of e-voting during the Meeting will be available to those members who have not cast their vote by remote e-voting. Members, who cast their vote by remote e-voting, may attend the Meeting through VC / OAVM, but will not be entitled to cast their vote once again on the resolutions. If a member casts votes by both modes, i.e. voting at Meeting and remote e-voting,



voting done through remote e-voting shall prevail and vote at the Meeting shall be treated as invalid.

33. In case of any query and / or assistance required, relating to attending the Meeting through VC / OAVM mode, members may refer to the Help & Frequently Asked Questions (FAQs) and 'AGM VC / OAVM' user manual available at the download Section of https://evoting.kfintech.com or contact Mr. Ganesh Chandra Patro, Senior Manager, KFin at the email ID evoting@kfintech.com on KFin's toll free No.: 1-800-309-4001 for any further clarifications / technical assistance that may be required.

INSTRUCTIONS FOR REMOTE E-VOTING, JOINING THE MEETING THROUGH VC / OAVM AND VOTING AT THE MEETING

- 34. The detailed instructions, process and manner for remote e-voting, joining the meeting through VC / OAVM and voting at the meeting are explained below:
 - Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode

True of months	Lawin Mathad			
Type of member	Login Method			
Individual members holding securities in demat mode with NSDL	A.	Instructions for existing Internet-based Demat Account Statement ("IDeAS") facility Users:		
	iii	 i) Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. 		
		 ii) On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and password. 		
		iii) After successful authentication, members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed.		
		iv) Click on company name, i.e. 'SHREE RAMA MULTI-TECH LIMITED', or e-voting service provider, i.e. KFin.		
		 Members will be re-directed to KFin's website for casting their vote during the remote e-voting period and voting during the Meeting. 		
	i) ii)	Instructions for those Members who are not registered under IDeAS:		
		i) Visit https://eservices.nsdl.com for registering.		
		ii) Select "Register Online for IDeAS Portal" or click at		
		https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.		
		iii) Visit the e-voting website of NSDL https://www.evoting.nsdl.com/.		
		iv) 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.
- V) Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen.
- vi) After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page.
- vii) Click on company name, i.e. SHREE RAMA MULTI-TECH LIMITED, or e-voting service provider name, i.e. KFin, after which the member will be redirected to e-voting service provider website for casting their vote during the remote evoting period and voting during the Meeting.
- viii) Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on









Individual members holding securities in demat mode with CDSL

- A. Instructions for existing users who have opted for Electronic Access To Securities Information ("Easi / Easiest") facility:
 - i) Visit https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com
 - ii) Click on New System MyEasi.
 - iii) Login to MyEasi option under quick login.
 - iv) Login with the registered user ID and password.
 - v) Members will be able to view the e-voting Menu.
 - vi) The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.
- B. Instructions for users who have not registered for Easi / Easiest
 - Visit https://web.cdslindia.com/myeasi/Registration/EasiRegistration for registering.
 - ii) Proceed to complete registration using the DP ID, Client ID



		(BO ID), etc.		
	iii	After successful registration, please follow the steps given in point no.1 above to cast your vote.		
		ternatively, instructions for directly accessing the e-voting ebsite of CDSL		
	i)	Visit www.cdslindia.com		
	ii)	Provide demat Account Number and PAN		
	iii	System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.		
	iv) After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz., 'SHREE RAMA MULTI-TECH LIMITED' or select KFin.		
	V)	Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.		
Individual members login through their demat accounts / Website of Depository Participant		structions for login through Demat Account / website of epository Participant		
	i)	Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.		
	ii)	Once logged-in, members will be able to view e-voting option.		
	iii	Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.		
	iv) Click on options available against SHREE RAMA MULTI- TECH LIMITED or KFin.		
	v)	Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.		
Important note: Members who are unable to retrieve User ID / Password are advised to				
use Forgot user ID and Forgot Password option available at respective websites.				
Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:				
Securities held with NSDL		g@nsdl.co.in or		
	call at toll free no.: 1800 1020 990 and 1800 22 44 30			
Securities held with CDSL		e contact CDSL helpdesk by sending a request at sk.evoting@cdslindia.com or		
	contac	et at 022-23058738 or 022-23058542-43		