



Shree Rama Multi-Tech Limited

An ISO 9001 : 2015 Certified Company



REGD OFFICE: 301, CORPORATE HOUSE, OPP: TORRENT HOUSE, INCOME TAX, AHMEDABAD-380009.
TELE: (079) 27546800, 27546900. EMAIL: cslegal@srmtl.com, WEBSITE: www.srmtl.com, CIN NO: L25200GJ1993PLC020880

By E-filing

Date: 13th December, 2018

To,
General Manager Listing
BSE Limited
Floor 25, P J Towers,
Dalal Street, Fort,
Mumbai – 400 001

Script Code: 532310

To,
General Manager Listing
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

Script Code: SHREERAMA

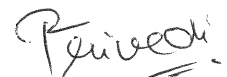
Sub: Submission of Notice of the Extra-Ordinary General Meeting of the Company

Dear Sir,

We attach herewith the copy of Notice of Extra-Ordinary General Meeting of the Company scheduled to be held on Wednesday, 9th January, 2019.

We request to take the above on your record.

Thanking You
Yours faithfully,
For, **Shree Rama Multi-Tech Limited**


(Purvang Trivedi)

Company Secretary & Compliance Officer

Encl.: a/a

All Contractual obligation subject to Ahmedabad Jurisdiction.

Lami-Tubes, Tube Laminates, Flexible Packaging, Labels, HIPS & Paper Cups.



NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of the Company will be held on Wednesday, 9th January, 2019 at 10:30 A.M. at ATMA Conference Hall, Ahmedabad Textile Mills Association, Ashram Road, Ahmedabad –380 009 to transact the following businesses:-

1. To consider and, if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, any other law for the time being in force and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board”, which term shall be deemed to include the Board and any Committee of the Board duly constituted/ to be constituted), to sell/ dispose of the whole and substantially whole of the undertaking in the form of assets located at Ambaliyara Plant situated at Block No. 425, Village Ambaliyara Dist. Mehsana, Gujarat comprising of Land, Building, fixed Electric Installations, Cabling, Penal including Transformers and misc. assets etc. (“Ambaliyara”) subject to necessary approval(s), if any required, in such manner and at such price/ consideration as the Board may deem fit in the interest of the Company to any person(s)/ Body Corporate, or any other Entity/Third Party, whether related or not, as the Board may identify and approve in this regard, with effect from such date and on such terms and conditions as the Board may deem fit and appropriate in the interest of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive agreement, sale agreement/ memorandum of understanding, deeds of assignment/ conveyance deed, undertakings, deeds, requisite applications, representations and execute all such other ancillary documents and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient to give effect to the above resolution including without limitation, to settle any questions, difficulties or doubts that may arise in respect of sale of above said assets located at Ambaliyara without further referring to the members of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or to Managing Director and/ or Whole-Time Director of the Company and to delegate such powers to



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any Officers of the Company as it may consider necessary or expedient to give effect to this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

2. To consider and, if thought fit, to pass with or without modification, if any, 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 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 any Committee of the Board duly constituted) to the Material Related Party Transaction entered/ to be entered by the Company for the financial year 2018-19 and/ or for financial year thereafter, as per the details set out in the item no 2 of explanatory statement annexed to this Notice;

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board, 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 for the matters connected therewith or incidental thereto;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

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 Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and 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 re-appoint Shri Hemal R. Shah (DIN: 07338419) as Whole-Time Director of the Company, for a period of 2 (two) years with effect from 27th November, 2018, 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 which shall not exceed the limits as prescribed under Schedule V of the Companies Act, 2013 and other limits as may be prescribed by the Central Government from time to time during the tenure of his appointment;

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



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authorized to modify/ alter and/ or vary the terms and conditions of appointment including remuneration, from time to time, which shall be within the limits as permissible under Schedule V of the Companies Act, 2013 or any amendment(s) thereto or re-enactment(s) thereof 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.”

Place : Moti Bhoyan

Date : 22nd November, 2018

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

Shailesh K. Desai

Managing Director

(DIN: 01783891)



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NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY 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 Extra-Ordinary General Meeting are annexed hereto.
4. A statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act'), relating to the businesses to be transacted at the Meeting is annexed hereto.
5. Members / Proxies / Authorized Representatives are requested to bring to the Meeting necessary details of their shareholding and attendance slip(s).
6. Relevant documents referred to in the accompanying Notice 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.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 2nd January, 2019 to Wednesday, 9th January, 2019 (both days inclusive) for purpose of Extra-Ordinary General Meeting.
8. 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.
 - 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.



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9. 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.
10. 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 M/s Karvy Fintech Pvt. Ltd., for consolidation into a single folio.
11. 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 can be sent by email to its members. The Notice of the Meeting 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 Notice is also available on our website i.e. www.srmtl.com. The physical copy of the Notice has been sent to those members who have either opted for service of documents in physical mode or have not registered their email addresses with the Company/Depository Participants.

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;
- 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.

12. Voting through Electronic Means

- I. Pursuant to the proviso to Section 110(1) of the Companies Act, 2013, any item of business required to be transacted by means of postal ballot under clause (a) of the said section, may be transacted at a general meeting of the Company subject to providing the facility of voting by electronic means to the members as provided under Section 108 and rules made thereunder.
- II. The Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the Extra-Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-voting services 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 facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by M/s Karvy Fintech Private Limited ("Karvy").



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- III. 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:

Commencement of e-voting : Saturday, 5th January, 2019 (9:00 a.m.)

End of e-voting : Tuesday, 8th January, 2019 (5.00 p.m.)

The Cut-Off date for the purpose of e-voting is Tuesday, 1st January, 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 Notice / 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 you are required to mandatorily change the 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.



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- 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.
- 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 Notice 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 EGM.
- 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 EGM, 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 EGM at or after the EGM to be held on Wednesday, 9th January, 2019 and the resolution will be deemed to have been passed on the date of the EGM subject to receipt of the requisite number of votes in favor of the resolution.



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- 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 Tuesday, 1st January, 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 EGM but shall not be entitled to cast their vote again.
- 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-500032, 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 : 22nd November, 2018

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

Shailesh K. Desai

Managing Director

(DIN: 01783891)



ANNEXURE TO NOTICE

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

ITEM NO. 1

Your Company is operating in packaging industry having ample opportunities for the growth in the industry due to high demand in all the sectors in the domestic and overseas market. Despite of having bright future of the packaging industry, the performance of the Company has not improved even after taking several initiatives relating to improvements in quality, services, cost reduction and research & development etc. Further your Company has plant constraints having very old machineries which need to be upgraded to improve the quality of the products to cater the need of the customers.

As there is need to infuse the fund for the better performance of the Company and Ambaliyara unit is no longer viable having idle assets and after considering the various options, the Board of Directors of the Company, at its meeting held on 22nd November, 2018 has decided to sell/ dispose of Assets of Ambaliyara Plant subject to necessary approval(s) of lenders, members and other statutory authorities, if any, in the overall best interest of all the stakeholders. The net proceeds from the sale of the Undertaking will be utilized for modernisation of plant & machineries and/ or repaying the existing loans to reduce interest cost of the Company.

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013, any sale, lease or otherwise disposal of whole and substantially the whole of the undertaking of the Company requires the approval of members of the Company accorded by way of a Special Resolution. As the aggregate Investment in unit exceeds by 20 percent of Net Worth as per audited Balance Sheet of the preceding financial year as defined in Section 180(1)(a) of the Companies Act, 2013, hence, the approval of the members by way of Special Resolution is sought for sale/ disposal of undertaking of the Company as set out in the accompanying Notice in the best interest of the Company.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the aforesaid Special Resolution.

Your Directors recommend the passing of the resolution as Special Resolution in the interests of the Company.

ITEM NO. 2

Pursuant to the provision of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), a transaction with a related party shall be 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):



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Name of Related Party	Nature of Relationship	Type of Transaction(s)/ Arrangement(s)/ Contract(s)	Maximum Value of Transaction(s)
Nirma Chemical Works Pvt. Ltd. ("NCWPL")	Promoter of the Company as well as SRMTL being Associate Company of NCWPL	Corporate Guarantee issued / to be issued by NCWPL in one or more tranches / transactions to RBL Bank Ltd. to secure the credit facilities availed/ to be availed by the Company	Not exceeding Rs. 80 Crore (Rupees Eighty Crore only)

The Audit Committee of the Board of Directors has given its prior approval to the transaction(s)/ arrangement(s)/ contract(s) as mentioned above and the Board of Directors has also approved the same at their respective meetings held on 22nd November, 2018.

The members of the Company are requested to approve the material related party transaction as mentioned above. All related parties shall abstain from voting or if voted, then their voting shall not be counted for the purpose of passing of the resolution set out in Item no. 2 of this notice, irrespective of whether the entity is a party to the above mentioned transaction or not.

Nirma Chemical Works Private Limited, being the promoter of the Company and party to the transaction mentioned above holds 37.46% of shares of the Company.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the aforesaid Ordinary Resolution.

Your Directors recommend the passing of the resolution as Ordinary Resolution as set out in the Notice in the interest of the Company.

ITEM NO.3:

Shri Hemal R. Shah, Whole-Time Director of the Company, aged 42 years, holds Bachelor degree in Science and is having 21 years of experience in plastic & packaging industry. The tenure of Shri Hemal R. Shah (DIN: 07338419) as Whole-Time Director of the Company was completed on 27th November, 2018. During the tenure, he has contributed considerably in managing the production activities of the Company.

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on 5th November, 2018 has re-appointed Shri Hemal R. Shah as the Whole-Time Director of the Company for a period of two years, subject to the approval of members, considering his long association with the Company and witness to the overall improvement in the performance of the Company and also his qualifications and experience in the field of plastic and packaging industry.

It is proposed to seek members' approval by way of Ordinary Resolution as set out in Item No. 3 for the re-appointment and remuneration of Shri Hemal R. Shah as Whole-Time Director of the Company, in terms of the applicable provisions of the Companies Act, 2013.

Terms and conditions of appointment including remuneration payable to Shri Hemal R. Shah as Whole-Time Director of the Company are as under:



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A. Period: 2 (Two) years with effect from 27th November, 2018

B. Remuneration:

- i. Basic Salary: Rs. 3,31,680 (Rupees Three Lakhs Thirty-One Thousand Six Hundred Eighty only) per annum, with such increment(s)/revision as may be recommended and decided by the Nomination and Remuneration Committee from time to time in accordance with the policy of the Company;
- ii. Perquisites: In addition, he shall be entitled to perquisites, benefits and allowances viz. House Rent Allowances, Leave Travel Allowance, Medical Allowance, Reimbursement Allowance, such other perquisites, benefits and allowances, all as per the policy of the Company Rs. 13,34,652/- (Rupees Thirteen Lakhs Thirty-Four Thousand Six Hundred Fifty-Two only) per annum, with such revision(s) based on the increment(s) recommended and decided by Nomination and Remuneration Committee from time to time in accordance with the policy of the Company;
- iii. In addition to above he shall also be eligible for company's contribution to provident fund, superannuation fund or Annuity Fund or leave encashment at the end of the tenure and gratuity as per the policy of the Company;
- iv. Shri Hemal R. Shah shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof;
- v. He shall be liable to retire by rotation;
- vi. The aggregate of Salary together with perquisites, benefits and allowances as mentioned in (i) & (ii) above payable to Shri Hemal R. Shah in a financial year shall be Rs. 16,66,332 (Rupees Sixteen Lakhs Sixty-Six Thousand Three Hundred Thirty-Two only) per annum with such revision(s) based on the increment(s) as may be recommended and decided by Nomination and Remuneration Committee from time to time in accordance with the policy of the Company and approved by the Board;
- vii. Overall Remuneration:
The aggregate of salary, together with perquisites, allowance, benefits and amenities payable to Shri Hemal R. Shah in any financial year shall not exceed the limits prescribed from time to time under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act for the time being in force;
- viii. Minimum Remuneration:
In the absence of inadequacy of profits in any year, the remuneration by way of salary, perquisites, benefits, allowances and amenities will be in accordance with and shall not exceed, the limits prescribed in Schedule V of the Companies Act, 2013 including any modification(s) or re-enactment thereof for the time being in force;

The Information as required under para (iv) of Section II of Part II of Schedule V to the Companies Act, 2013 is annexed herewith forming a part of this Notice.



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Brief resume of Shri Hemal R. Shah, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, and his shareholding are also annexed herewith forming a part of this Notice.

Shri Hemal R. Shah is not related to any other Director on the Board in terms of definition of 'relative' as per the Companies Act, 2013. None of the Directors, Key Managerial Personnel or their respective relatives, other than Shri Hemal R. Shah, are concerned or interested, financially or otherwise, in the resolution set out at Item no. 3 of the Notice.

Place : Moti Bhoyan

Date : 22nd November, 2018

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

Shailesh K. Desai

Managing Director

(DIN: 01783891)



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Information as required under Para (iv) of Section II of Part II of Schedule V to the Companies Act, 2013:

I. GENERAL INFORMATION:

Nature of Industry	The Company is engaged in the Plastic and Packaging Industry
Date or expected date of commencement of commercial production	Not applicable
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing the prospectus	Not applicable
Financial Performance based on Indicator	The financial performance of the Company has improved by reduction in the quantum of the loss since past few years.
Foreign Investment or Collaboration	The Company has not entered into any foreign collaboration. The Company has one Subsidiary i.e. Shree Rama (Mauritius) Limited, Mauritius. The current status of the subsidiary Company is "Defunct."

II. INFORMATION ABOUT THE APPOINTEE:

1	Back Ground Details	Mr. Hemal R. Shah holds Bachelor degree in Science and Post-Graduation Diploma in Plastics. He is possessing 21 years of experience in plastic & packaging business. He has been working with the Company since last 15 years.
2	Past Remuneration	Before joining SRMTL, he was working with Shailey Engineering Plastics Ltd and prior to that he was associated with VIP Industries Ltd.
3	Job Profile and his suitability	He has vast experience in the field of Plastics and Packaging with multiple additional skills on Techno-commercial side like Product costing, Business profitability and other aspects of running the organization. His proven track record in handling with complex issues like Man power handling, new Product design and Tube making expertise has been a strong factor in considering his elevation to the board.
4	Remuneration Proposed	As mentioned in explanatory statement in respect of item no. 3 of this Notice
5	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the size of the Company, the industry experience of the appointee and the responsibilities shouldered by him, and also considering the loss, the proposed remuneration is within the limits prescribed under Companies Act, 2013.
6	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel	No pecuniary relationship, directly or indirectly, with the Company apart from receiving managerial remuneration. Shri Hemal R. Shah is not related to other managerial personnel of the Company in terms of Companies Act, 2013 and rules made thereunder.



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III. OTHER INFORMATION:		
1	Reasons for loss or inadequate profits	Increased finance cost due to borrowing, lower profitability due to economy slowdown, increase in cost of raw material and prevailing adverse market conditions.
2	Steps taken or proposed to be taken for improvement	Endeavor to reduce raw material cost by in house production of certain material. Effective planning to grow substantially in flexible packaging materials. Cost control for better productivity and effective utilization of available resources. Marketing and research & development for better quality of products and streamlining of manufacturing activities and endeavor to centralize the manufacturing facility along with the modernization of plant and machineries.
3	Expected increase in productivity and profits in measurable terms	Effective control on cost, productivity and steps to increase sales including exploring opportunities in overseas market which may increase the revenue in the coming years.

Details of Directors seeking Re-appointment:

Name of Director	Shri Hemal R. Shah
Date of Birth	26 th July, 1976
Date of Re-appointment	27 th November, 2018
Qualifications	B.Sc. (Chemistry), Post-graduation Diploma in Plastic
Expertise in specific functional areas	Experience of 21 years in Plastic and Packaging Industries
Directorship held in other companies	Nil
Number of membership/ chairmanship held in other public companies	Nil
Relationship between Directors inter-se	Not related to any Director
Number of shares held in the company	Nil



SHREE RAMA MULTI-TECH LIMITED

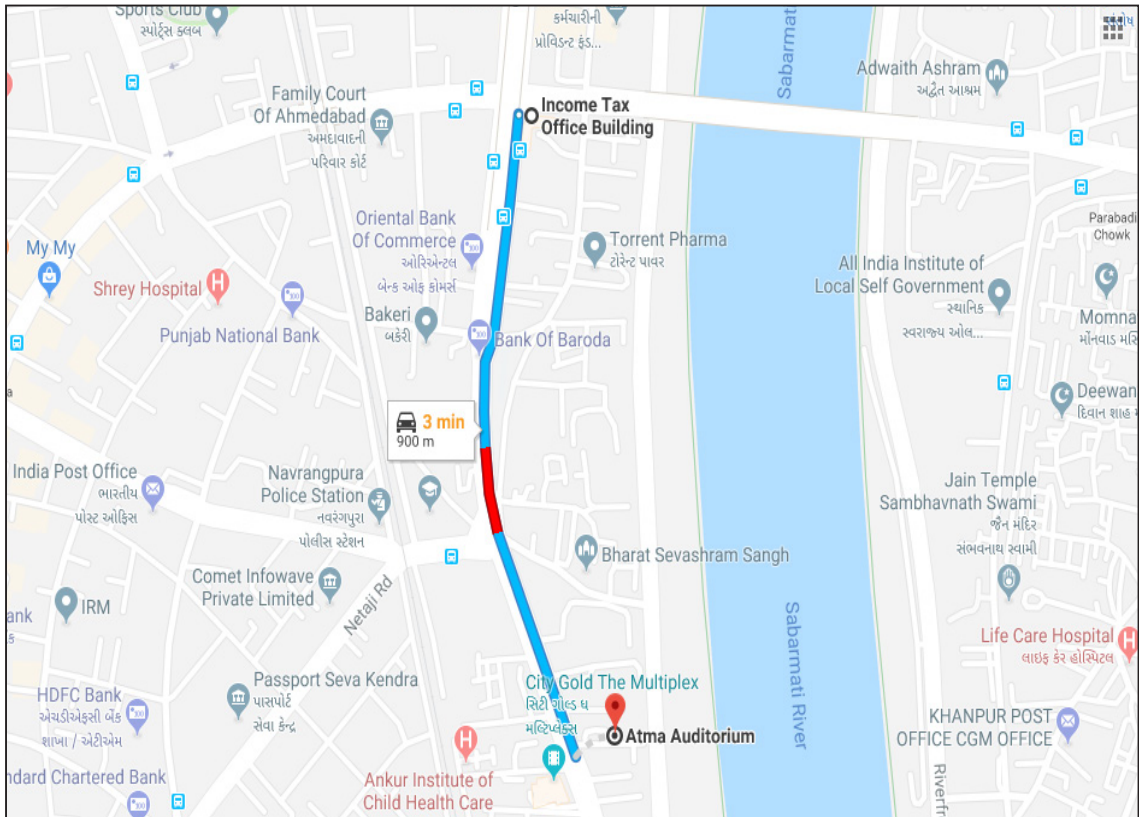
Route Map to the Venue of Extra-Ordinary General Meeting of the Members of the Company

Date : 9th January, 2019

Day : Wednesday

Time : 10:30 A.M.

Venue : ATMA Conference Hall,
Ahmedabad Textile Mills Association,
Ashram Road, Ahmedabad – 380 009



Landmark: Income Tax Circle

