



SHREE RAMA

Shree Rama Multi-Tech Limited

An ISO 9001 : 2015 Certified Company

18, CORPORATE HOUSE, OPP. DINESH HALL, NAVRANGPURA, AHMEDABAD-380009



REGD OFFICE: 18, CORPORATE HOUSE, OPP. TORRENT HOUSE, INCOME TAX, AHMEDABAD-380009.
TELE : (079) 27546800, 27546900 EMAIL : cslegal@srmf.com WEBSITE : www.srmf.com CIN NO : L25200GJ1993PLC020880

CERTIFIED COPY OF THE RESOLUTION PASSED BY THE RIGHTS ISSUE COMMITTEE OF DIRECTORS OF SHREE RAMA MULTI-TECH LIMITED AT ITS MEETING HELD ON 24TH MAY, 2023 AT 1557, MOTI BHOYAN, KALOL-KHATRAJ ROAD, TAL: KALOL, DIST. GANDHINAGAR

LISTING AND TRADING OF RIGHTS ENTITLEMENTS ON STOCK EXCHANGES

“RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) read with the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 read with SEBI circular bearing reference number SEBI/HO/CFD/SSEP/CIR/P/2022/66 dated May 19, 2022 (“SEBI Rights Issue Circulars”), the Rights Entitlements of the Eligible Equity Shareholders of the Company be listed and made available for trading on the platform of BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together, “Stock Exchanges”) and in this regard, necessary application be made to Stock Exchanges, for admission of Rights Entitlements for trading on their secondary market platform.”

“RESOLVED FURTHER THAT Shri Shailesh K. Desai, Managing Director, Shri Hemal R. Shah, Whole Time Director, and Shri Sandip Mistry, Company Secretary of the Company be and are hereby severally authorised and directed to do all such acts, deeds and things as are or may be warranted under the circumstances to ensure that the above Rights Entitlements are listed with the Stock Exchanges including making applications to the Stock Exchanges for listing and trading approvals and executing agreements, deeds, documents, undertakings and writings, as may be required in this regard.”

“RESOLVED FURTHER THAT copy of this resolution certified by any one of the directors or Company Secretary of the Company be furnished to stock exchange, depositories and such authorities as may be required.”

CERTIFIED TRUE COPY
For Shree Rama Multi-Tech Limited

Sandip Mistry
Company Secretary and Compliance Officer



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CREDIT OF RIGHTS ENTITLEMENT IN DEMATERIALIZED FORM

“RESOLVED THAT pursuant to the provision of Regulation 77A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) read with the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 read with SEBI circular bearing reference number SEBI/HO/CFD/SSEP/CIR/P/2022/66 dated May 19, 2022 (“SEBI Rights Issue Circulars”), the Right Entitlements of the Eligible Equity Shareholders of the Company be credited in dematerialized form in their respective DEMAT accounts as per their shareholding on the Record Date with the separate International Securities Identification Number (“ISIN”) obtained from depositories – INE879A20019 and in this regard necessary application be made to National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”), as applicable, to initiate credit of Rights Entitlements based upon such validation check, if any, as may the Registrar to the Issue being KFin Technologies Limited consider necessary.”

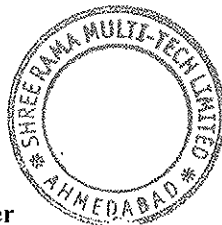
“RESOLVED FURTHER THAT in terms of the SEBI Rights Issue Circulars, the Rights Entitlements of those Eligible Equity Shareholders where the beneficiary details of such shareholders do not match with the beneficiary details available with the Depositories or where the Eligible Equity Shareholders are holding Equity Shares in physical form or where the ownership is currently under dispute, including any court proceedings and/ or currently under transmission or are held in a demat suspense account pursuant to the Regulation 39 of the SEBI Listing Regulations or are held in the account of IEPF authority, be credited to demat escrow account “2. SRMTL Rights unclaimed suspense account ”to be operated by the Registrar to the Issue. Provided further that, subject to the provisions of the SEBI Rights Issue Circular and the Letter of Offer, on receipt of the correct beneficiary details from such Eligible Equity Shareholders, the Registrar to the Rights Issue be and is hereby authorised to credit the Rights Entitlements to the beneficiary demat account(s) after due validation and verification.”

“RESOLVED FURTHER THAT Shri Shailesh K. Desai, Managing Director, Shri Hemal R. Shah, Whole Time Director, and Shri Sandip Mistry, Company Secretary of the Company be and are hereby severally authorised and directed to do all such acts, deeds and things as are or may be warranted under the circumstances to ensure that the above Rights Entitlements are credited in the respective demat accounts of the Eligible Equity Shareholders including making applications to the Depositories for corporate actions and executing agreements, deeds, documents, undertakings and writings, as may be required in this regard.”

“RESOLVED FURTHER THAT copy of this resolution certified by any one of the directors or Company Secretary of the Company be furnished to stock exchange, depositories and such authorities as may be required.”

CERTIFIED TRUE COPY
For Shree Rama Multi-Tech Limited

Sandip Mistry
Company Secretary and Compliance Officer



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APPROVAL OF THE ISSUE SCHEDULE

“RESOLVED THAT in accordance with the provisions of Section 62 (1) (a) of the Companies Act, 2013 read with relevant rules framed thereunder and any other provision, if applicable, of the Companies Act, 2013 (Act) (including any statutory modification(s), amendment(s) or re-enactments thereof), the Rights Issue Committee hereby considers and approves the following schedule for the purpose of the Rights Issue of Equity Shares of ₹5/- each at an issue price of ₹9 per Equity Share:

Particulars	Day and Date
Issue Opening Date	Monday, June 12, 2023
Last date for On Market Renunciation of Rights Entitlements	Wednesday, June 21, 2023
Issue Closing Date	Monday, June 26, 2023

“RESOLVED FURTHER THAT subject to provisions of the Companies Act, 2013 and the SEBI ICDR Regulations, the Rights Issue shall close as per the aforementioned timeline or such other extended date (not exceeding 30 days from the Issue Opening Date) as may be approved by the Rights Issue Committee or the Board.”

“RESOLVED FURTHER THAT Shri Shailesh K. Desai, Managing Director, Shri Hemal R. Shah, Whole Time Director, and Shri Sandip Mistry, Company Secretary of the Company, be and are hereby severally authorized to sign necessary application form and other documents / paper and take such action as may be required and / or necessary to give effect to the aforesaid resolution.”

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For Shree Rama Multi-Tech Limited**

**Sandip Mistry
Company Secretary and Compliance Officer**



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FIXATION OF RIGHTS ISSUE SHARES, ISSUE PRICE, ISSUE SIZE AND RIGHTS ENTITLEMENT RATIO FOR THE PROPOSED RIGHTS ISSUE

“RESOLVED THAT in furtherance of the resolution dated February 8, 2023 passed by the Board of Directors and resolution dated March 22, 2023 passed by Rights Issue Committee of the Company, subject to and in accordance with the provisions of Section 23(1)(c), Section 62(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any amendments thereto or re-enactment thereof), provisions of Regulation 73 and other applicable provisions of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) and any other law for the time being in force and subject to terms of the issue contained in the Board Resolution dated February 8, 2023 and Rights Issue Committee Resolution dated March 22, 2023, the Letter of Offer to be filed with the BSE, NSE and SEBI and the Abridged Letter of Offer, Application Form and the Rights Entitlement Letter to be dispatched to Eligible Equity Shareholders, the Company do offer, issue and allot up to 7,00,00,000 Equity Shares of ₹ 5/- each (“Rights Equity Shares”) at a price of ₹ 9/- per Equity Share (including a premium of ₹ 4/- per Equity Share) (“Issue Price”) aggregating to ₹ 6,300 lakhs (“Rights Issue Size”) to the Eligible Equity Shareholders under the proposed Rights Issue of the Company in the ratio of 11 ((Eleven)Right Equity shares for every 10 (Ten) Equity shares held on the Record date) (such ratio being, the “Entitlement Ratio”) and (such issue being, the “Rights Issue”)

RESOLVED FURTHER THAT the Rights Issue shall be subject to the following terms and conditions:

- Total Issue Price of ₹ 9/- per Rights Equity Share (inclusive of premium of ₹ 4/- per Rights Equity Share) will be called along with the application..
- The persons to whom Rights Equity Shares are offered shall be entitled to apply for additional Rights Equity Shares and the allotment of additional Rights Equity Shares be made in proportion to be decided by the Rights Issue Committee at its discretion having regard to the number of equity shares held to the total number of equity shares of the Company.
- The offer of right shall include a right to renounce the Rights Equity Shares in favour of any other person(s) provided such renunciation is made before closing of the Rights Issue and subject to terms laid down in the letter of offer.

“RESOLVED FURTHER THAT copy of this resolution certified by any one of the directors or Company Secretary of the Company be furnished to stock exchange, depositories and such authorities as may be required.”

CERTIFIED TRUE COPY
For Shree Rama Multi-Tech Limited

Sandip Mistry
Company Secretary and Compliance Officer



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FIXATION OF RECORD DATE FOR THE PROPOSED RIGHTS ISSUE

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, Regulation 68 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) and Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Tuesday, May 30, 2023 be and is hereby fixed as the “Record Date” to ascertain the right entitlements of existing shareholders of the Company for the proposed offering and issuance of equity shares by way of the Rights Issue.”

“RESOLVED FURTHER THAT copy of this resolution certified by any one of the Directors or Company Secretary of the Company be furnished to stock exchanges, depositories and such authorities as may be required.”

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Sandip Mistry
Company Secretary and Compliance Officer



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RESOLUTION IN RELATION TO PROCEEDS FROM THE ISSUE

“RESOLVED THAT:

1. all monies received out of the Issue will be transferred to a separate bank account;
2. details of all monies utilised out of the proceeds of the Issue will be disclosed and continue to be disclosed until the time any part of the net Proceeds remains unutilised, under an appropriate separate head in the balance-sheet of our Company indicating the purpose for which such monies had been utilised as required under applicable laws; and
3. details of all unutilised monies out of the proceeds from the Issue will be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested as required under applicable laws.

RESOLVED FURTHER THAT the Company shall not have recourse to the proceeds of the Issue until the final listing and trading approvals from the BSE Limited and the National Stock Exchange of India Limited, have been obtained.

RESOLVED FURTHER THAT a copy of the above resolutions, certified by any Director, the company secretary of the Company or the deputy company secretary of the Company, be forwarded to the concerned authorities for necessary action.”

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**Sandip Mistry
Company Secretary and Compliance Officer**



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