

SHANKAR LAL RAMPAL DYE-CHEM LTD.

Regd. Office: - S.G. 2730, SUWANA, BHILWARA-311001 (RAJ)

CIN: - L24114RJ2005PLC021340

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

Phone: +91-1482-220062 email: info@sr dyechem.com website-www.srdyechem.com

NOTICE

NOTICE is hereby given that the **Extra Ordinary General Meeting (EGM)** of the members of **Shankar Lal Rampal Dye-Chem Limited** will be held on **Saturday, 29th February, 2020** at 01.00 PM at the **registered office** of the Company i.e. **S.G. 2730 Suwana, Bhilwara- 311001, Rajasthan**. To transact the following business:

SPECIAL BUSINESS:

1. TO APPROVE INCREASE IN AUTHORISED SHARE CAPITAL

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the provisions in the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be considered necessary from appropriate Authorities and subject to such terms and conditions, the consent of the members of the Company be and is hereby accorded for the increase in Authorised Share Capital of the Company from Rs. 6,50,00,000/- divided into 65,00,000 Number of equity shares of Rs. 10/- each to Rs. 9,00,00,000/- divided into 90,00,000 Number of Equity Shares of Face Value Rs. 10/- each ranking pari-passu with the existing shares in all respects and the Clause V of the Memorandum of Association and Article of Association of the Company be altered accordingly.”

“RESOLVED FURTHER THAT pursuant to provisions of section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions, if any, required from any authority, the Consent of the Members of the Company be and is hereby accorded to alter the existing clause V of the Memorandum of Association of the company relating to share capital by deletion of existing clause and by substituting in its place the following new clause V:

“The Authorized Share Capital of the Company is Rs. 9,00,00,000/- (Rupees Nine Crores only) divided into 90,00,000 (Ninety Lakhs) Number of Equity Shares of Rs. 10/- (Rupees Ten only) each.”

2. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable Rules thereunder, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Registrar of Companies (the “RoC”) and the Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority (including RBI) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or

sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot on preferential basis to the people as stated in the Explanatory Statement to the notice ("Proposed Allottees"), to create, offer and allot on preferential basis not more than 19,98,000 (Nineteen Lakh Ninety Eight Thousand only) equity shares of face value of Rs.10/- each (Rupees Ten Only) fully paid-up for cash at an issue price of Rs. 50/- (Rupees Fifty Only) (including premium of Rs.40/- (Rupees Forty Only) per share aggregating to Rs. 9,99,00,000 (Rupees Nine Crore Ninety Nine Lakh Only) determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 as on the Relevant Date on such other terms and conditions as may be approved by the Board.

"RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 for the determination of issue price of the equity shares is 30th January, 2020 i.e., 30 days prior to the date of Extra-Ordinary General Meeting (EGM)."

"RESOLVED FURTHER THAT the aforesaid issue of equity shares shall be subject to the following terms and conditions:

- a) The proposed allottees shall be required to bring in 100% of the consideration for the equity shares to be allotted to such proposed allottees, on or before the date of allotment thereof;
- b) The consideration for allotment of equity shares shall be paid to the Company by way of cash by the respective proposed allottees;
- c) The equity shares to be allotted to the proposed allottees shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations;
- d) The equity shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder;
- e) The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution provided where the allotment of the equity shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission and
- f) Allotment shall only be made in dematerialized form. The monies to be received by the Company from the Proposed Allottees for application of the Equity Shares pursuant to this private placement shall be kept in a separate bank account to be opened by the Company and shall be utilized in accordance with Section 42 of the Companies Act, 2013.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer letter (in the format of PAS-4) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the Stock Exchange i.e., BSE Limited as required by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015."

"RESOLVED FURTHER THAT the equity shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company."

"RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the equity shares and listing thereof with the Stock Exchange(s), the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s) for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer

and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Board.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolutions.”

By Order of the Board
For SHANKAR LAL RAMPAL DYE-CHEM LTD

Sd/-
Aditi Babel
Company Secretary & Compliance Officer

Date: 30th January, 2020

Place: Bhilwara

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
2. A proxy shall not have right to speak at EGM and shall not be entitled to vote except on poll.
3. Proxies in order to be effective must be received at the Company's Registered Office at **S.G. 2730 Suwana, Bhilwara – 311001, Rajasthan** not less than 48 hours before the time fixed for the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority as applicable, issued on behalf of the appointing organization. A form of Proxy and Attendance Slip is enclosed.
4. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of above resolutions is enclosed.
5. Members may also note that this notice will be available on the Company's website: www.srdyechem.com. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the members at the Registered Office of the Company at **S.G. 2730 Suwana, Bhilwara – 311001, Rajasthan** on all working days (Excluding Saturdays, Sundays and Holidays) from 11.30 A.M. to 5.00 P.M. till the date of EGM.
6. The Notice of the Extra Ordinary General Meeting is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
7. The Board of Directors, at their meeting held on 30th January, 2020, has appointed Mr. Nitin Mehta, Practicing Company Secretary, having CP No. – 12483 & Membership No. – F7025, as Scrutinizer for conducting the e-voting and poll process in a fair and transparent manner.
8. 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 annexed to this Notice. The Company is also pleased to provide the facility of remote e-voting to all members as per the applicable regulations relating to e-voting. The e-voting instructions have been given below explaining the process of remote e-voting with necessary User ID and Password along with procedure for such e-voting. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on 29th February, 2020.
9. Please note that the Members can opt for only one mode of voting i.e., either by voting at the meeting or e-voting. If Members opt for e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
10. A Member cannot exercise his vote by proxy on e-voting.
11. The e-voting period commences on 26th February, 2020 (9.00 A.M IST) and ends on 28th February, 2020 (5.00 P.M. IST). During this period, shareholders of the Company holding shares in dematerialized form, as on the cut-off date i.e. 20th February, 2020, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to do it subsequently.
12. Any person who acquires shares of the Company and becomes a shareholder of the Company after dispatch of Notice of this Extra-Ordinary General Meeting and holds shares as on the cut-off date i.e. 31st January, 2020 may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if such person is already registered with M/s. National Securities Depository Limited, for remote e-voting, they may use their existing User ID and Password for casting their vote.

13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. The Scrutinizer will submit his report to the Chairman/Managing Director after the completion of scrutiny, and the result of the voting will be announced by Managing Director/ any other Director of the Company duly authorized, on or before 02nd March, 2020 at 5.00 P.M. at the registered office of the Company and will also be displayed on the Company's website www.srdyechem.com and communicated to the Depositories, Registrar and Share Transfer Agent on the said date.
15. The Board of Directors has appointed the Company Secretary as the person responsible for this process.
16. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy verification of attendance at the Meeting.
17. Members are requested to notify any change of their address to the Company's Registrars and Share Transfer Agent, M/s. Cameo Corporate Services Limited, "Subramanian Building" No.1 Club House Road Chennai 600002".
18. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing companies to send documents to their shareholders in the electronic mode. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, Companies are permitted to serve communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. To support this green initiative and to receive communications from the Company in electronic mode, members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the Registrar and Share Transfer Agent of the Company and register their email ID. Members holding shares in demat form are requested to register/update their email address with their Depository Participant(s) directly. Members of the Company, who have registered their email address, are entitled to receive such communication in physical form upon request.
19. Attendance will start at 11:00 A.M.

E-VOTING

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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 8digit client ID for NSDL 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, your 'initial password' is communicated to you on your postal address.

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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- 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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 office@csnmehta.com with a copy marked to evoting@nsdl.co.in.
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 toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

EXPLANATORY STATEMENT

[PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013]

ITEM NO. 1

Presently the Authorised Share Capital of the Company stands at Rs. 6,50,00,000/- (Rupees Six crore fifty lakhs only) divided into 65,00,000 Number of Equity Shares Issuable of Rs. 10/- each.

The Board of Directors of the Company at its meeting held on 30th January, 2020 decided to increase the Authorized Capital of the Company from Rs. 6,50,00,000/-(Rupees Six crore fifty lakhs only) divided into 65,00,000 Number of Equity Shares Issuable of Rs. 10/- each to Rs. 9,00,00,000/- (Rupees Nine crore only) divided into 90,00,000 Number of Equity Shares Issuable of Rs. 10/- each.

The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing a resolution to the effect.

The Directors of the Company and their relatives are deemed to be concerned or interested in Item No.1 only to the extent of shares held by them, if any, in the Company.

Your Board recommends the resolution for approval of the Members as an Ordinary Resolution.

ITEM NO. 2

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the aforesaid ICDR Regulations, the relevant disclosures / details are given below:

A) Objects of the Preferential Issue: The proceeds of the issue will be utilized for meeting working capital requirement of the company.

B) The total number of shares or other securities to be issued

The resolution set out in the accompanying notice authorizes the Board to issue up to 19,98,000 equity shares (Nineteen Lakhs Ninety Eight Thousand only) equity shares on preferential basis.

C) Issue Price, Relevant Date and the Basis on which the price has been arrived at

The price of equity shares to be issued is fixed at Rs. 50/- per equity share of Face Value of Rs.10/- each in accordance with the price determined in terms of Regulation 164/165 of the ICDR Regulations (as applicable).

The relevant date as per the ICDR Regulations for the determination of the price per equity share pursuant to the preferential allotment is 30th January, 2020 ("Relevant Date") (i.e. 30 days prior to the date of proposed Extra Ordinary General Meeting.

The Company is listed on BSE Limited and the equity shares of the Company are infrequently traded in accordance with Regulation 165 of ICDR Regulations.

In terms of ICDR Regulations, the price of equity shares shall be determined by the issuer taking into account the valuation parameters including book value, comparable trading multiples.

Accordingly, price per Equity Share is Rs.50/- (Rupees Fifty only) in accordance with the above provisions.

D) Intention of promoters / directors / key managerial personnel to subscribe to the offer:

The Promoter proposes to invest in the said issue for the furtherance of the objects and working capital requirements.

E) Principal terms of the assets charged as securities:

Not Applicable

F) Proposed time within which the allotment shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) or permission from any regulatory authority or the Central Government, within 15 days from the date of such approval(s) or permission, as the case may be.

G) The name of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control:

The details of the Proposed Allottees are as per the following table:

Proposed Allottees	Category	Natural person who is the UBO/ who control the proposed allottee	No. of equity shares to be allotted	Pre-Issue Shareholding		Post-Issue Shareholding	
				Shares	Percentage %	Shares	Percentage %
RAMPAL INANI	PROMOTER	RAMPAL INANI	93000	267710	4.46	360710	4.51
VINOD KUMAR INANI	PROMOTER	VINOD KUMAR INANI	84000	394900	6.58	478900	5.99
DINESH CHANDRA INANI	PROMOTER	DINESH CHANDRA INANI	126000	275000	4.58	401000	5.02
JAGDISH CHANDRA INANI	PROMOTER	JAGDISH CHANDRA INANI	126000	334210	5.57	460210	5.76
SUSHEEL KUMAR INANI	PROMOTER	SUSHEEL KUMAR INANI	138000	392495	6.54	530495	6.63
JAGDISH CHANDRA INANI (HUF)	PROMOTER GROUP	JAGDISH CHANDRA INANI	66000	250	0.00	66250	0.83
RAMPAL INANI (HUF)	PROMOTER GROUP	RAMPAL INANI	60000	148000	2.47	208000	2.60
VINOD KUMAR INANI HUF	PROMOTER GROUP	VINOD KUMAR INANI	36000	250	0.00	36250	0.45
DINESH CHANDRA INANI (HUF)	PROMOTER GROUP	DINESH CHANDRA INANI	51000	250	0.00	51250	0.64
SUSHIL INANI (HUF)	PROMOTER GROUP	SUSHIL INANI	51000	250	0.00	51250	0.64
USHA INANI	PROMOTER GROUP	USHA INANI	60000	104500	1.74	164500	2.06
SHEELU INANI	PROMOTER GROUP	SHEELU INANI	120000	180520	3.01	300520	3.76
MAMTA INANI	PROMOTER GROUP	MAMTA INANI	126000	238800	3.98	364800	4.56
KIRAN INANI	PROMOTER GROUP	KIRAN INANI	141000	178110	2.97	319110	3.99
MEENA INANI	PROMOTER GROUP	MEENA INANI	33000	222490	3.71	255490	3.20
GANGA DEVI	PROMOTER	GANGA DEVI	93000	75520	1.26	168520	2.11

INANI	GROUP	INANI					
RAHUL INANI	PROMOTER GROUP	RAHUL INANI	48000	10000	0.17	58000	0.73
AAYUSHI INANI	PROMOTER GROUP	AAYUSHI INANI	48000	10000	0.17	58000	0.73
NEELAM SOMANI	PUBLIC	NEELAM SOMANI	3000	15000	0.25	18000	0.23
SHOBHIKA ANUJ JAGETIYA	PUBLIC	SHOBHIKA ANUJ JAGETIYA	6000	15000	0.25	21000	0.26
ASHISH AGAL	PUBLIC	ASHISH AGAL	12000	45000	0.75	57000	0.71
PRADEEP KUMAR BHANDARI	PUBLIC	PRADEEP KUMAR BHANDARI	24000	24000	0.40	48000	0.60
NOOPUR BHADADA	PUBLIC	NOOPUR BHADADA	6000	48000	0.80	54000	0.68
RAJ KUMAR AGAL	PUBLIC	RAJ KUMAR AGAL	3000	96000	1.60	99000	1.24
AMISHA AGAL	PUBLIC	AMISHA AGAL	27000	51000	0.85	78000	0.98
PINKI DEVI AGAL	PUBLIC	PINKI DEVI AGAL	9000	75000	1.25	84000	1.05
CHANDRA KANTA KABRA	PUBLIC	CHANDRA KANTA KABRA	36000	48000	0.80	84000	1.05
SANJAY KUMAR AGAL	PUBLIC	SANJAY KUMAR AGAL	39000	96000	1.60	135000	1.69
PINKY BHANDARI	PUBLIC	PINKY BHANDARI	24000	24000	0.40	48000	0.60
SHANTA BHADADA	PUBLIC	SHANTA BHADADA	27000	21000	0.35	48000	0.60
RITESH AGAL	PUBLIC	RITESH AGAL	9000	48000	0.80	57000	0.71
AVINASH AGAL	PUBLIC	AVINASH AGAL	12000	3000	0.05	15000	0.19
KAILASH CHANDRA JAGETIYA	PUBLIC	KAILASH CHANDRA JAGETIYA	18000	69000	1.15	87000	1.09
PUSHPA DEVI JAGETIYA	PUBLIC	PUSHPA DEVI JAGETIYA	21000	78000	1.30	99000	1.24
RAJ KUMAR AGAL HUF	PUBLIC	RAJ KUMAR AGAL HUF	18000	111000	1.85	129000	1.61
SANJAY KUMAR AGAL HUF	PUBLIC	SANJAY KUMAR AGAL	45000	93000	1.55	138000	1.73
SANDEEP BHANDARI	PUBLIC	SANDEEP BHANDARI	21000	51000	0.85	72000	0.90
KRISHNA GOPAL KABRA	PUBLIC	KRISHNA GOPAL KABRA	21000	48000	0.80	69000	0.86
DWARKA PRASAD BHADADA	PUBLIC	DWARKA PRASAD BHADADA	18000	120000	2.00	138000	1.73
BHARAT CHOUDHARY	PUBLIC	BHARAT CHOUDHARY	39000	3000	0.05	42000	0.53
SANGEETA CHOUDHARY	PUBLIC	SANGEETA CHOUDHARY	15000	3000	0.05	18000	0.23
BHARAT CHOUDHARY HUF.	PUBLIC	BHARAT CHOUDHARY	21000	3000	0.05	24000	0.30
ANUJ JAGETIYA	PUBLIC	ANUJ JAGETIYA	21000	42000	0.70	63000	0.79

SANJAY KUMAR SOMANI	PUBLIC	SANJAY KUMAR SOMANI	3000	24000	0.40	27000	0.34
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H) PRE & POST SHAREHOLDING

Particulars	Pre issue Shareholding		No. of Equity Shares to be allotted	Post Issue Shareholding	
	No. of Shares	Percentage %		No. of Shares	Percentage %
(A) Promoter & Promoter Group					
A1) Indian	43,77,850	72.99	15,00,000	58,77,850	73.50
(a) Individuals	28,65,055	47.77	15,00,000	43,65,055	54.59
(b) Bodies Corporates	15,12,795	25.22	Nil	15,12,795	18.91
A2) Foreign	Nil	Nil	Nil	Nil	Nil
Total shareholding of Promoter & Promoter Group (A) = (A)(1) + (A)(2)	43,77,850	72.99	15,00,000	58,77,850	73.50
(B) Public					
B1) Institutions	Nil	Nil	Nil	Nil	Nil
B2) Central Government/ State Government(s)/ President of India	Nil	Nil	Nil	Nil	Nil
B3) Non-Institutions	16,20,000	27.01	4,98,000	21,18,000	26.50
Individual Shareholding	12,39,000	20.66	4,14,000	16,53,000	20.67
Body Corporate	1,62,000	2.70	Nil	1,62,000	2.03
HUF	2,19,000	3.65	84,000	303000	3.79
Any Other (Including NRI and Body Corporates)	Nil	Nil	Nil	Nil	Nil
Total Public Shareholding B=B1+B2+B3	16,20,000	27.01	4,98,000	21,18,000	26.50
C) NonPromoter - Non Public	Nil	Nil	Nil	Nil	Nil
TOTAL (A+B+C)	59,97,850	100	19,98,000	79,95,850	100

I) Change in control, if any, in the Company that would occur consequent to the preferential offer:

Post allotment, the shareholding of promoter will increase by 0.51% i.e., from existing 72.99% to 73.50% and shareholding of public will reduce by 0.51% i.e., from existing 27.01% to 26.50%.

J) Undertaking

Since the Equity shares of the company have been listed on the recognized stock exchange for a period of more than 26 (Twenty Six) weeks prior to the relevant date, the company is not required to recompute the price per equity share and therefore the company is not required to submit the undertaking specified under Regulation 163 of the SEBI ICDR Regulations.

K) Basis of justification for price (including premium) at which the offer is made

The value of preferential issue has been derived as per Valuation Report being prepared by CA Kamna Barmecha, Registered Valuer having Registration No. IBBI/RV/03/2019/12549 certifying that the preferential issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations and the same will be placed before the members at the Extra Ordinary General Meeting and will be kept open at the registered office of the Company between 10:00A.M. and 1:00 P.M on all working days between Monday and Friday of every week upto the date of this EGM. A copy of the Valuation Report is kept in our Website- URL - www.srdyechem.com.

L) No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price

The Company has not made any preferential issue of shares during the year.

M) Lock in period:

The equity shares proposed to be allotted on a preferential basis shall be locked-in for such period as specified under Regulation 167 and 168 of the SEBI (ICDR) Regulations, 2018. The entire pre-preferential allotment shareholding of the proposed allottees shall be locked-in from the relevant date up to a period of six months from the date of the trading approval as specified under Regulation 167(6) of the SEBI ICDR Regulations, 2018.

N) Terms of Issue of the Equity Shares, if any.

The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

O) Pricing of Preferential Issue and Justification thereof:

The price of equity shares to be issued is fixed at Rs.50/- (Rupees Fifty only) per equity share [inclusive of premium of Rs. 40/- (Rupees Forty Only) each in accordance with the price determined in terms of Regulation 165 of the ICDR Regulations (as applicable) since the shares of the Company are infrequently traded.

P) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the independent valuer:

Not Applicable since allotment is made for cash.

Q) Other Disclosures -

- a) Neither the Company nor its Promoters or Directors of the Company has been identified as a willful defaulter.
- b) None of the Promoter or Directors of the Company has been declared as a fugitive economic offender.

L) Statutory Auditor's Certificate

A certificate from M/s. Alok Palod & Company, Statutory Auditors of the Company, certifying that the issue of equity shares is being made in accordance with requirements of ICDR Regulations and relevant provisions of the Companies Act, 2013, shall be placed before the general meeting of the shareholders.

Directors/KMP and their relatives (if any) are interested in this Resolution to the extent of their respective shareholdings in the Company.

Your Board recommends the resolution for approval of the Members as a Special Resolution.

By Order of the Board
For **SHANKAR LAL RAMPAL DYE-CHEM LTD**

Sd/-
Aditi Babel
Company Secretary & Compliance Officer

Date: 30th January, 2020

Place: Bhilwara

SHANKAR LAL RAMPAL DYE-CHEM LTD.

Regd. Office: - S.G. 2730, SUWANA, BHILWARA-311001 (RAJ)

CIN: - L24114RJ2005PLC021340

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

Phone: +91-1482-220062

email: info@srdyechem.com

website-www.srdyechem.com

ATTENDANCE SLIP

Registered Folio No. / DP & Client ID:	Sr.No. :
Name of the Sole / FirstnamedMember:	
Registered Address :	
Name(s) of the joint Member(s), if :	
No. of Shares :	

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/we hereby record my/our presence at the Extra Ordinary General Meeting of the Company on Saturday, 29th February, 2020 at 01.00 pm at **S.G. 2730 Suwana, Bhilwara – 311001, Rajasthan.**

Signature of First holder/Proxy/Authorised Representative

Signature of Joint holder(s)

Place:

Date:

Notes:

1. Please fill and sign this attendance slip and hand it over at the Attendance Verification Counter at the venue of the Meeting.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.
3. **NO GIFTS SHALL BEDISTRIBUTED IN THE MEETING OR AFTERWARDS.**

POLLINGPAPER
SHANKAR LAL RAMPAL DYE-CHEM LIMITED
(Formerly known as Shankar Lal Rampal Dye-Chem Private Limited)
CIN: L24114RJ2005PLC021340
Registered Address: S.G. 2730 Suwana, Bhilwara – 311001, Rajasthan

SI No.	Particulars	Details
1	Name of the first named shareholder (In Block Letters)	
2	Postal Address	
3	Registered Folio No./*Client ID No. (*applicable to investors holding shares in dematerialised form)	
4	Class of Shares	Equity Shares

I/We hereby exercise my/our vote in respect of resolution as set out in the notice of Extra-ordinary General Meeting of the Company to be held on Saturday, 29th February, 2020 at 01.00 pm at S.G. 2730 Suwana, Bhilwara – 311001, Rajasthan by recording my assent or dissent to the said resolutions in the following manner:

Sl. No.	Resolutions**	No. of shares held by me	I/We assent to the resolution	I/We dissent to the resolution
	SPECIAL BUSINESS			
1	Ordinary Resolution: Increase in Authorized Share capital			
2	Special Resolution: Issue of Equity Shares on Preferential Basis			

Place: Bhilwara

Date:

(Signature of the shareholder)

Notes: Please read the instructions printed below carefully before exercising your vote

**Please Tick your Assent or Dissent.

PROXY FORM

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]**

<u>Name of the member(s):</u>		<u>e-mail Id:</u>	
<u>Registered address:s</u>			
<u>Folio No/*Client Id:</u>		<u>*DP Id:</u>	

I / We, being the member(s) holding _____ shares of Shankar Lal Rampal Dye-Chem Limited, hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him/her
- 2) _____ of _____ having e-mail id _____ or failing him/her
- 3) _____ of _____ having e-mail id _____ or failing him/her

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Saturday, 29th February, 2020 at 01.00 pm at **S.G. 2730 Suwana, Bhilwara – 311001, Rajasthan** and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1. Ordinary Resolution: Increase in AuthorizedShare capital		
2. Special Resolution: Issue of Equity Shares on Preferential Basis		

* Applicable for investors holding shares in electronic form.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password
1. 112773		

Signed this _____ day of _____, 2020

Signature of holder

Affix
aRevenueStamp

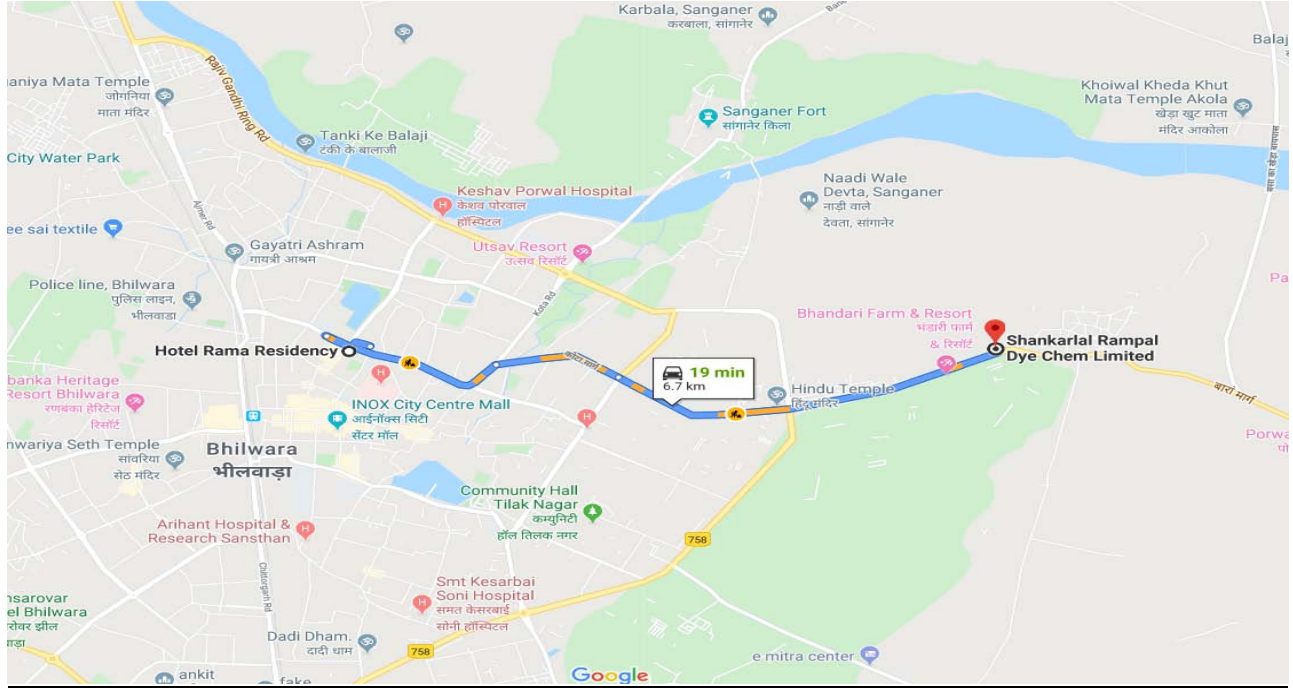
Signature of first proxy holder

Signature of second proxy holder Signature of third proxy holder

ROUTE MAP OF THE VENUE FOR EXTRA ORDINARY GENERAL MEETING

Address: S.G. 2730 Suwana, Bhilwara – 311001, Rajasthan

1. From Roadways Bus Stand, Bhilwara to Shankar Lal Rampal Dye-chem Limited



2. From Railway Station, Bhilwara to Shankar Lal Rampal Dye-chem Limited

