



# SHREE RAMA MULTI-TECH LIMITED

Regd. Office : 603, "Shikhar", Shreemali Society, Nr. Vadilal House, Mithakhali, Navrangpura, Ahmedabad-380 009. GUJARAT, INDIA. Phone : 079 – 26569855, 26569455 Fax : 26562667  
Email : cslegal@srmtl.com Website : www.srmtl.com CIN No : L25200GJ1993PLC020880

## NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY will be held on Saturday, January 31, 2015 at 11.30 a.m. at ATMA Conference Hall, Ahmedabad Textile Mills Association, Ashram Road, Ahmedabad –380 009 to transact the following business:

### **1. To approve Borrowing limits of the Company**

To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution –

**“RESOLVED THAT** in supersession of the resolution passed under Section 293(1)(d) of the erstwhile Companies Act, 1956 and pursuant to section 180(1)(c) and other applicable provisions, if any of the Companies Act, 2013 ( including any statutory modification or re-enactment thereof), consent of the Company be and is hereby accorded to the Board of Directors of the Company ( hereinafter referred to as “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this resolution) to borrow by way of loan/debentures(whether secured or unsecured)/bonds/deposits/fund based/non fund based limits/guarantee for the purpose of the business of the Company any sum or sums of money either in Indian or foreign currency from time to time from any bank(s) or any financial institution(s) or any other institutions(s), firm(s), body corporate(s) or other person(s) or from any other source in India or out side India whomsoever in addition to the temporary loans obtained from the Company's Banker(s) in the ordinary course of business provided that the sum or sums so borrowed under this resolution and remaining outstanding at any time shall not exceed in the aggregate Rs. 1000 Crore (Rupees One Thousand Crore only).”

**“RESOLVED FURTHER THAT** the Board of the Company or its committee be and is hereby authorised to do all such acts, deeds, matters and things and to execute such documents or writings as it may in its absolute discretion consider necessary, expedient or proper for the purpose of giving effect of this resolution.”

### **2. To create charge on the assets of the Company**

To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution -

**“RESOLVED THAT** in supersession to the resolution passed under section 293(1)(a) of the erstwhile Companies Act, 1956 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions if any of Companies Act, 2013, read with relevant rules made thereon, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as “the Board” which term shall deemed to include any committee thereof for the time being exercising powers conferred on the Board by this resolution) of the Company, to create charges, mortgages and hypothecation in such form and manner and with such ranking and at such time and on such terms as the Board may determine on all or any of the movable and/or immovable properties both present and future and/or to sell, lease, or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertakings(s), in favor of the lender(s), agent(s), and the trustee(s) including body(ies) corporate or person(s) for securing the borrowing/financial assistance (in foreign currency



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and/or rupee currency) and/or to give a collateral securities for the borrowing/ guarantee of any group/associate Companies or otherwise, to charge the assets of the Company for money availed/to be availed by way of loan and securities issued/to be issued by the Company from time to time, upto value not exceeding the limit approved by the Shareholders under section 180(1)(c) of the Companies Act, 2013 from time to time together with interest, additional interest, compounded interest in case of default, accumulated interest, damages, commitment charges and other money payable by the Company to the respective lender(s) in terms of any agreement(s)/any other document(s) entered into/to be entered into by the Company.”

“RESOLVED FURTHER that the Board be and is hereby severally authorized to finalize with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution.”

Date : 22/12/2014  
Place : Ahmedabad

By Order of the Board of Directors

Regd. Office :  
603, “Shikhar”,  
Shreemali Society,  
Nr. Vadilal House, Mithakali,  
Navrangpura, Ahmedabad-380009  
CIN: L25200GJ1993PLC020880

**Minakshi Tak**  
Company Secretary



**NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, 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 proxy for any other person or Member. In order to become valid, the proxy forms should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting. The proxy form is enclosed.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts relating to the business stated under Item Nos. 1 to 2 is annexed here to.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a Certified Copy of the Board Resolution authorising their representatives to attend and vote on poll on their behalf at the Meeting.
4. Members are requested to bring their attendance slip along with their copy of Notice to the Meeting.
5. The notice of EGM is being sent by Electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email addresses physical copies of the notice of EGM are being sent by the permitted mode. Details of the process and the manner of E-voting is listed below and the User ID and Password are being sent separately to all the members along with the Notice.

**INSTRUCTIONS FOR E-VOTING**

- A. In case a Member receiving an email of the EGM Notice from Karvy [for Members whose email IDs are registered with the Company/ Depository Participant(s)]:
  - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
  - (ii) Enter the login credentials (i.e., User ID and password mentioned below). Your Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your 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 "EVENT" i.e., SHREE RAMA MULTI-TECH LIMITED.



- (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 in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option ABSTAIN. If the shareholder 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) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
  - (ix) You may then cast your vote by selecting an appropriate option and click on “Submit”.
  - (x) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolution(s).
  - (xi) 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. together with 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 physical copy of the EGM Notice by courier [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:
- (i) User ID and initial password as provided below.
  - (ii) Please follow all steps from Sr. No. (i) to (xi) as mentioned in (A) above, to cast your vote1. Launch internet browser by typing the following URL: <http://evoting.karvy.com>.
- C. The e-voting period commences on the Saturday, 24th January, 2015 at 9:00 A.M. and ends on Monday, 26th January, 2015 at 5.30 P.M. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being Wednesday, 31<sup>st</sup> December, 2014, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have casted their vote electronically shall not vote by way of poll, if held at the Meeting.
- D. In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com>. (Karvy's website).
- E. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date being Wednesday, 31<sup>st</sup> December, 2014.
- F. The Company has appointed Mr. Chirag Shah, Practising Company Secretary (Membership No. FCS 5545; CP No. 3498) as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- G. The Scrutinizer after conclusion of the e-voting period will unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman of the Company.
- H. The Results on resolution shall be declared on or after the Extraordinary General Meeting of the Company and the resolution will be deemed to be passed on the Extraordinary General Meeting date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- I. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company ([www.srmtl.com](http://www.srmtl.com)) and Service Provider's website (<https://evoting.karvy.com>) within two (2) days of passing of the resolution and communication of the same to the BSE Limited and the National Stock Exchange of India Limited.



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

**ITEM 1**

The Members of the Company, at the Annual General Meeting held on 30.10.1999 has accorded by way of an Ordinary resolution, their approval to the Board of Directors of the Company and/or a Committee thereof for borrowing monies on behalf of the Company, from time to time, exceeding the paid up capital and free reserves upto an aggregate amount to Rs.1000 crore under section 293(1)(d) of the erstwhile Companies Act, 1956.

Now with the enactment of new Companies Act, 2013, the provisions of the earlier Act ceased to exist. Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 the Board of Directors of the Company shall not except with the consent of the Company in General Meeting by way of special resolution, borrow, together with the money already borrowed by the company in excess of the paid-up capital and free reserves of the Company and therefore in supersession of earlier resolutions passed as aforesaid it is necessary to pass a special resolution under section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and Rules made thereunder as set out at item no. 1 of the notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company.

Hence, it is proposed to empower and authorize the Board of Directors of the Company to borrow money from any Bank(s), Financial Institutions (FIs,) Bodies Corporate or Business Associates or other any person or entity etc., in excess of paid up capital and free reserves of the Company by a sum not exceeding Rs. 1000 Crore (Rupees One Thousand Crore only)for the purposes of business activities of the Company.

As per Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, approval of the members is sought by way of a Special resolution.

Hence, the Board of Directors recommends passing of the enabling resolution mentioned at item No.1 in the notice. None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

**ITEM 2**

The Members of the Company, at the Annual General Meeting held on 30.10.1999 has approved creating Charges or mortgages on immovable and movable properties under section 293(1)(a) in accordance with the limit approved under section 293 (1)(d) mortgage by way of an Ordinary resolution, their approval to the Board of Directors as per the erstwhile Companies Act, 1956. Section 180(1)(a) of the Companies Act, 2013, which has replaced section 293(1)(a) of the Companies Act, 1956. As per the provisions of Section 180(1)(a) of the Companies Act, 2013, a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the Shareholders is obtained by way of a Special Resolution.



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In connection with the loan/credit facilities to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders (up to the limits approved under Section 180(1)(c) of the Companies Act, 2013), for the purposes of securing the loan/credit facilities extended by them to the Company. Further, upon occurrence of default under the relevant Loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, properties and licenses including the rights of sale/disposal thereof, creation of charge/s as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default would amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

As per Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, approval of the members is sought by way of an Special resolution. Hence, the Board of Directors recommends passing of the enabling resolution mentioned at item No.2 in the notice.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

Date : 22/12/2014  
Place : Ahmedabad

By Order of the Board of Directors

Regd. Office :  
603, "Shikhar",  
Shreemali Society,  
Nr. Vadilal House, Mithakali,  
Navrangpura, Ahmedabad-380009  
CIN: L25200GJ1993PLC020880

**Minakshi Tak**  
Company Secretary



**SHREE RAMA MULTI-TECH LIMITED**

**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]

CIN : L25200GJ1993PLC020880

Name of the Company : **Shree Rama Multi-Tech Limited**  
Registered Office : 603, Shikhar, Shrimali Society, Nr. Vadilal House,  
Mithakhali, Navrangpura, Ahmedabad, Gujarat- India  
Website: www.srmtl.com

Name of Share Holder(s) :  
Registered Address :  
Email ID. :  
Folio No./DP ID/Client ID :

I/We, being the member(s) of \_\_\_\_\_ Shares of the above named company, hereby appoint :

1. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_  
Or failing him/her

2. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_  
Or failing him/her

3. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_  
Or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Saturday, 31<sup>st</sup> January, 2015 at 11.30 A.M. at Atma conference hall, Ahmedabad Textile Mills Association, Ashram Road, Ahmedabad-380009 and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Sr. No.	Description of the Resolution
1.	To approve borrowing limits of the Company
2.	To create charge on the assets of the Company

Affix  
Rs. 1  
Revenue  
Stamp

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

\_\_\_\_\_  
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.**

**BOOK - POST**



**SHREE RAMA**

If undelivered please return to :

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**Email** : [cslegal@srmtl.com](mailto:cslegal@srmtl.com) **Website** : [www.srmtl.com](http://www.srmtl.com) **CIN No** : L25200GJ1993PLC020880





# SHREE RAMA MULTI-TECH LIMITED

CIN NO. : L25200GJ1993PLC020880

Regd. Office : 603, "Shikhar", Shreemali Society, Nr. Vadilal House, Mithakhali, Navrangpura, Ahmedabad - 380 009.  
Gujarat, India. Phone : 079 - 26569855, 26569455 Fax : 26562667

Email ID : cslegal@srmtl.com Web : www.srmtl.com

## Attendance Slip for an Extraordinary General Meeting (to be handed over at the registration counter)

Registered Folio No. / DP ID and Client ID :  
Name of the Sole / First Named Member :  
Registered Address :

Name(s) of the Joint Member(s), if any :

No. of Shares held :

Dear Member,

### Sub : Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rule, 2014 and clause 35B of the Listing Agreement, Shree Rama Multi - Tech Limited ("The Company") is offering e-voting facility to its members in respect of the business to be transacted at the Extraordinary General Meeting Scheduled to be held on Saturday, January 31, 2015 at 11.30 A.M..

The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Authorised Agency to provide e-Voting facilities. The e-voting particulars are set out below.

EVENT (E-VOTING EVENT NUMBER)	USER ID	PASSWORD / PIN

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

Commencement of e-voting : **Forms 09.00 a.m. (IST) on 24th January, 2015**

End of e-voting : **Up to 05.30 p.m. (IST) on 26th January, 2015**

Cutoff Date : **Wednesday, December 31, 2014**

Please read the detailed procedure on electronic voting provided in the notice of EGM before exercising the Vote, This communication forms an integral part of the Notice dated 22nd December, 2014 for an Extraordinary General Meeting Scheduled to be held on 31st January, 2015 is enclosed herewith. Attention is invited to the statement on the accompanying Notice that the business of the meeting may be transacted through e-voting system and that the Company is providing facility for voting by electronic means.

Yours Faithfully,  
For, **SHREE RAMA MULTI-TECH LIMITED**

Ahmedabad  
22nd December, 2014

Company Secretary