



SHANKAR LAL RAMPAL DYE-CHEM LIMITED

Letter No.- SRD/BSE/2021-22/014

Date-26/07/2021

**To The Manager
Listing & Compliance Department,
BSE Limited, P. J. Towers, Dalal Street, Fort,
Mumbai - 400001**

Scrip ID – SRD

ISIN-INE01NE01012

Code-542232

Covering Letter

Dear Shareholder

Subject: Intimation of Annual General Meeting through VC/OAVM to be held on 25/08/2021 and Issuance of Notice to Shareholders.

Respected Ma'am/Sir

We are pleased to inform you that the **16th** Annual General Meeting (AGM) of the Company is scheduled to be held on **Wednesday, August 25, 2021 at 1:00 p.m.** through **Video Conferencing (VC) / Other Audio-Visual Means (OAVM)** to transact the business as set out in the Notice dated July 24, 2021 which is enclosed herewith. Kindly make it convenient to attend the meeting.

In compliance with circulars issued by Ministry of Corporate Affairs (Circular No. 14/2020 dated 08/04/2020, Circular No.17/2020 dated 13/04/2020, Circular No. 20/2020 dated 05/05/2020 & Circular No. 02/2021 dated 13/01/2021) and by SEBI (Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12/05/2020 & Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15/01/2021), (hereinafter collectively referred to as "Applicable Circulars"), the AGM will be held exclusively through VC / OAVM.

Pursuant to the Applicable Circulars, the requirement of sending physical copy of the Notice and Annual Report to the Members has been dispensed with.

You may download the Notice of the 16th AGM and the Annual Report for FY 2020-21 from company's website.

The Notice of AGM and Annual Report for FY 2020-21 are available on the website of the Company at <http://www.srdyechem.com/downloads/Annual-Report-2020-2021-And-AGM-Notice.pdf> (use your browser to open the same).

The Notice can also be accessed from CDSL's e-voting website <https://www.evotingindia.com> and from websites of the Stock Exchange, i.e., BSE -www.bseindia.com. Alternatively, Members can send email to Company at cs@srdyechem.com to obtain the same.

Members can begin to join the AGM through VC 15 minutes before the scheduled time of commencement of meeting. The detailed procedure of joining meeting through VC is mentioned in the AGM Notice.

Members desiring to express their views or ask maximum 2 questions(as prior communicated to company) during the AGM may send a request to the Company from their registered email addresses mentioning their name, DP ID-Client ID/ Folio number, PAN, mobile number at cs@srdyechem.com **from 9.00 a.m. on August 17, 2021 till 05.00 p.m. on August 19, 2021.**

Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. Company reserves the right to restrict the number of questions and number of speakers as deemed appropriate to ensure smooth conduct of the AGM.

In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Applicable Circulars, the Items of Business as set out in the AGM Notice

SHANKAR LAL RAMPAL DYE-CHEM LTD.

(PREVIOUS NAME: SHANKAR LAL RAMPAL DYE-CHEM PVT. LTD. (U24114RJ2005PTC021340))

Regd. Office Address: S.G. 2730, SUWANA, BHILWARA-311011 (RAJ)

Corresponding Address: Near Kamal KaKuwa, Bhilwara 311001, Rajasthan

CIN: - L24114RJ2005PLC021340,

Phone: +91-1482-220062, Email: info@srdyechem.com,

Website: www.srdyechem.com



SHANKAR LAL RAMPAL DYE-CHEM LIMITED

shall be transacted through electronic voting system. Accordingly, facility to attend AGM through VC and remote e-voting will be provided to the Shareholders whose names appear in the Books as Members or Beneficial Owners of shares as on August 13, 2021 (End of Day), being the Cut-off/Record date fixed for reckoning the voting rights. Register of Member and Share Transfer Books of the Company will remain closed from 13th August,2021 to 25th August,2021(both days inclusive) in connection with the Annual General Meeting.

The Company is availing e-voting platform provided by CDSL and your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting.

The date and time of commencement of e-voting is Saturday, August 21, 2021 (09:00 a.m. IST) and the date and time of end of e-voting is Tuesday, August 24, 2021 (5:00 p.m. IST). Voting Platform- <https://www.evotingindia.com/> and EVSN (E-Voting Serial Number) – in Company's Name.

The detailed procedure and manner for remote e-voting is available on <https://www.evotingindia.com> and in the AGM Notice.

Those Members, who will be present in the AGM through VC/OAVM and have not casted their vote on the Resolutions, shall be eligible to vote through e-Voting system during the AGM.

Thanking you and assuring you of our best services.

Kindly acknowledge the receipt of the above and take the same on your record.

Yours Faithfully,

**FOR AND ON BEHALF OF BOARD OF DIRECTORS OF
SHANKAR LAL RAMPAL DYE-CHEM LTD.**


ADITI BABEL

Company Secretary & Compliance Officer



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S.G. 2730 SUWANA, BHILWARA – 311011, RAJASTHAN, INDIA

Website: www.srdyechem.com

Email ID: info@srdyechem.com, Ph: 7023260109

ANNUAL GENERAL MEETING NOTICE

NOTICE IS HEREBY GIVEN THAT 16th ANNUAL GENERAL MEETING OF THE MEMBERS OF SHANKAR LAL RAMPAL DYE-CHEM LIMITED WILL BE HELD ON WEDNESDAY, 25TH AUGUST, 2021 AT 01.00 PM REGISTERED OFFICE AT S.G 2730, SUWANA ROAD, BHILWARA RAJASTHAN 311011. TO TRANSACT THE FOLLOWING BUSINESS:-

To consider and decide the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 including the Balance Sheet as at March 31, 2021 and the Statement of Profit and Loss and Cash Flow for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To declare a Dividend on equity shares of the Company for the financial year ended 31st March, 2021 at the rate of 1.00 % (Rs. 0.10 per Equity Share) to the equity shareholders.
3. To appoint a Director in place of Vinod Kumar Inani, Whole Time Director (DIN- 02928272), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To review existing related party transaction limit and 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 Section 188 of Companies Act, 2013, Regulation 23(as applicable after Migration to Main Board) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, including any re - enactment, modification, amendment thereof, consent of the Members be and is hereby accorded to review the limits of Related Party Transactions the details given in explanatory statement.

RESOLVED FURTHER THAT any Director of the Company, Chief Financial Officer and / or Company Secretary be and hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

5. To designate Mr.Rampal Inani, Managing Director; as Chairman of the Company and 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 Sections 196,197, 203 and any other applicable provisions of the Companies Act 2013 read with Schedule V of the Act and Chapter XIII of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 as may be applicable (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the requisite approval of statutory authorities, if any, as may be required Mr.Rampal Inani (DIN 00480021) be and is hereby re-designated as a Chairman of the Company for period till he holds position as Managing Director of the Company & Reappointment thereon; due to this re-designation as Chairman cum Managing Director, there will be no change in terms and conditions of existing remuneration paid to him.

RESOLVED FURTHER THAT Mr.Susheel Kumar Inani, Chief Financial Officer or any existing executive director or the Company Secretary of the Company be and are hereby authorised to take all such actions and give all such directions, or do all such acts, deeds, matters and things as may be necessary in this regard and further to execute all such deeds, documents and writings etc as may be necessary in this regard.”

For and on behalf of
SHANKAR LAL RAMPAL DYE-CHEMLIMITED

Date: 24/07/2021

Registered Office: SG-2730

Suwana, Bhilwara-311011(Raj.)

CIN-L24114RJ2005PLC021340

Sd/-

Aditi Babel

Company Secretary & Compliance Officer

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has issued its circular dated May 5, 2020 read with issued General Circular nos. 20/2020, 14/2020, 17/2020, 02/2021 and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued dated January 15, 2021 in relation to “Relaxation from Compliance with certain provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 due to the Covid-19 pandemic (hereinafter collectively referred to as “the Circulars”) permitted holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circular and SEBI circular the AGM of the members of the Company is being through VC/ OAVM. The registered office of the Company shall be deemed to be the venue of the AGM.
2. An explanatory statement pursuant to Section 102 of the Act, relating to special business to be transacted at the AGM, is annexed hereto.
3. The Company has paid annual listing fee to BSE Ltd. (BSE), National Stock Exchange of India Limited (NSE), National Securities Depositories Ltd. (NSDL) and Central Depositories Securities Ltd. (CDSL) for financial year 2021 - 22.
4. The Company has fixed 13th August, 2021 as the ‘Record Date’ for determining entitlement of members to final dividend for the financial year ended March 31, 2021, if approved at the AGM.
5. Further in order to receive dividend in a timely manner, Members who have not updated their mandate for receiving dividends directly in their bank accounts through Electronic Clearing Service or any other means can register their Electronic Bank Mandate.
6. In case the Company is unable to pay dividend to any Member directly in their bank account through Electronic Clearing Services or any other means due to non-registration of Electronic Bank Mandate the Company shall dispatch the dividend warrants to such member at the earliest once the normalcy is restored.
7. Pursuant to Finance Act 2020, dividend income will be taxable at the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to members at prescribed rates. For the prescribed rates for various categories the members are requested to refer to the Finance Act, 2020 and amendments thereof. The members are requested to update their PAN with Registrar and Transfer Agents (in case of shares held in physical mode) and depository participants (in case shares held in demat mode). However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received during FY 21-22 does not exceed 5000/-.
8. A resident individual shareholder with PAN who is not liable to pay income tax can submit a yearly declaration in Form 15G/15H, to avail the benefit of non-deduction of tax at Company’s RTA by 16th August, 2021 (upto 5.00 p.m. IST). Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending to Company’s RTA. The said declarations need to be submitted by 10th August, 2021 (upto 5.00 p.m. IST).
9. The Register of Member and Share Transfer Books of the Company will remain closed from 13th August, 2021 to 25th August, 2021 (both days inclusive) in connection with the Annual General Meeting and Dividend Declaration.
10. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars on AGM through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
11. Corporate members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution (pdf/jpeg format) authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to cs@srdyechem.com with a copy marked to helpdesk.evoting@cdslindia.com.
12. Pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Director seeking reappointment at this AGM are provided in the “Annexure” to the Notice.
13. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s).
14. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No.SH-13. Members are requested to submit these details to their DP in case

the shares are held by them in electronic form, and to the Company's RTA, in case the shares are held in physical form.

16. The Members can join the AGM in the VC/OAVM mode 15 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 AGM 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 AGM without restriction on account of first come first served basis.
17. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
18. Members intending to express their views or raise queries during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DPID & client ID / Folio Number, PAN, mobile number and queries **on from 9.00 a.m. on August 17, 2021 till 05.00 p.m. on August 19, 2021 through email on cs@srdyechem.com**. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
19. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company **from 9.00 a.m. on August 17, 2021 till 05.00 p.m. on August 19, 2021 through email on cs@srdyechem.com**. The same will be replied by the Company suitably. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.
20. The Company has designated a separate e-mail ID of the grievance redressal division/Compliance officer i.e. cs@srdyechem.com; exclusively for the purpose of registering complaints by investors.
21. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the **Notice calling the AGM** has been uploaded on the website of the Company at www.srdyechem.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
22. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 and General Circular No. 2/2021 dated 13th January, 2021 issued by MCA, and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that the Notice and Annual Report will also be available on the Company's website <https://www.srdyechem.com>, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively, and on the website of CDSL i.e. www.evotingindia.com.
23. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@srdyechem.com.
24. Additional information on directors recommended for appointment / reappointment as required under Regulation 36 of the LODR Regulations and applicable Secretarial Standards

S.no.	Particulars (details as on 31 st March, 2021)	Details
1	Name of Retiring Director offering himself for resignation (with position in Co.)	Vinod Kumar Inani (Whole Time Director)
2	Tenure of association with the company	From 23/04/2018
3	Expertise in Specific Functional Area	He is having vast experience in business and commerce. He is playing a vital role in developing business strategies for the company and under his supervision company has enhanced its business.
4	Chairmanship/Membership of committees in the company	None
5	Directors in other public limited companies and Chairmanship/Membership of committees in other public limited Companies	None
6	Shares held in the company (%)	5.99% (Promoter)

*Note : Directorships in Private Limited Companies, Foreign Companies and Section 8 Companies and their Committee memberships are excluded from this declaration. Membership and Chairmanship of Committees of only public Companies have been included in the aforesaid table.

Except all executive Directors;who are brothers to reappointing Director; Mr.Susheel Kumar Inani, Mr.Jagdish Chandra Inani, Mr. Dinesh Chandra Inani and Mr.Rampallnani; no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in his re-appointment as a Director of the Company.

- 25.** To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
- 26.** To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.
- 27.** Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form.
- 28.** The Meeting shall be deemed to be held at the registered office of the Company at SG 2730, Suwana, Bhilwara-311011, Rajasthan.
- 29.** Since the AGM will be held through VC / OAVM, the route map to the venue is not annexed to this Notice.
- 30.** The Business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
- 31.** 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 and May 05, 2020 the Company is providing facility of remote voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Service(India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the date of the AGM will be provided by CDSL.

32. The Company is pleased to provide e-voting facility to all its shareholders to cast their votes electronically on the resolutions mentioned in the notice of 16th Annual General Meeting of the Company dated 24th July, 2021 (the AGM Notice). The E-Voting shall start on Saturday, 21st August, 2021(09:00 AM onwards) to Tuesday, 24th August, 2021(Till 05:00 PM); CDSL will block E-voting after that. The Company has appointed CS Sanjana Jain, Practising Company Secretary, Rajasthan; as Scrutinizer for conducting e-voting process in fair and transparent manner. The e-voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them at the end of business hours on 13th August, 2021. Instruction for E-Voting and joining AGM are as follows:

CDSL e-Voting System – For E-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. 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 MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 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 AGM through VC/OAVM will be made available to at least 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/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020; the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.srdychem.com/investorrelation. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM 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 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOININGVIRTUAL MEETINGSARE AS UNDER:

- (i) The voting period begins on 21.08.2021 from 09:00 AM IST and ends 24.08.2021 to 05:00 PM IST. During this period shareholders’ of the Company, holding shares, as on the cut-off date (record date) of 13.08.2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetingsfor **Individual shareholders holding securities in Demat mode CDSL/NSDL**is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Userswho 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 URL for users to login to Easi / Easiest arehttps://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful logintheEasi / Easiest user will be able to see the e-Voting option for eligible companieswhere 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 ofall e-Voting

Type of shareholders	Login Method
	<p>Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a</p>

Type of shareholders	Login Method
	<p>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 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form. Company is having 100% holding in Demat Mode.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@srdychem.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions(Maximum 2 questions will be allowed based on prior communication to the Company so that suitable descriptions can be kept readily available at AGM) during the meeting may register themselves as a speaker by sending their request in advance **between 9.00 a.m. on August 17, 2021 till 05.00 p.m. on August 19, 2021**;mentioning their name, demat account number/folio number, email id, mobile number at cs@srdychem.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **between 9.00 a.m. on August 17, 2021 till 05.00 p.m. on August 19, 2021** mentioning their name, demat account number/folio number, email id, mobile number at cs@srdychem.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id. Company doesn't have shareholder holding physical certificate.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr.RakeshDalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

33. DECLARATION OF RESULTS:

1.The Scrutinizer shall after the conclusion of voting at general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two(2) witnesses not in the employment of the Company and shall make no later than two (2) days from the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any to the Chairman or the person authorised by him in writing, who shall counter sign the same and declare the result of voting forthwith. The result of the E-Voting will be declared on/not later then Friday, 27thAugust, 2021latestby 05:00P.M. (IST) at the registered office of the Company.

2. Based on the Scrutinizer's Report, the Company will submitwithin 2 days of the conclusion of the results to the StockExchanges, details of the voting results as required underRegulation 44(3) of the SEBI Listing Regulations.

3. The result of the E-Voting declared along with the Scrutinizer's Report, will be hosted on the website of theCompany - www.srdyechem.comand on the website of CDSL andwill be displayed on the notice board of the Company at itsregistered office, immediately after the declaration of theresult by the Chairperson or a person authorized by him inwriting and communicated to the Stock Exchange.

For and on behalf of
SHANKAR LAL RAMPAL DYE-CHEMLIMITED

Date: 24/07/2021

Registered Office: SG-2730

Suwana, Bhilwara-311011(Raj.)

CIN-L24114RJ2005PLC021340

Sd/-

Aditi Babel

Company Secretary & Compliance Officer

ANNEXURE TO THE NOTICE:

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS

ITEM NO.4 To review existing Related Party Transaction Limits of the Company.

The Shareholder already granted permission in year 2018 for all required limit; which were exceeding as prescribed under Section 188(1) of Companies Act, 2013 and Rules thereby; existing Related Party Transaction and same are under approved limits. There are no material transaction which are extra-ordinary in nature or not on arms length.

As per Regulation 23 of the LODR, a transaction with a related party shall be considered as material, if the transaction / transactions to be entered into individually or taken together with previous transactions during any financial year exceed 10% of the annual consolidated turnover of the company as per the last audited financial statements ("Prescribed Limit").

The Limits for review and approval are:

<u>Name of Entity</u>	<u>Nature of Relationship</u>	<u>Transaction and Duration</u>	<u>Approved Limit</u>
Sh. Rampal Inani	Director cum Promoter	Managerial Remuneration-as per agreement between Director and Company	As per Agreement between the Director and Company which was approved by shareholder in their earlier meeting and same shall not exceed limits prescribed under Section 196, 197 of Companies act,2013 and Schedule thereunder.
Sh. Jagdish Chandra Inani	Director cum Promoter		
Sh. Dinesh Chandra Inani	Director cum Promoter		
Sh. Vinod Kumar Inani	Director cum Promoter		
Sh.Susheel Kumar Inani	Director cum Promoter		
Sh. Rampal Inani	Director cum Promoter		
Sh. Jagdish Chandra Inani	Director cum Promoter	Borrowing from Promoter and Promoter Group as required by Bank; duration will be continuous and stipulated by Lender Bank of the Company	Aggregate Borrowing anytime from each party shall not exceed limits approved under Section 180(1)(c) and shall not exceed 10% of gross turnover or 10% of Networth of the Company, whichever is less. The Interest payable shall be as per prevailing rate. The Borrowings can be increased or decreased under the limit as per requirement of the Company's Working Capital and Bank/s.
Sh. Dinesh Chandra Inani	Director cum Promoter		
Sh. Vinod Kumar Inani	Director cum Promoter		
Sh.Susheel Kumar Inani	Director cum Promoter		
Rahul Inani	Relative of Director and Member of Promoter Group		
Chhavi Inani	Relative of Director		

Name of Entity	Nature of Relationship	Transaction and Duration	Approved Limit
Ganga Devi Inani	Relative of Director and Member of Promoter Group		
Usha Inani	Relative of Director and Member of Promoter Group		
Mamta Inani	Relative of Director and Member of Promoter Group		
Meena Inani	Relative of Director and Member of Promoter Group		
Ayushi Inani	Relative of Director and Member of Promoter Group		
Kiran Inani	Relative of Director and Member of Promoter Group	Borrowing from Promoter and Promoter Group as required by Bank; duration will be continuous and stipulated by Lender Bank of the Company	Aggregate Borrowing anytime from each party shall not exceed limits approved under Section 180(1)(c) and shall not exceed 10% of gross turnover or 10% of Networth of the Company, whichever is less. The Interest payable shall be as per prevailing rate. The Borrowings can be increased or decreased under the limit as per requirement of the Company's Working Capital and Bank/s
Sheelu Inani	Relative of Director and Member of Promoter Group		
Oasis Capital Pvt Ltd	Relative of Director is in Management of related party and Member of Promoter Group		
Shankar Lal Inani HUF	Director is Karta and Party is member of Promoter Group		
Rampal Inani HUF	Director is Karta and Party is member of Promoter Group		
Vinod Kumar Inani HUF	Director is Karta and Party is member of Promoter Group		
Jagdish Chandra Inani HUF	Director is Karta and Party is member of Promoter Group		
Susheel Kumar Inani HUF	Director is Karta and Party is member of Promoter Group		
Classic Prime Home care PVT. LTD.	Relative of Director is in Management of related party and Member of Promoter Group		
Dinesh chandra inani HUF	Director is Karta and Party is member of Promoter Group		

Name of Entity	Nature of Relationship	Transaction and Duration	Approved Limit
Rahul Inani	Relative of Director and Member of Promoter Group	Salary; continous duration till post vacants	As decided by Board and as recommended by Nomination & Remuneration Committee but shall not exceed Rs. 3.5 Lakh per month.
Usha Inani	Relative of Director and Member of Promoter Group	Salary; continous duration till post vacants	
Mamta Inani	Relative of Director and Member of Promoter Group	Salary; continous duration till post vacants	
Meena Inani	Relative of Director and Member of Promoter Group	Salary; continous duration till post vacants	
Kiran Inani	Relative of Director and Member of Promoter Group	Salary; continous duration till post vacants	
Sheelu Inani	Relative of Director and Member of Promoter Group	Salary; continous duration till post vacants	
Ganga Inani	Relative of Director and Member of Promoter Group	Rent Payment of Godowns; continous duration	Shall not exceed 2% of gross turnover.
Inani Chemicals	Director Rampal Inani is Propreitor	Sales/Purchase/Commission/Brokerage on Sale in normal course of Business; continous duration	Shall not exceed 10% of gross turnover; in case of excigencies can reach 15%. Same shall be on Arms Length everytime.
Oasis Capital Pvt Ltd	Relative of Director is in Management of related party and Member of Promoter Group	Sales/Purchase/Commission/Brokerage on Sale in normal course of Business; continous duration	Shall not exceed 10% of gross turnover; in case of excigencies can reach 15%. Same shall be on Arms Length everytime.
Anil Kumar Kabra	Non-Executive and Independent Director	Sitting Fee; continous duration	As decided by Board and as recommended by Nomination & Remuneration Committee but shall be everytime Less than Rs. 2000 per meeting
Murli Atal	Non-Executive and Independent Director	Sitting Fee; continous duration	
Apoorva Maheshwari	Non-Executive and Independent Director	Sitting Fee; continous duration	
Harsh Kabra	Non-Executive and Independent Director	Sitting Fee; continous duration	
Aditya Soni	Non-Executive and Independent Director	Sitting Fee; continous duration	

Name of Entity	Nature of Relationship	Transaction and Duration	Approved Limit
Aditi Babel	Company Secretary & Compliance Officer	Salary; continuous duration till post vacants	As decided by Board and as recommended by Nomination & Remuneration Committee but shall not exceed the remuneration payable to Senior Management Staff

The above transactions are at arm's length and also in the ordinary course of business and hence exempt from provisions of Section 188 (1) of the Companies Act, 2013.

The Members may please note that in terms of the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related parties as defined thereunder shall abstain from voting on this agenda item.

ITEM NO.5 To designate Managing Director Mr.Rampal Inani as Chairman of the Company.

Keeping in view the time devoted by the Managing Director Mr. Rampal Inani and the experience of Industry he is having; the Board recommended his re-designation as Chairman and Managing Director of the Company. There will no change in terms of his appointment or remuneration.

The Board hereby recommend this resolution to be passed as Ordinary Resolution of the Company subject to the approval of members in the General Meeting.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company are in any way concerned or interested, financially or otherwise in this proposed resolution except to the extent of their shareholding in the Company, if any.

Here special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

For and on behalf of
SHANKAR LAL RAMPAL DYE-CHEMLIMITED

Date: 24/07/2021

Registered Office: SG-2730

Suwana, Bhilwara-311011(Raj.)

CIN-L24114RJ2005PLC021340

Sd/-

Aditi Babel

Company Secretary & Compliance Officer