



Shree Rama Multi-Tech Limited

An ISO 9001 : 2015 Certified Company



REGD OFFICE: 301, CORPORATE HOUSE, OPP: TORRENT HOUSE, INCOME TAX, AHMEDABAD-380009.
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Date: 16th February, 2019

To,
General Manager Listing
BSE Limited
Floor 25, P J Towers,
Dalal Street, Fort,
Mumbai – 400 001

To,
General Manager Listing
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

Script Code: 532310

Script Code: SHREERAMA

Sub.: Submission of Minutes of the Extra-Ordinary General Meeting of the Company

Dear Sir/Madam,

We submit herewith the Minutes of the Extra-Ordinary General Meeting of the members of the Company held on Wednesday, 9th January, 2019 at 10:30 A.M. at ATMA Conference Hall, Ahmedabad Textile Mills Association, Ashram Road, Ahmedabad – 380009.

We request you to take the above on your record.

Thanking You,

Yours faithfully,
For, **Shree Rama Multi-Tech Limited**

(Purvang Trivedi)
Company Secretary & Compliance Officer

Encl.: a/a

SHREE RAMA MULTI-TECH LIMITED

MINUTES OF THE MEETING OF EXTRA-ORDINARY GENERAL MEETING

DAY	: WEDNESDAY
DATE	: 9TH JANUARY, 2019
VENUE	: ATMA CONFERENACE HALL, AHMEDABAD TEXTILE MILLS ASSOCIATION, ASHRAM ROAD, AHMEDABAD
TIME OF COMMENCEMENT	: 10:43 A.M.
TIME OF CONCLUSION	: 10:58 A.M.
DATE OF ENTRY IN MINUTES BOOK	: 18TH JANUARY, 2019

The following were present in person in the meeting:

DIRECTORS PRESENT:

Shri Shailesh K. Desai	: Chairman & Managing Director
Shri Hemal R. Shah	: Whole Time Director
Smt. Vandana C. Patel	: Independent Director
Shri Mittal K. Patel	: Director

IN ATTENDANCE:

Shri Krunal Shah	: Chief Financial Officer
Mr. Purvang Trivedi	: Company Secretary & Compliance Officer
Shri Chirag Shah	: Scrutinizer

INVITEES:

Shri Arpit Shah	: Statutory Auditor
Shri Chirag Shah	: Secretarial Auditor

Shri Arpit Shah, Partner of M/s Chandulal M. Shah & Co., Chartered Accountants, Ahmedabad, the Statutory Auditor of the Company and Shri Chirag Shah, Partner of M/s Samdani Shah & Kabra, Practicing Company Secretaries, the Secretarial Auditor of the Company were also present.

At the request of the Directors present, Shri Shailesh K. Desai, Managing Director of the Company was elected as Chairman for the Meeting and thereafter he took the Chair and welcomed the members present in the meeting.

It was announced by the Chairman that as per the Attendance Register, total 55 members were present, out of which, 50 members present in person including 3 members through Corporate Representatives and 5 members through proxy representing total 294 equity shares were present at meeting. Since the requisite quorum was present, the Chairman then declared the meeting in order and commenced the proceedings of the Meeting.



The Register of Directors and KMP and their Shareholding, Register of Members, Proxy Register along with proxies, Minutes of General Meetings and other Statutory Registers including material documents in respect of Explanatory Statement of the Notice convening the Extra-Ordinary General Meeting were kept open for the inspection by the members.

He further informed the members that due to unavoidable circumstances, Shri Pathik C. Shah, Director was unable to attend the meeting. However, the other members of the Committees of Board of Directors were present at the meeting.

The Notice convening the Extra-Ordinary General Meeting, as circulated to all the members of the Company, was taken as read with the consent of all members present.

The Chairman then delivered his speech and briefed the members about the businesses mentioned in the Notice of Extra-Ordinary General Meeting. Thereafter the Chairman invited the questions/ queries if any, as regard to the agenda items as set out in the Notice of EGM from the Members which were replied by him to the satisfaction of the members.

The Chairman thereafter informed that as per provisions of the Companies Act, 2013 and its rules made thereunder and provisions of the SEBI (LODR) Regulations, 2015, the Company had provided e-voting facilities to all members to vote on the resolutions through e-voting system and informed further that those members, who have not exercised e-voting facilities, could vote physically at the meeting. The members were also informed that all related parties shall abstain from voting or if voted, then their voting will not be counted for the purpose of passing of the resolution set out in Item no. 2 of Notice of EGM, irrespective of whether the entity is a party to the transaction or not.

He further informed that ballot papers were given to the members at the time of registering their Attendance and then they can cast their votes by dropping their ballot papers in the ballot box kept on the table near the stage. The Chairman drawn the attention of the Members regarding exercise of their voting rights by ballot paper only if they have not voted electronically, otherwise their vote would not be considered as a valid vote.

He explained the procedure for exercising the votes by the members through poll process. The Chairman also stated that pursuant to the provisions of Section 109 of the Companies Act, 2013, Mr. Chirag Shah, Proprietor of M/s Chirag Shah & Associates, Practicing



Company Secretaries was appointed as Scrutinizer to conduct the poll process in a fair and transparent manner, to scrutinize the poll papers and submit his report.

The Chairman thereafter ordered the poll on all Resolutions for the special and ordinary businesses as set out in the Notice of EGM and requested the members and proxy holders present and entitled, to vote through poll.

The Chairman further informed the members that the voting results shall be placed on the website of the Company i.e. www.srmtl.com as well as on the website of Registrar and Share Transfer Agent within two (2) days and shall also be communicated to the BSE Limited and the National Stock Exchange of India Limited.

Then after Chairman handed over the process of poll to Shri Chirag Shah, Scrutinizer appointed for the same and requested him to submit his report on poll process. The Chairman stated that the meeting would stand concluded after completion of voting by members and proxies.

Thanking the members for their participation, the Chairman then announced formal closure of the Extra-Ordinary General Meeting of the Company.

Conduct of Poll

Shri Chirag Shah, Scrutinizer conducted the poll and after ensuring that all members and proxy holders participating in the poll had cast their votes, the Scrutinizer closed the poll at around 10:58 A.M. The Scrutinizer then took the custody of ballot boxes.

Result of the Electronic Voting and Poll on the resolutions set out in the Notice of EGM of the Company:

All the resolutions as set out in the Notice of EGM of the Company, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of EGM of the members held on 9th January, 2019:

SPECIAL BUSINESSES:

Resolution No.: 1 Sell/ dispose of the whole and substantially whole of the undertaking in the form of assets located at Ambaliyara Plant of the Company

The following resolution was passed as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and Section 110 of the



Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, any other law for the time being in force and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board”, which term shall be deemed to include the Board and any Committee of the Board duly constituted/ to be constituted), to sell/ dispose of the whole and substantially whole of the undertaking in the form of assets located at Ambaliyara Plant situated at Block No. 425, Village Ambaliyara Dist. Mehsana, Gujarat comprising of Land, Building, fixed Electric Installations, Cabling, Penal including Transformers and misc. assets etc. (“Ambaliyara”) subject to necessary approval(s), if any required, in such manner and at such price/ consideration as the Board may deem fit in the interest of the Company to any person(s)/ Body Corporate, or any other Entity/Third Party, whether related or not, as the Board may identify and approve in this regard, with effect from such date and on such terms and conditions as the Board may deem fit and appropriate in the interest of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive agreement, sale agreement/ memorandum of understanding, deeds of assignment/ conveyance deed, undertakings, deeds, requisite applications, representations and execute all such other ancillary documents and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient to give effect to the above resolution including without limitation, to settle any questions, difficulties or doubts that may arise in respect of sale of above said assets located at Ambaliyara without further referring to the members of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or to Managing Director and/ or Whole-Time Director of the Company and to delegate such powers to any Officers of the Company as it may consider necessary or expedient to give effect to this resolution.



RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

Voting of Resolution:

Particulars	No. of Votes in favor of the resolution	No. of Votes against the resolution	% of Votes in favor of the resolution of the total no. of valid votes casted	No. of Invalid Votes/ abstained from voting
E-voting	33305790	0	100.00	0
Voting by Poll	961896	0	100.00	1305
Total	34267686	0	100.00	1305

Resolution No.: 2 Approval of Material Related Party Transaction

The following resolution was passed as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and such other provisions of law as may be applicable, the consent of the Members of the Company, be and is hereby accorded to the Board of Directors (hereinafter referred as the “Board”, which term shall be deemed to include the Board and any Committee of the Board duly constituted) to the Material Related Party Transaction entered/ to be entered by the Company for the financial year 2018-19 and/ or for financial year thereafter, as per the details set out in the item no 2 of explanatory statement annexed to this Notice;

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board, to do all such acts, deeds and things including delegation of such authority, as may be deemed necessary, to give effect to this resolution and for the matters connected therewith or incidental thereto;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”



Voting of Resolution:

Particulars	No. of Votes in favour of the resolution	No. of Votes against the resolution	% of Votes in favour of the resolution of the total no. of valid votes casted	No. of Invalid Votes/ abstained from voting
E-voting	6323489	0	100.00	26982301
Voting by Poll	961896	0	100.00	1305
Total	7285385	0	100.00	26983606

Resolution No.: 3 Re-appointment of Shri Hemal R. Shah as Whole-Time Director of the Company

The following resolution was passed as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 196, 197, 203 read with Schedule V and all 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), consent of the members be and is hereby accorded to re-appoint Shri Hemal R. Shah (DIN: 07338419) as Whole-Time Director of the Company, for a period of 2 (two) years with effect from 27th November, 2018, liable to retire by rotation, on the terms and conditions including remuneration as set out in the explanatory statement annexed hereto and forming part of this notice which shall not exceed the limits as prescribed under Schedule V of the Companies Act, 2013 and other limits as may be prescribed by the Central Government from time to time during the tenure of his appointment;

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/ alter and/ or vary the terms and conditions of appointment including remuneration, from time to time, which shall be within the limits as permissible under Schedule V of the Companies Act, 2013 or any amendment(s) thereto or re-enactment(s) thereof and also authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”



Voting of Resolution:

Particulars	No. of Votes in favour of the Resolution	No. of Votes against the resolution	% of Votes in favour of the resolution of the total no. of valid votes casted	No. of Invalid Votes/abstained from voting
E-voting	33305790	0	100.00	0
Voting by Poll	961896	0	100.00	1305
Total	34267686	0	100.00	1305

Place: Moti-Bhoyan

Date: 18/01/2019




CHAIRMAN