



## NOTICE

**NOTICE** is hereby given that the 27<sup>th</sup> Annual General Meeting of the Members of the Company will be held on Thursday, September 23, 2021 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, 2021 and the Reports of Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Shri Mittal K. Patel (DIN: 03619139), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

- 3) To consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special 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 Shailesh K. Desai (DIN: 01783891) as the Managing Director of the Company, for a period of (3) three years with effect from August 3, 2021, 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 Shailesh K. Desai, Managing 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.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 197, 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-enactments thereof, for the time being in force), consent of the members be and is hereby accorded for the payment of revised remuneration to Shri Hemal R. Shah (DIN: 07338419) Whole Time Director of the Company with effect from February 6, 2021 as set out in the explanatory statement annexed hereto and forming part of this notice;



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**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to modify and revise the 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 2021 -22, be and is hereby ratified and confirmed.”

**Place:** Moti-Bhoyan  
**Date:** August 12, 2021

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](http://www.srmtl.com)  
E-mail: [cslegal@srmtl.com](mailto:cslegal@srmtl.com)

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 dispensed 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.

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 27th 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 Private Limited as the authorised agency 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](http://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.
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) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIRP/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/ P/2021/11 dated 15th January, 2021, the Notice of AGM along with Annual Report 2020-21 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 2020-21 has been uploaded on the website of the Company at [www.srmtl.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and is also available on the website of M/s Kfin Technologies Private 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



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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](mailto:cslegal@srmtl.com).

8. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 17, 2021 to Thursday, September 23, 2021 (both days inclusive) for purpose of Annual General Meeting.
9. Members holding shares in physical mode:
  - a) are required to submit their Permanent Account Number (PAN) and bank account details and information regarding change of address and bank account details to the Company / KFin Technologies Pvt. Ltd. (RTA of the Company), as mandated by the Securities and Exchange Board of India (SEBI) for every participant in securities market.
  - b) are advised to make nomination in respect of their shareholding in the Company. For this purpose, Nomination Form (SH-13) is made available on the Company's website: [www.srmtl.com](http://www.srmtl.com).
10. 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.
11. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to KFin Technologies Pvt. Ltd. for consolidation into a single folio.
12. 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.
13. 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.
14. 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.
15. Up to 1000 members will be able to join on a FIFO basis to the AGM
16. No restrictions on account of FIFO entry into AGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.



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17. The toll free number regarding any query/ assistance for participation in the AGM through VC/ OAVM are 1800 309 4001.
18. 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.
19. **Instructions for shareholders for remote e-voting:**
  - I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Secretarial Standard 2 of Secretarial Standards on General Meetings, Regulation 44 of SEBI (LODR) Regulations, 2015 and the MCA Circulars, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) through e-voting.
  - II. The Company has entered into an agreement with M/s Kfin Technologies Private Limited for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as the e-voting system during the AGM will be provided by M/s Kfin Technologies Private Limited.
  - III. The **remote e-voting particulars** are set out below:
    - The remote **e-voting facility** will be available during the following period:  
**Commencement of e-voting:** Monday, September 20, 2021 (09:00 a.m.)  
**End of e-voting:** Wednesday, September 22, 2021 (05:00 p.m.)
    - The Cut-off date (i.e. record date) for the purpose of e-voting is Thursday, September 16, 2021
    - The remote e-voting module shall be disabled by Kfin Technologies Private Limited for voting thereafter.
  - IV. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, shareholders who have already voted through remote e-voting would not be entitled to vote during the AGM.

## **Procedure for remote e-voting:**

- Step 1** : Access to Depositories e-Voting system in case of individual shareholders holding shares in Demat mode.
- Step 2** : Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in Demat mode.



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Details on Step 1 are mentioned below:

**I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	<p><b>1. User already registered for IDeAS facility:</b></p> <ul style="list-style-type: none"><li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li><li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li><li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li><li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li></ul> <p><b>2. User not registered for IDeAS e-Services</b></p> <ul style="list-style-type: none"><li>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li><li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>III. Proceed with completing the required fields.</li><li>IV. Follow steps given in points 1</li></ul> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ul style="list-style-type: none"><li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li><li>II. Click on the icon “Login” which is available under ‘Shareholder/ Member’ section.</li><li>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li><li>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.</li><li>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li></ul>
Individual Shareholders holding securities in Demat	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ul style="list-style-type: none"><li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or</li></ul>



mode with CDSL	<p>URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <ol style="list-style-type: none"> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point 1</li> </ol> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide your demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFinTech where the e- Voting is in progress.</li> </ol>
Individual Shareholder login through their Demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>III. Click on options available against company name or e-Voting service provider – <b>Kfintech</b> and you will be redirected to e-Voting website of <b>KFintech</b> for casting your vote during the remote e-Voting period without any further authentication.</li> </ol>

**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 Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.



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Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

**Details on Step 2 are mentioned below:**

**II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in Demat mode and shareholders holding securities in physical mode.**

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech 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://emeetings.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) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your 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 and answer 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. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., '6152-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, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the 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 accounts.





- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your 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 you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id pcschirag@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_Even No."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
- ii. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the 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 of AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

## **20. Instructions for shareholders for attending AGM through VC/ OAVM and e-Voting during the meeting:**

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. 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/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the 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 above.



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- ii. Facility for joining AGM through VC/ OAVM shall open at least 30 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, Demat account number / folio number, email id, mobile number at [cslegal@srmtl.com](mailto:cslegal@srmtl.com). Questions /queries received by the Company till 20th September, 2021 shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

## OTHER INSTRUCTIONS

- I. Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will open from Saturday, September 18, 2021 to Monday, September 20, 2021. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. Post your Question: The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will open from Saturday, September 18, 2021 to Monday, September 20, 2021..
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.



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- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, September 16, 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- i. 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+Folio No. or DP ID Client ID to 9212993399
    1. Example for NSDL:
    2. MYEPWD <SPACE> IN12345612345678
    3. Example for CDSL:
    4. MYEPWD <SPACE> 1402345612345678
    5. Example for Physical:
    6. MYEPWD <SPACE> XXXX1234567890
  - ii. If e-mail address or mobile number 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.
  - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com) .
- VI. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

**Place:** Moti-Bhoyan  
**Date:** August 12, 2021

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](http://www.srmtl.com)  
E-mail: [cslegal@srmtl.com](mailto:cslegal@srmtl.com)

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



## ANNEXURE TO NOTICE

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

#### ITEM NO. 3

The tenure of Shri Shailesh K Desai (DIN: 01783891) as Managing Director of the Company was to complete on August 2, 2021 and upon recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on June 24, 2021 had re-appointed him as the Managing Director of the Company for a period of three years on the terms and conditions and the remuneration as mentioned here in below with effect from August 3, 2021 subject to the approval of members.

During his tenure, he has contributed significantly in overall improvement in performance of the company with his vision and expertise along with the available resources and in line with envisaged plan for achieving growth of the company. Under his supervision and guidance, the Company has undergone remarkable changes and improved financial health to give the way to the future growth of the company. Shri Shailesh K. Desai, aged 61 years, the Managing Director of the Company holds Bachelor degree in Commerce field and has more than 25 years of experience in packaging industry.

It is proposed to seek members' approval by way of Special Resolution as set out in Item No. 3 for the re-appointment and remuneration of Shri Shailesh K. Desai as Managing Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 read with Schedule V and rules made there under.

Terms and conditions of appointment including remuneration payable to Shri Shailesh K. Desai as Managing Director of the Company are as under:

**A. Period:** 3 (Three) years with effect from August 3, 2021

**B. Remuneration:**

i. **Basic Salary:**

Rs.2,00,000/- (Rupees Two Lakhs only) per month or Rs.24,00,000/- (Rupees Twenty Four Lakhs only) per annum with such increment(s)/revision as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors 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 for self and family such as House Rent Allowances, Leave Travel Allowance, Medical Allowance, Reimbursement Allowance, Communication facility and such other perquisites, benefits and allowances, all as per the policy of the Company and as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors."

The overall remuneration of Shri Shailesh K Desai Managing Director shall be Rs.70,00,000/- (Rupees Seventy Lakhs only) per annum with a power to the Board of Directors to modify and revise within the overall limit prescribed under Act includes, any amendment thereof.



# SHREE RAMA MULTI-TECH LIMITED

- 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 if any and gratuity as per the policy of the Company;
- iv. The Nomination and Remuneration Committee be authorised to decide and to amend as may be necessary from time to time the nature of perquisites, break up of remuneration and recommend to the Board of Directors such further revision(s) based on the increment(s) from time to time in accordance with the policy of the Company.
- v. Shri Shailesh K. Desai shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof;
- vi. He shall be liable to retire by rotation;
- vii. Overall Remuneration:

The aggregate of salary, together with perquisites, allowance, benefits and amenities payable to Shri Shailesh K Desai Managing Director 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;

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 Shailesh K. Desai, 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 as required under Regulation 36(3) of SEBI (LODR) Regulation, 2015 are provided in the Annexure to Notice.

Shri Shailesh K. Desai 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 Shailesh K. Desai are concerned or interested, financially or otherwise, in the resolution set out at Item no. 3 of the Notice.

Your directors recommend the passing of the resolution as special resolution as set out at item no.3 of the Notice in the interest of the company.

## ITEM NO. 4

Shri Hemal R. Shah was re-appointed as Whole-Time Director of the Company as per terms and conditions including the remuneration payable to him by the Board of Directors in its meeting held on November 12, 2020 for a further period of 2 years w.e.f. November 27, 2020 and his re-appointment was subsequently approved by shareholders at Extra Ordinary General Meeting held on February 5, 2021 along with the authority to the Board to increase the remuneration payable to the Whole-Time Director from time to time during his tenure within the permissible limits prescribed under the provisions of Companies Act, 2013 ("Act") read with schedule V and rules made there under as amended from time to time in this regard.

Subsequent to approval by the members, it came to the knowledge that few points related to disclosure as required could not be inserted in explanatory statement of the Notice of Extra Ordinary General Meeting dated February 5, 2021, hence the board in its meeting held on February 11, 2021 and upon the recommendation of the Nomination and Remuneration Committee has approved the revised remuneration with effect from February 6, 2021 payable to Shri. Hemal R. Shah as Whole-Time Director of the Company subject to approval by the members at the ensuing General Meeting and such other



# SHREE RAMA MULTI-TECH LIMITED

approvals as may be required in compliance with provisions of the Act.

It is proposed to seek members' approval by way of Ordinary Resolution as set out in Item No. 4 for the payment of revised remuneration of Shri Hemal R. Shah as Whole-Time Director of the Company, as per terms and in compliance with the applicable provisions of the Companies Act, 2013 read with schedule V and rules made there under.

Terms and conditions of revised remuneration with effect from February 6, 2021 payable to Shri Hemal R. Shah as Whole-Time Director of the Company are as under:

## **A. Remuneration:**

### **Basic Salary:**

Rs. 38,006/- (Rupees Thirty-Eight Thousand six only) or Rs.4,56,072/- (Rupees Four Lakhs Fifty-Six thousand Seventy Two only) per annum up to March 31, 2021 and with such increment(s)/revision with effect from April 1, 2021 as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time in accordance with the policy of the Company.

### **i. Perquisites:**

In addition, he shall be entitled to perquisites, benefits and allowances for self and family such as House Rent Allowances, Leave Travel Allowance, Medical Allowance, Reimbursement Allowance, Communication facility and such other perquisites, benefits and allowances, all as per the policy of the Company and as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors."

The overall remuneration of Shri Hemal R. Shah, as Whole Time Director shall be Rs. 18,33,120/- (Rupees Eighteen Lakh Thirty-Three Thousand One Hundred Twenty only) per annum up to March 31, 2021 and Rs. 24,00,000/- (Rupees Twenty-Four Lakhs only) per annum with effect from April 1, 2021, with a power to the Board of Directors to modify and revise within the overall limit prescribed under Act includes any amendment thereof.

- ii. In addition to above, he shall also be eligible for company's contribution to provident fund, superannuation fund or Annuity Fund or leave encashment if any and gratuity as per the policy of the Company;

The Nomination and Remuneration Committee be authorised to decide and to amend as may be necessary from time to time the nature of perquisites, break up of remuneration and recommend to the Board of Directors such further revision(s) based on the increment(s) from time to time in accordance with the policy of the Company.

- iii. Shri Hemal R. Shah shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof;
- iv. He shall be liable to retire by rotation;
- v. 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 and rules made there under for the time being in force;



# SHREE RAMA MULTI-TECH LIMITED

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.

The information as to 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 as required under Regulation 36(3) of SEBI (LODR) Regulation, 2015 are also 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.

Your directors recommend the passing of the resolution as ordinary resolution as set out at item no.4 of the Notice in the interest of the company.

## ITEM NO. 5

The Board of Directors in its meeting held on June 24, 2021, on the recommendation of the Audit Committee, has approved the appointment of M/s Maulin Shah & Associates (FRN: 101527), Cost Accountants to conduct the audit of the cost records of the Company in respect of product group – 'Plastics and Polymers' at a remuneration of Rs. 60,000 per annum plus applicable tax for the Financial Year 2021-22.

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 2021-22.

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

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

**Place:** Moti-Bhoyan  
**Date:** August 12, 2021

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) 27 546800, 27546900  
Website: [www.srmtl.com](http://www.srmtl.com)  
E-mail: [cslegal@srmtl.com](mailto:cslegal@srmtl.com)

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



# SHREE RAMA MULTI-TECH LIMITED

## ITEM NO. 3

**Information pursuant to Para (iv) of Section II of Part II of Schedule V to the Companies Act, 2013:**

<b>I. GENERAL INFORMATION:</b>	
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 2019-20 and 2020-21 are provided in the Annual Report 2020-21 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 Shailesh K. Desai			
1	Background Details	Shri Shailesh K. Desai holds Bachelor degree in Commerce Field. He is possessing more than 25 years of experience in packaging industry.	
2	Past Remuneration	The past remuneration drawn by Shri. Shailesh K. Desai for the last Financial year i.e. 2020-21 was as follows:	
		Particulars	Amount(Rs. in Lakhs) P.A
		Basic Salary	24.00
		Perquisites	46.00
		Total Aggregate Salary	70.00
3	Recognition or awards	N.A	
4	Job Profile and his suitability	He has vast experience in the field of Packaging Industry with excellent management and business skills and other aspects of running the organization, expertise in execution of projects along with his contribution made during his tenure has been a strong factor in considering his re-appointment in the Board.	





# SHREE RAMA MULTI-TECH LIMITED

5	Remuneration Proposed	As mentioned in explanatory statement in respect of item no. 3 of this notice of 27th 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 if any.	No pecuniary relationship, directly or indirectly, with the Company apart from receiving managerial remuneration. Shri Shailesh K. Desai 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 and effect of present Covid-19 pandemic.
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 expectation to control the Covid-19 pandemic situation which may increase the revenue in the coming years.



# SHREE RAMA MULTI-TECH LIMITED

## **Information pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to directors seeking appointment/ re-appointment:**

Name of Director	Shri Shailesh K. Desai
Date of Birth	19th May 1960
Qualifications	B.Com
Expertise in specific functional areas	Packaging Industry
Directorship held in other listed companies	Not applicable
Number of membership chairmanship held in committees of the Board of other listed companies.	Not applicable
Relationship between Directors inter-se	Not related to any Director in terms of Companies Act, 2013
Shareholding of Non-Executive directors (applicable if any)	Not applicable
Number of shares held in the company	Nil

### **ITEM NO. 4**

## **Information pursuant to Para (iv) of Section II of Part II of Schedule V to the Companies Act, 2013:**

<b>I. GENERAL INFORMATION:</b>	
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 details of financial performance of the Company for the years 2019-20 and 2020-21 are provided in the Annual Report 2020-21 which accompanies this Notice.
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."



# SHREE RAMA MULTI-TECH LIMITED

## II. INFORMATION ABOUT THE MANAGERIAL PERSONNEL VIZ. HEMAL R SHAH, WHOLE TIME DIRECTOR WHOSE REMUNERATION PROPOSED TO BE REVISED:

### 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 23 years of experience in packaging industry. He has been working with the Company since last 17 years.	
2	Past Remuneration	The past remuneration drawn by Shri. Hemal R Shah for the last Financial year i.e. 2020-21 was as follows:	
		Particulars	Amount(Rs. in Lakhs) P.A
		Basic Salary	4.56
		Perquisites	13.77
		Total Aggregate Salary	18.33
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 27th 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 and effect of present Covid-19 pandemic.
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 expectation to control the Covid-19 pandemic situation which may increase the revenue in the coming years.



# SHREE RAMA MULTI-TECH LIMITED

**Information pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 about the managerial personnel viz. Hemal R Shah, Whole Time Director whose remuneration proposed to be revised:**

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 23 years in packaging industry
Directorship held in other listed companies	Not applicable
Number of membership chairmanship held in committees of the Board of other listed companies.	Not applicable
Relationship between Directors inter-se	Not related to any Director in terms of Companies Act, 2013
Shareholding of Non-Executive directors (applicable if any)	Not applicable
Number of shares held in the company	Nil

**Information pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to directors seeking appointment/ re-appointment:**

Name of Director	Shri Mittal K. Patel
Date of Birth	27th November 1983
Qualifications	M.B.A (Finance)
Expertise in specific functional areas	Finance and Accounts
Directorship held in other listed companies	Nil
Number of membership/ chairmanship held in other listed companies	Nil
Relationship between Directors inter-se	Not related to any Director in terms of Companies Act, 2013
Number of shares held in the company	Nil