



SHREE RAMA MULTI-TECH LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT the 23rd Annual General Meeting of the Members of the Company will be held on Thursday, 21st September, 2017 at 10:30 A.M. at ATMA Conference Hall, Ahmedabad Textile Mills Association, Ashram Road, Ahmedabad –380 009 to transact the following business: -

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2017 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.
- 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 Chandulal M Shah & Co., Chartered Accountants, (FRN 101698W), be and are hereby appointed as Statutory Auditors of the Company to hold office from conclusion of 23rd Annual General meeting till the conclusion of 28th Annual General Meeting of the Company, subject to ratification by the members at every Annual General Meeting to be held during the said period on such remuneration and reimbursement of out of pocket expenses for the purpose of Audit as may be decided by the Board of directors on recommendation of Audit Committee.”

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with 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) and Schedule V of the Act, as amended from time to time, approval of the members be and is hereby accorded to increase the remuneration of Shri Shailesh K. Desai, Managing Director (DIN: 01783891) of the Company, with effect from 1st June, 2016 for the remaining term of appointment, as set out in the explanatory statement annexed to the notice.”

“RESOLVED FURTHER THAT the powers and such duties delegated/entrusted to Shri Shailesh K. Desai, Managing Director under supervision and control of the Board be remain unchanged.”

“RESOLVED FURTHER THAT where in any financial year the Company has no profits or its profits are inadequate, the remuneration payable to the Managing Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in



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accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Committee to decide the breakup of the remuneration from time to time in consultation with the Managing Director.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to modify and/or vary the terms and conditions of appointment including remuneration from time to time which shall be within the scope of Section II of Part II of Schedule V of the Companies Act, 2013 or any amendment(s) or re-enactment(s) thereof and also 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 Section 196, 197, 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to the re-appointment of Shri Hemal R. Shah (DIN: 07338419) as Whole-Time Director of the Company, for a period of two years with effect from 27th November, 2016, upon terms and conditions as set out in the explanatory statement annexed to the 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/or vary the terms and conditions of appointment including remuneration from time to time which shall be within the scope of applicable provisions of the Companies Act, 2013 or any amendment(s) or re-enactment(s) thereof and also to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Date : August 12, 2017

Place : Moti Bhojan

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.

Shailesh Desai
Managing Director
(DIN: 01783891)



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NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his / her identity at the time of attending the meeting.
2. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a Certified True Copy of relevant Board Resolution, along with attested specimen of signature together with the ID proofs of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
3. Attendance slip, proxy form and the route map showing direction to reach the venue of 23rd AGM are annexed hereto.
4. 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.
5. Pursuant to 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.
6. Members / Proxies / Authorized Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy(ies) of their Annual Report.
7. Relevant documents referred to in the accompanying Notice and statements are open for inspection by the members at the Registered Office of the Company on all working days (Except Saturday) during business hours up to the date of the Meeting.
8. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
9. The Register of members and share transfer book of the Company will remain closed from Friday, 15th September, 2017 to Thursday, 21st September, 2017 (both days inclusive) for the purpose of Annual General meeting.
10. Members holding shares in physical mode:
 - a) are required to submit their Permanent Account Number (PAN) to the Company / Karvy Computershare Pvt. Ltd., as mandated by the Securities and Exchange Board of India (SEBI) for every participant in securities market.



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- b) are advised to make nomination in respect of their shareholding in the Company. Nomination form (SH-13) is made available on the Company's website: www.srmtl.com.
11. Members holding shares in electronic mode:
- a) are requested to submit their PAN 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.
12. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Karvy Computershare Pvt. Ltd., for consolidation into a single folio.
13. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the Karvy Computershare Pvt. Ltd., R&T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participants.
14. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing paperless compliance by the Companies and has issued circulars stating that services of Notice/Documents including Annual Report can be sent by email to its members. The annual report for the financial year 2016-17 has been sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/depository participants. The annual report is also available on our website i.e. www.srmtl.com. The physical copy of the annual report has been sent to those members who have either opted for the same or have not registered their email addresses with the Company/depository participant. The members will be entitled to a physical copy of the annual report for the financial year 2016-17 upon sending a request to the Company.

Members who would like to receive all communication including Annual Report, Notices, Circulars, etc. from the Company in electronic mode in lieu of physical copy (in order to save usage of paper) and who have not registered their e-mail addresses so far or who would like to update their e-mail addresses already registered, are requested to register/update their e-mail addresses:

- in respect of electronic shareholding - through their respective Depository Participants;
- in respect of physical shareholding - by sending a request to the Company's Share Transfer Agent, mentioning therein their folio number and e-mail address.

15. Voting through Electronic Means

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Secretarial Standard 2 of Secretarial Standards on General Meetings and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members



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using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Karvy Computershare Private Limited (“Karvy”).

- II. The Company has engaged the services of M/s. Karvy Computershare Private Limited (“Karvy”) as the Authorized Agency to provide e-voting facilities.

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

Commencement of e-voting : Monday, 18th September, 2017 (09:00 A.M.)

End of e-voting : Wednesday, 20th September, 2017 (05:00 P.M.)

The cut-off date (i.e. the record date) for the purpose of e-voting is Thursday, 14th September, 2017.

Please read the procedure and instructions for e-voting given below before exercising the vote.

Procedure and instructions for e-voting

A. Members who received the Notice through e-mail from Karvy:

- i. Open your web browser during the voting period and navigate to ‘https://evoting.karvy.com’
- ii. Enter the login credentials (i.e., user-id & password). However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote:

| | |
|-----------|---|
| User – ID | For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 digit Client ID b) For CDSL :- 16 digits Beneficiary ID / Client ID For Members holding shares in Physical Form:- Event No. (EVENT) followed by Folio No. registered with the Company |
| Password | Your unique password is printed in separate form provided along with Annual Report / provided in the e-mail forwarding the electronic notice |

- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach Password Change Menu wherein they are required to mandatorily change their password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc on first login. You may also enter a secret question of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- v. After changing password, you need to login again with the new credentials.
- vi. On successful login, the system will prompt to select the “Event” i.e., Shree Rama Multi-Tech Limited.



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- vii. On the voting page, enter the number of shares (which represents number of votes) as on the cut-off date under “FOR/AGAINST/ABSTAIN” against the resolution or alternatively you may partially enter any number in “FOR” , partially in “AGAINST” and partially in “ABSTAIN” but the total number in “FOR/AGAINST/ABSTAIN” taken together should not exceed your total shareholding.
- viii. You may then cast your vote by selecting an appropriate option and click on “Submit”. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.
- ix. Corporate/Institutional Members (corporate /FIs /FIIs/Trust/Mutual Funds/Companies, etc) are additionally required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc. together with the attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: pcschirag@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_Event No.”.

B. In case of Members receiving the Notice by post:

1. Please use the User ID and initial password as provided in separate form provided along with Annual Report as per following format:

| EVENT (e-voting event number) | USER ID | PASSWORD/ PIN |
|----------------------------------|---------|---------------|
|----------------------------------|---------|---------------|

2. Please follow all steps from Sr. No. (i) to (ix) as mentioned in (A) above, to cast your vote.
- C.** The e- voting period commences on 18th September, 2017 at 09.00 A.M and ends on 20th September, 2017 at 05.00 P.M. In case of any query pertaining to e-voting, please visit Help & FAQs section of Karvy e-voting website.
- D.** Once the vote on the resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently. Further, the shareholders who have cast their vote electronically shall not be allowed to vote again at the AGM.
- E.** M/s Chirag Shah & Associates, Practicing Company Secretaries has been appointed as Scrutinizer for conducting the e-voting process in accordance with law. The Scrutinizer’s decision on the validity of e-voting shall be final. The e-mail ID of the Scrutinizer is pcschirag@gmail.com.
- F.** The Scrutinizer shall, on the date of the AGM, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer’s report of the votes cast in favour or against, if any, and submit it to the Chairman.
- G.** The result of voting will be announced by the Chairman of the AGM at or after the AGM to be held on Thursday, 21st September, 2017 and the resolution will be



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deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolution.

- H. The result of the voting along with the Scrutinizer's Report will be communicated to the stock exchanges and will also be hosted on the website of the Company (www.srmtl.com) and on Karvy's website (<https://evoting.karvy.com>) within 48 hours of completion of voting.
- I. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders / beneficial owners as on Thursday, 14th September, 2017 Shareholders holding shares either in physical form or dematerialized form may cast their vote electronically.
- J. Shareholders / proxies may also vote at the venue of the meeting physically by using the ballot papers that will be provided at the venue. Shareholders / proxies who have cast their votes through e-voting will not be allowed to cast their votes physically at the venue of the AGM.
- K. In case of any grievances connected with the voting by electronic means, shareholders are requested to contact Mr. Nageshwara Rao, Karvy Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500 032, E-mail: einward.ris@karvy.com, Phone : 040-67162222.
- L. Members who have acquired shares after the despatch of the Notice and before the Cut off date may obtain the user ID by approaching Mr. Nageshwara Rao, Karvy Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500 032, E-mail: einward.ris@karvy.com, Phone: 040-67162222, for issuance of the user ID and password for exercising their right to vote by electronic means.



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ANNEXURE TO NOTICE

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

ITEM NO. 4

Shri Shailesh K. Desai, aged 57 years, the Managing Director of the Company holds Bachelor degree in Commerce field and has over 22 years of experience in printing and packaging industry. He was appointed at the meeting of Board of Directors of the Company held on 3rd August, 2015 for a tenure of three years and his appointment was approved by the members at the 21st Annual General Meeting of the Company.

The Nomination and Remuneration Committee of Board of Directors of the Company at its meeting held on 13th December, 2016 recommended for the increase in the remuneration payable to the Managing Director, with effect from 1st June, 2016 considering his contribution, dedication, expertise in execution of projects and improvement in the overall financials of the Company under his supervision and guidance during his current tenure as Managing Director of the Company. The Board of Directors at its meeting held on 13th December, 2016 considering the recommendation made by the committee, approved the increase in the remuneration within overall ceiling as prescribed under the Act as narrated below, subject to approval of members at this annual general meeting:

Remuneration:

- a) Rs. 55.20 Lacs per annum as salary (Rupees Fifty-Five Lacs Twenty Thousand only) or such higher amount as may be approved by the Board of Directors ("Board") from time to time;
- b) The perquisites, benefits, and allowance as permissible in accordance with the Rules of the Company or as may be agreed by the Board from time to time;
- c) In addition to above, he shall be entitled for leave encashment and payment of gratuity as per the Rules of the Company;
- d) Overall Remuneration:

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

- e) 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;

- f) Shri Shailesh K. Desai shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof;
- g) The perquisites shall be valued in terms of actual expenditure incurred by the Company and shall be evaluated wherever applicable as per Income Tax Act, 1961 or rules made thereunder and any modification thereof."



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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.

Your directors recommend passing of resolution proposed at Item no. 4.

Shri Shailesh K. Desai is not related to any other Director on the Board in term 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. 4 of the notice.

ITEM NO. 5

Shri Hemal R. Shah, aged 40 years, holds Bachelor degree in Science and is having 20 years of experience in plastic & packaging industry. He was appointed as Whole Time Director at the meeting of Board of Directors of the Company held on 27th November, 2015 for a tenure of one year.

The Nomination and Remuneration Committee of Board of Directors of the Company at its meeting held on 10th November, 2016, recommended his re-appointment for a period of two years with effect from 27th November, 2016 considering his long association with the Company and witness to the overall improvement in the performance of the Company. The Board of Directors at their meeting held on 10th November, 2016 considering the recommendation of the Committee, approved his re-appointment on below mentioned terms and conditions, subject to approval of members at this annual general meeting:

Period:

Two years w.e.f. November 27, 2016.

Remuneration:

- a) Rs. 13.11 Lacs per annum as salary (Rupees Thirteen Lacs Eleven Thousand only) or such higher amount as may be approved by the Board of Directors ("Board") from time to time;
- b) The perquisites, benefits, and allowance as permissible in accordance with the Rules of the Company or as may be agreed by the Board from time to time;
- c) In addition to above, he shall be entitled for leave encashment and payment of gratuity as per the Rules of the Company;
- d) 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;

- e) 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 under the Companies Act, 2013 including any modification(s)



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or re-enactment thereof for the time being in force;

- f) Shri Hemal R. Shah shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof;
- g) The perquisites shall be valued in terms of actual expenditure incurred by the Company and shall be evaluated wherever applicable as per Income Tax Act, 1961 or rules made thereunder and any modification thereof.

Shri Hemal R. Shah shall be liable to retire by rotation as per the provisions of Companies Act, 2013.

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.

Your directors commend passing of resolution proposed at Item no. 5.

Shri Hemal R. Shah is not related to any other Director on the Board in term 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. 5 of the notice.

Date: August 12, 2017

Place: Moti Bhoyan

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.

Shailesh Desai
Managing Director
(DIN: 01783891)



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

| General Information | | |
|--|---|--|
| 1 | Nature of Industry | The Company is engaged in the Plastic and Packaging Industries |
| 2 | Date or expected date of commencement of commercial production | Not applicable |
| 3 | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing the prospectus | Not applicable |
| 4 | Financial Performance based on Indicator | The details of financial performance of the Company for the years 2015-16 and 2016-17 are provided in the Annual Report 2016-17 which accompanies this Notice. |
| 5 | Foreign Investment or Collaboration | The Company has not entered into any material foreign collaboration. The Company has one Subsidiary i.e. Shree Rama (Mauritius) Limited, Mauritius. The current status of the subsidiary Company is "Defunct." |
| Information about Shri Shailesh K. Desai | | |
| 1 | Back Ground Details | Mr. Shailesh K. Desai holds Bachelor degree in Commerce Field. He is possessing 22 years of experience in printing and packaging industry. |
| 2 | Past Remuneration | Before joining SRMTL, he was director in Hi-Scan Pvt. Ltd. |
| 3 | Job Profile and his suitability | He has vast experience in the field of Printing and Packaging Industry with good management skills, business and other aspects of running the organization, expertise in execution of projects has been a strong factor in considering his elevation to the board. |
| 4 | Remuneration Proposed | As mentioned in explanatory statement in respect of item no. 4 of this notice of 23 rd AGM. |
| 5 | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | Considering the size of the Company, the industry bench marks, experience and the responsibilities to be shoulder by him and also considering the loss, the proposed remuneration is within the overall ceiling as prescribed under Companies Act, 2013. |



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| Information about the appointee – Shri Hemal R. Shah | | |
|--|---|---|
| 1 | Back Ground Details | Mr. Hemal R. Shah holds Bachelor degree in Science and Post-Graduation Diploma in Plastics. He is possessing 20 years of experience in plastic & packaging business. He has been working with the Company since last 14 years. |
| 2 | Past Remuneration | Before joining SRMTL, he was working with Shailey Engineering Plastics Ltd and before that he was associated with VIP Industries Ltd in manufacturing lines. |
| 3 | Job Profile and his suitability | He has vast experience in the field of Plastics and Packaging with multiple additional skills on Techno-commercial side like Product costing, Business profitability and other aspects of running the organization. His proven track record in handling with complex issues like Man power handling, new Product design and Tube making expertise has been a strong factor in considering his elevation to the board. |
| 4 | Remuneration Proposed | As mentioned in explanatory statement in respect of item no. 5 of this notice of 23 rd AGM |
| 5 | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | Considering the size of the Company, the industry experience of the appointee and the responsibilities shouldered by him, and also considering the loss, the proposed remuneration is within the overall ceiling as prescribed under Companies Act, 2013. |



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Other Information

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



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DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

| | |
|--|-----------------------------|
| Name of Director | Shri Mittal K. Patel |
| Date of Birth | 27th November 1983 |
| Qualifications | M.B.A with Finance |
| Expertise in specific functional areas | Finance and Accounts |
| Directorship held in other public companies | Nil |
| Number of membership/chairmanship held in other public companies | Nil |
| Relationship between Directors inter-se | Not related to any Director |
| Number of shares held in the company | Nil |
| Shareholding in the Company | Nil |

| | |
|--|--|
| Name of Director | Shri Hemal R. Shah |
| Date of Birth | 26th July 1976 |
| Date of Appointment | 27th November 2016 |
| Qualifications | B.Sc (Chemistry), Post-graduation Diploma in Plastic |
| Expertise in specific functional areas | Experience of more than 20 years in Plastic and Packaging Industries |
| Directorship held in other companies | Nil |
| Number of membership/chairmanship held in other public companies | Nil |
| Relationship between Directors inter-se | Not related to any Director |
| Number of shares held in the company | Nil |



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Regd. Office : 301, Corporate House, Opp. Torrent House, Income Tax, Ahmedabad-380009.
Tel : (079)27546800, 27546900 • Website: www.srmtl.com • Email : cslegal@srmtl.com
CIN : L25200GJ1993PLCO20880

FORM NO. MGT-11

PROXY FROM

[Pursuant to Section 105(6) of the Companies Act,2013 and Rule 19(3) of the Companies (Management and Administration) Rule, 2014]

| | |
|--------------------------|--|
| Name of Share Holder(s) | |
| Registered Address | |
| E-mail ID | |
| Folio No./DPID/Client ID | |

I/We, being the member(s) of _____ Shares of the above named company, here by appoint:

- Name: _____ Address : _____
E-mail Id: _____ Signature : _____
Or failing him/her
- Name: _____ Address : _____
E-mail Id: _____ Signature : _____
Or failing him/her
- Name: _____ Address : _____
E-mail Id: _____ Signature : _____
Or failing him/her

and whose signatures are appended below as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 23rdAnnual General Meeting of the Company, to be held on Thursday, 21stSeptember, 2017 at 10:30 A.M. at ATMA Conference Hall, Ahmedabad Textile Mills Association, Ashram Road, Ahmedabad -380 009 and at any adjournment thereof in respect of such resolutions and as indicated below:

| Description of the Resolutions | |
|--------------------------------|--|
| 1 | Approval of Audited Annual Accounts for F.Y. 2016-17 |
| 2 | Re-appointment of Shri Mittal K. Patel as Director |
| 3 | Appointment of Statutory Auditors and fixing their remuneration |
| 4 | Increase in Remuneration of Managing Director of the Company. |
| 5 | Re-appointment of Shri Hemal R. Shah as a Whole-time Director of the Company |

Signed this _____ day of _____ 2017



Signature of Proxy Holder(s)

Signature of Shareholder

Note: This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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SHREE RAMA MULTI-TECH LIMITED

Regd. Office : 301, Corporate House, Opp. Torrent House, Income Tax, Ahmedabad-380009.
Tel : (079)27546800, 27546900 • Website: www.srmtl.com • Email : cslegal@srmtl.com
CIN : L25200GJ1993PLCO20880

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

| | |
|---|--|
| Name and Registered Address of the Sole / First Name Member | |
| Name(s) of the Joint Members if any | |
| Registered Folio No. / DP ID No. & Client ID No. | |
| Number of Shares Held | |
| Name of the Proxy / Representative | |

I/We hereby record my/our presence at the **23rd ANNUAL GENERAL MEETING** of the Company at ATMA Conference Hall, Ahmedabad Textile Mills Association, Ashram Road, Ahmedabad –380 009 on Thursday, 21st September, 2017 at 10:30 A.M.

Signature of the Member/ Proxy/Authorised Representative

Note:

1. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
2. Electronic copy of the Annual Report for Financial Year 2016-17 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form are being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for Financial Year 2016-17 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email address is not registered or have requested for a hard copy.