



NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of the Company will be held on Friday, March 15, 2024 at 11.00 A.M. through video conferencing (VC)/ other audio visual means (OAVM) to transact the following businesses:

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereof from time to time and as per Articles of Association of the company and also upon the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors, Shri VijayKumar Ratilal Shah (DIN: 00376570) who was appointed by the Board of Directors as an Additional Director (Independent) of the Company with effect from February 7, 2024 and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Company not liable to retire by rotation for a term of five years, with effect from February 7, 2024 to February 6, 2029.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereof from time to time, the consent of the Shareholders be and is hereby also accorded for continuation of directorship of Shri VijayKumar Ratilal Shah (DIN: 00376570), as a Non-Executive Independent Director of the Company who will attain the age of 75 years during his tenure, till the expiry of his term of appointment i.e., up to February 6, 2029;

RESOLVED FURTHER THAT Board of Directors and /or Company Secretary of the Company, be and is hereby authorized to sign and execute the necessary papers, deeds, returns and other documents to be filed with the office of the Register of Companies and to do any act, deed, thing, matter, connected with the aforesaid matter or any other matter incidental or ancillary thereto.”

- 2) 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 61(1)(e) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof) (“the Act”) and subject to other permissions and approvals, if any, as may be required, consent of the Company be and is hereby accorded to the cancellation of 87,550 equity shares issued out of the authorised share capital of the Company, which were forfeited by the Company, and which have neither been re-issued nor have been taken up or agreed to be taken up by any person and the amount of issued and subscribed share capital be and is hereby diminished by an amount of Rs. 2,62,625/- being the amount paid up on the forfeited shares so cancelled.”



SHREE RAMA MULTI-TECH LIMITED

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Place: Moti-Bhoyan
Date: February 7, 2024

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

Registered Office:
Block No. 1557, Village - Moti-Bhoyan,
Kalol-Khatraj Road, Taluka – Kalol,
Gandhi Nagar,
Gujarat, 382721
CIN: L25200GJ1993PLC020880
Tel.: (079) 27546800, 27546900
Website: www.srmtl.com
E-mail: cslegal@srmtl.com

Sandip A. Mistry
Company Secretary
Membership No.: 6548



NOTES

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Extra-Ordinary General Meeting (EGM) 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 issued Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 and Circular No. 21/2021 dated 14th December, 2021 and 02/2022 dated 5th May 2022, 10/2022 dated 28th December, 2022 and latest Circular No. 09/2023 dated 25th September, 2023 ("MCA Circulars") and Circular No. SEBI/HO/ CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/DDHS/P/CIR/ 2022/0063 dated 13th May, 2022, SEBI/HO/CRD/PoD-2/ P/ CIR/2023/4 dated 5th January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Extra-Ordinary General Meeting through VC/OVAM.
2. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting. Corporate members intending to authorise their representatives pursuant to Section 113 of the Act to participate in the Meeting and cast their votes through e-voting, are requested to send certified copy of the Board / governing body resolution / authorisation, etc. authorising their representatives to attend and vote on their behalf by email to pcschirag@gmail.com and a copy be marked to evoting@nsdl.com with the subject line 'SHREE RAMA MULITI-TECH LIMITED'
3. The Members can join the EGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include 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. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and September 25, 2023 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting



SHREE RAMA MULTI-TECH LIMITED

through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, and SEBI, the Notice of EGM is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depositories. The Notice calling the EGM has been uploaded on the website of the Company at www.srmtl.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and latest Circular No. 09/2023 dated September 25, 2023.
8. 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.
9. 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.
10. 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 EGM in a fair and transparent manner.
11. Since the EGM 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.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EXTRA ORDINARY GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Tuesday, March 12, 2024 (09:00 a.m.) and ends on Thursday, March 14, 2024 (05:00 p.m.). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, March 8, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being March 8, 2024.

The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, March 8, 2024 to Friday, March 15, 2024 (both days inclusive) for purpose of Extra-Ordinary General Meeting.



How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After



Type of shareholders	Login Method
	<p>successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.



SHREE RAMA MULTI-TECH LIMITED

Type of shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.



SHREE RAMA MULTI-TECH LIMITED

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL



SHREE RAMA MULTI-TECH LIMITED

account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to at pcschirag@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cslegal@srmtl.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cslegal@srmtl.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



SHREE RAMA MULTI-TECH LIMITED

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. 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 in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their Name, DP ID & client ID / folio No., mobile number from their registered email address between March 6, 2024 (09:00 am) to March 9, 2024 (05:00 pm) at cslegal@srmtl.com. The same will be replied by the company suitably.
6. Members, who would like to express their views or ask questions during the EGM will have to register themselves as a speaker by sending their request mentioning their Name, DP ID & client ID/folio No., Mobile number from their registered email address between March 12, 2024 (09:00 am) to March 13, 2024 (05:00 pm) at cslegal@srmtl.com. Only those members who have



SHREE RAMA MULTI-TECH LIMITED

registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM. Only questions of the members holding shares as on the cut-off date will be considered.

7. Further, members registered as speakers will be required to allow camera during EGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.

Place: Moti-Bhoyan
Date: February 7, 2024

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

Registered Office:
Block No. 1557, Village - Moti-Bhoyan,
Kalol-Khatraj Road, Taluka – Kalol,
Gandhi Nagar,
Gujarat, 382721
CIN: L25200GJ1993PLC020880
Tel.: (079) 27546800, 27546900
Website: www.srmtl.com
E-mail: cslegal@srmtl.com

Sandip A. Mistry
Company Secretary
Membership No.: 6548



ANNEXURE TO NOTICE

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

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder sets out all material facts relating to the special business mentioned at Item Nos. 1 and 2 of the accompanying Notice dated February 7, 2024.

ITEM NO. 1

Shri VijayKumar Ratilal Shah (DIN: 00376570) who was appointed as an Additional Director (Independent) of the Company by the Board of Directors in its meeting held on February 7, 2024 pursuant to the provisions of Section 161(1) of the Act and SEBI (LODR) Regulations, 2015 and Section 149 of the Act and the Articles of Association of the Company and in terms of the Nomination and Remuneration Policy of the Company and based on the recommendations of Nomination and Remuneration Committee, subject to the approval of the members at the Meeting and is eligible for appointment.

Shri VijayKumar Ratilal Shah (DIN: 00376570) has given his consent to act as Director. He has also given declaration to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and he meets the criteria of Independence as specified under Section 149(6) of the Act and SEBI (LODR) Regulations, 2015. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Shri VijayKumar Ratilal Shah (DIN: 00376570) as a candidate for the office of a Director.

In the opinion of the Board, Shri VijayKumar Ratilal Shah (DIN: 00376570) possess appropriate skills, experience, knowledge and expertise which would enable the Board to discharge its functions and duties effectively, and fulfils the conditions for appointment as an Independent Director as specified in the Act read with rules made thereunder and the, SEBI (LODR) Regulations 2015 and that he is independent of the management.

Pursuant to the provisions of the SEBI (LODR) Regulations 2015, as amended, no company shall appoint or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect. Shri VijayKumar Ratilal Shah (DIN: 00376570) will complete 75 years on September 11, 2027 and thereafter his continuation on the Board of the Company shall require approval of the shareholders by way of Special Resolution. Hence, the Board of Directors upon the recommendation of the Nomination and Remuneration Committee have approved the continuation of directorship of Shri VijayKumar Ratilal Shah as an Independent Director of the Company after attaining the age of 75 years till completion of his First term of appointment.

The Board considers that his association would be of immense benefit to the Company after attaining the age of 75 years and accordingly, the Board recommends the resolution with respect to the appointment and continuation of Shri VijayKumar Ratilal Shah as an Independent Directors upto



SHREE RAMA MULTI-TECH LIMITED

the Completion of first term of his appointment, for the approval by the shareholders of the Company.

The disclosures including brief resume and other details prescribed under Regulation 36(3) of the SEBI (LODR) Regulations 2015 read with Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') are provided below of the Notice. The copy of Appointment Letter setting out terms and conditions of his appointment is available for inspection by Members at the Registered Office of the Company on all working days during normal business hours of the Company. The terms and conditions of his appointment, being Independent Directors is posted on the Company's website i.e. www.srmtl.com

The Board of Directors recommends the Special Resolution set out at Item No. 1 of the Notice of EGM for approval of the Shareholders. None of the Directors except Shri VijayKumar Ratilal Shah, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid proposal.

ITEM NO. 2

The Board had forfeited 87,550 shares of face value of Rs.5/- each due to non-payment of Allotment money by the shareholders on August 31, 2004. The details of forfeited Equity Shares remaining in the books of the Company are 87550 Equity Shares having total amount paid Rs. 2,62,625/- on these shares.

The details of forfeited shares need to be shown in the Balance Sheet till the time these shares are either re-issued or cancelled. Since the quantity is too small for re-issue on rights basis or preferential basis, the Board has decided not to re-issue the forfeited shares, and since the said shares have not been taken or agreed to be taken by any person, the said shares are available to be cancelled.

Further, pursuant to Section 61(1)(e) of the Companies Act, 2013, a limited company having a share capital may, if so authorised by its articles, cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its issued share capital by the amount of the shares so cancelled.

Therefore, pursuant to Section 61(1)(e) of the Companies Act, 2013 and such other applicable provisions of the Companies Act, 2013, it is now proposed to cancel 87,550 Equity Shares and reduce the same from the issued, subscribed and paid-up capital of the Company. The Authorized Capital will not be affected by this cancellation and will remain at Rs. Rs.100 crores divided into 200,000,000 equity shares of Rs.5/- each. Upon cancellation of forfeited shares, the paid-up amount as stated hereinabove on these shares will be dealt with in accordance with applicable Indian Accounting Standards.

The resolutions contained in item no. 2 of the accompanying Notice, accordingly, seek shareholders' approval through ordinary resolution for authorizing the Board of Directors of the Company to cancel the forfeited shares and to complete all the formalities related thereto.



SHREE RAMA MULTI-TECH LIMITED

The Board recommends these resolutions as set out in the Notice for your approval as Ordinary Resolutions

None of the Directors or key managerial personnel of the Company or their relatives is / are, in any way concerned or interested, financially or otherwise, in the proposed resolution.

Place: Moti-Bhoyan
Date: February 7, 2024

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

Registered Office:
Block No. 1557, Village - Moti-Bhoyan,
Kalol-Khatraj Road, Taluka – Kalol,
Gandhi Nagar,
Gujarat, 382721
CIN: L25200GJ1993PLC020880
Tel.: (079) 27546800, 27546900
Website: www.srmtl.com
E-mail: cslegal@srmtl.com

Sandip A. Mistry
Company Secretary
Membership No.: 6548



SHREE RAMA MULTI-TECH LIMITED

Additional Information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting

Particulars	Shri VijayKumar Ratilal Shah					
DIN	00376570					
Date of Birth	11/09/1952					
Qualification	B.Com (Hons.), Chartered Accountant					
Date of first appointment on the Board	07/02/2024					
Nature of expertise in specific functional areas	He is having more than 25 years of experience in Accounts and Finance. He has been into practice undertaking various Statutory Audit, taxation and project appraisals.					
Terms and Conditions of appointment and re- appointment	As per recommendation of Nomination & Remuneration Committee and Board					
Remuneration	Not Applicable except Sitting Fees as approved by the Board of Directors					
List of Companies in which directorship held	1. Constera Realty Private Limited 2. Vadilal Chemicals Limited 3. Vadilal Industries INC USA					
Chairman/ Member of Committee of the Board of other Companies of which he is a Director	Vadilal Chemicals Limited: <table border="1" style="margin-left: auto; margin-right: auto;"> <tr> <td style="text-align: center;">Audit Committee</td> <td style="text-align: center;">Nomination and Remuneration Committees</td> </tr> <tr> <td style="text-align: center;">Chairman</td> <td style="text-align: center;">Member</td> </tr> </table>		Audit Committee	Nomination and Remuneration Committees	Chairman	Member
Audit Committee	Nomination and Remuneration Committees					
Chairman	Member					
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	1. Vadilal Industries Limited 2. Nirma Limited					
Relationship with Directors inter-se/Key managerial Personnel	He is not related to any Director/ Key managerial Personnel					
Shareholding in the Company as on date of Appointment	Not Applicable					
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	He is having sufficient breadth of skills in areas of Finance, strategy formulation and Project Management. The Company believes that his skills, knowledge, and experience will be advantageous to the effective functioning of the Company .					