Shree Rama Multi-Tech Limited

An ISO 9001 : 2015 Certified Company

SHREE RAMA

TÜV NORD TÜV India Pvt. Ltd. ISO 9001

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: 23rd August, 2022

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 28th AGM of the Company

Dear Sir/Madam,

We submit herewith the Notice of 28th Annual General Meeting of the Company scheduled to be held on Thursday, 15th September, 2022 at 11:00 A.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) pursuant to circulars dated May 05, 2022 issued by MCA and circulars dated May 13, 2022, issued by SEBI containing the business to be transacted thereat, is attached herewith.

We would further like to inform that the Company has fixed Thursday, 8th September, 2022 as the cut-off date for ascertaining the names of the members holding shares either in physical form or in dematerialized form, who will be entitled to cast their votes electronically in respect of the businesses to be transacted as per the Notice of the AGM and to attend the AGM.

We request to take the above on your record.

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

SHREE RAMA MULTI-TECH LIMITED AHMEDABAD

(Sandip Mistry)
Company Secretary & Compliance Officer

Encl.: a/a

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

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

Shailesh K. Desai
Managing Director
(DIN: 01783891)

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

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

2. 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, 10th 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:

I) Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode

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:** 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. v) Members will be re-directed to KFin's website for casting their vote during the remote e-voting period and voting during the Meeting. **B. 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 e-voting 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** App Store Google Play
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** i) 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. **C. Alternatively, instructions for directly accessing the e-voting website 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	**A. Instructions for login through Demat Account / website of Depository 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	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: **1800 1020 990** and **1800 22 44 30**
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at **022-23058738** or **022-23058542-43**

II) Method of login / access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode

Type of member	Login Method
Members whose email IDs are registered with the Company / Depository Participants(s)	**A. Instructions for Members whose email IDs are registered with the Company / Depository Participants(s),** Members whose email IDs are registered with the Company / Depository Participant(s) will receive an email from KFin which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process: i) Launch internet browser by typing the URL: https://evoting.kfintech.com/ ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 6838, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote. iii) After entering these details appropriately, click on “LOGIN”. iv) Members will now reach password change Menu wherein they 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 the member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential. v) Members would need to login again with the new credentials. vi) On successful login, the system will prompt the member to select the “EVEN” i.e., ‘SHREE RAMA MULTI-TECH LIMITED - AGM” and click on “Submit” vii) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, a member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and

	the shares held will not be counted under either head. viii) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account. ix) Voting has to be done for each item of the Notice separately. In case a member does not desire to cast their vote on any specific item, it will be treated as abstained. x) A member may then cast their vote by selecting an appropriate option and click on "Submit". xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once a member has voted on the resolution (s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
Members whose email IDs are not registered with the Company / Depository Participants(s)	**B. Instructions for Members whose email IDs are not registered with the Company / Depository Participants(s), and consequently the Notice of Meeting and e-voting instructions cannot be serviced** Members, who have not registered their email address, thereby not being in receipt of the Notice of Meeting and e-voting instructions, may temporarily get their email address and mobile number submitted with KFin, by accessing the link: https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx. i) Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Notice and e-voting instructions along with the User ID and Password. In case of any queries, members may write to einward.ris@kfintech.com. ii) Alternatively, members may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice and the e-voting instructions. iii) After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.

III) <u>Method / Access to join the Meeting on KFin system and to participate and vote thereat</u>

Type of member	Login Method
All shareholders, including Individual,	**A. Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the Meeting of the**

other than Individual and Physical, for attending the Meeting of the Company through VC / OAVM and e-voting during the meeting	**Company through VC / OAVM and e-voting during the meeting:** i) Members will be able to attend the Meeting through VC / OAVM platform provided by KFin. Members may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the email received from the Company / KFin. ii) After logging in, click on the Video Conference tab and select the EVEN of the Company. iii) Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that members who do not have the user id and password for e-voting or have forgotten the same may retrieve them by following the remote e-voting instructions mentioned above. iv) The procedure for e-voting during the Meeting is same as the procedure for remote e-voting since the Meeting is being held through VC / OAVM. v) The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the Meeting. vi) E-voting during the Meeting is integrated with the VC / OAVM platform and no separate login is required for the same.

Place: Moti-Bhoyan
Date: July 30, 2022

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

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder sets out all material facts relating to the special business mentioned at Item Nos. 4 to 5 of the accompanying Notice dated July 30, 2022. As an additional information, the Explanatory Statement also contains material facts pertaining to ordinary business mentioned at Item No. 3 of the said Notice.

ITEM NO. 3

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 though statutorily not required in terms of Section 102 of the Act.

The Members at the 23rd Annual General Meeting, had approved appointment of M/s. Chandulal M Shah & Co, Chartered Accountants, Ahmedabad (FRN101698W), as the Statutory Auditors of the Company for the period of five years to hold office from the conclusion of the 23rd Annual General Meeting till the conclusion of the 28th Annual General Meeting of the Company to be held in the year 2022.

After evaluating and considering various factors including knowledge of the industry, past experience, experience of Audit Team etc., the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the appointment of M/s. Mahendra N. Shah & Co, Chartered Accountants, Ahmedabad (FRN 105775W), as the Statutory Auditors of the Company, for the term of five years from the conclusion of 28th Annual General Meeting till the conclusion of 33rd Annual General Meeting to be held in the year 2027, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors of the Company.

M/s. Mahendra N. Shah & Co, Chartered Accountants have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

M/s Mahendra N. Shah & Co., Chartered Accountants, Ahmedabad ("the Firm") established in 1961 is one of the senior firm of Ahmedabad and is in practice for more than 60 years. The Firm specializes in the field of Statutory Audit - Risk Based Approach; Ind AS impact study, Internal Audit; Management Audit; Risk Management/Advisory, Accounting compliance & Reporting, GST Advisory, Tax Compliance, Tax Audit and other allied services. The firms have broad spectrum of Industries ranging from Manufacturing, Construction, Retail, Hospitality, Information Technology etc. M/s Mahendra N. Shah & Co. provide audit and assurance services to various companies listed on stock exchanges in India.

The remuneration proposed to be paid to the Statutory Auditors would be in line with the past remuneration paid by the company and industry trend and shall be commensurate with the services to be rendered by them during the said tenure. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors of the Company.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No.3 of the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 3 of the Notice for approval by the Members.

ITEM NO. 4

Shri Hemal R. Shah, Whole-Time Director of the Company, aged 46 years, holds Bachelor degree in Science and is having 25 years of experience in plastic & packaging industry. The tenure of Shri Hemal R. Shah (DIN: 0733841) as Whole-Time Director of the Company about to be completed on 26th November, 2022. 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 30th July, 2022 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. 4 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:

A. Period : 2 (Two) years with effect from 27th November, 2022

B. Remuneration:

i. Basic Salary: Rs. 4,56,072/- (Rupees Four lacs fifty-six thousand seventy-two 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. 23,03,928/- (Rupees Twenty-three lacs three thousand nine hundred twenty-eight 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. 27,60,000/- (Rupees Twenty-seven lacs sixty thousand 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 or 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 Section II of Part II of 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.

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 provided in the Annexure to 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 or any Key Managerial Personnel or any relative of any of the Directors/ Key Managerial Personnel other than Shri Hemal R. Shah are concerned or interested, financially or otherwise, in the resolution set out at Item no. 4 of the Notice.

ITEM NO. 5

The Board of Directors in its meeting held on May 21, 2022, on the recommendation of the Audit Committee, has approved the re-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 2022-23.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor, as recommended by the

Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, ratification by the members is sought, by way of Ordinary Resolution as set out in Item No. 5 of the Notice, in respect of the remuneration payable to the Cost Auditor of the Company for the Financial Year 2022-23.

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

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

Place: Moti-Bhoyan
Date: July 30, 2022

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)

ITEM NO. 4

Information pursuant to 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 given Indicator	The details of financial performance of the Company for the years 2020-21 and 2021-22 are provided in the Annual Report 2021-22 which accompanies this Notice.
Foreign Investments or Collaborations if any.	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:			
a) Shri Hemal R. Shah			
1	Background Details	Shri Hemal R. Shah holds Bachelor degree in Science and post-graduation diploma in plastics. He is possessing 25 years of experience in packaging industry. He has been working with the Company since last 19 years.	
2	Past Remuneration	The past remuneration drawn by Shri. Hemal R Shah for the last Financial year i.e. 2021-22 was as follows:	
		Particulars	**Amount(Rs. in Lakhs) P.A**
		Basic Salary	4,56,072/-
		Perquisites	19,46,928/-
		Total Aggr egate Salary	24,00,000/-
3	Recognition or awards	N.A	
4	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.
5	Remuneration Proposed	As mentioned in explanatory statement in respect of item no. 4 of this notice of 28th AGM.
6	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 bench marks, the responsibilities to be shouldered by him, experience and contribution during his tenure, the proposed remuneration is within the overall ceiling as prescribed under Companies Act, 2013 and rules made thereunder read with schedule V of the Companies Act, 2013.
7	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 and other applicable provisions if any.

III. OTHER INFORMATION:		
1	Reasons for loss or inadequate profits	Lower profitability due to economy slowdown, increase in cost of raw material and overall expenses, lower margin, stiff competition 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 Laminates, 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 and efforts to explore the oversea market to grow export.
3	Expected increase in productivity and profits in measurable terms	Effective control on cost, productivity and steps to increase sales and exploring of export market which may increase the revenue in the coming years.

Information pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 about the managerial personnel viz. Hemal R Shah, Whole Time Director seeking re-appointment:

Name of Director	Shri Hemal R. Shah	
Date of Birth	26th July, 1976	
Qualifications	B.Sc. (Chemistry), Post-graduation Diploma in Plastic	
Expertise in specific functional areas	Experience of 25 years in packaging industry	
Directorship held in other listed companies	Not applicable	
Number of membership / chairmanship held in committees of the Board	Committee	Chairman/ Member
	Right Issue Committee	Member (w.e.f. 21.05.2022)
Details of membership/ chairmanship held in the Committees of other Companies	No	
Relationship between Directors inter-se	Not related to any Director in terms of Companies Act, 2013/Listing Regulation	
Terms and Conditions of reappointment	Shri Hemal R. Shah has been appointed as Executive Director. He will be entitled to monthly remuneration as stipulated in item No. 4 of the explanatory statement accompanying the notice.	
Shareholding of Non-Executive directors (applicable if any)	Not applicable	
Number of shares held in the company	Nil	
Parameters evaluated	Qualifications, Experience, Knowledge and Competency, Fulfillment of functions, Ability to function as a team, Initiative, Availability and attendance, Commitment, Contribution, Integrity	

Information relating to Directors seeking appointment/ re-appointment:

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 Board	Committee	Chairman/ Member
	NA	NA
Details of membership/ chairmanship held in the Committees of other Companies	Not Applicable	
Meetings of Board attended during FY 2021-22	5	
Relationship between Directors inter-se	Not related to any Director in terms of Companies Act, 2013/Listing Regulation	
Number of shares held in the company	Nil	
Terms and Conditions of reappointment	Smt. Vandana C. Patel has been appointed as Non-Executive Non-Independent Director by change in her designation from Independent Director and liable to retire by rotation. She will be entitled to Sitting Fees for attending the 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	