

**CORPORATE INFORMATION****Board of Directors**

<b>SHAILENDRA J. KHONA</b> Addt. Director	<b>BHAVESH D. SHAH</b> Director	<b>ZARNA P. SOLANKI</b> Director	<b>JIGNESH A. THOBHANI</b> Addt. Director
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**Key Managerial Personnel**

<b>SANDIP B. PANDYA</b> CFO	<b>HETAL P. VACHHANI</b> Company Secretary
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**Audit Committee**

<b>Zarna P. Solanki</b> Chairman	<b>Raju M. Katarmal</b> Member	<b>Jignesh A. Thobhani</b> Member	<b>Bhavesh D. Shah</b> Member
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**Stakeholder's Relationship Committee**

<b>Raju M. Katarmal</b> Chairman	<b>Zarna P. Solanki</b> Member	<b>Bhavesh D. Shah</b> Member	<b>Jignesh A. Thobhani</b> Member
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**Nomination and Remuneration Committee**

<b>Jignesh A. Thobhani</b> Member	<b>Zarna P. Solanki</b> Member	<b>Raju M. Katarmal</b> Member	<b>Bhavesh D. Shah</b> Member
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**Auditors****Statutory Auditor**

Hemant C. Parikh & Co.  
Chartered Accountants

**Secretarial Auditor**

CS Preeti Jain  
Practicing Company Secretary

**Registered office**

217, Manek Center point, Pandit Nehru Marg,  
Jamnagar – 361001. Tel No.: - 0288-2661942  
E-mail:- [devharilimited@gmail.com](mailto:devharilimited@gmail.com)  
Website:- [www.devhariexports.com](http://www.devhariexports.com)

**Registrar & Share Transfer Agent**

**Purva Share Registry (India) Pvt. Ltd.**  
Unit no. 9, Shiv Shakti Ind. Estt. J.R. Boricha marg,  
Off. N. M. Joshi Marg Near Lodha Excelus, Lower  
Parel (E), Mumbai, Maharashtra, 400011.  
E-mail:- [mcsahmd@gmail.com](mailto:mcsahmd@gmail.com)  
Website:- [www.mcsregistrars.com](http://www.mcsregistrars.com)

## NOTICE

Notice is hereby given that the 23<sup>rd</sup> (Twenty third) Annual General Meeting of the Members of **DEVHARI EXPORTS (INDIA) LIMITED** ("The Company") will be held on Friday, September 29, 2017 at 4.00 p.m. at the registered office of the Company situated at 217, Manek Centre Point, Pandit Nehru Marg, Jamnagar – 361 001, to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Zarna Solanki (DIN: 07152333), Director of the Company, who retires by rotation and, being eligible, offers himself for reappointment.
3. Ratification of Appointment of Auditors  
To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**"RESOLVED THAT,** pursuant to the provisions of Section 139 and any other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the members hereby ratifies the appointment of M/S. Hemant C. Parikh & Co., Chartered Accountants, Ahmedabad as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of 26<sup>th</sup> Annual General Meeting, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors ."

### SPECIAL BUSINESS:

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

**"RESOLVED THAT,** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. Jignesh A. Thobhani (DIN: 07702512) who was appointed as an Independent-cum- Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from January 09, 2017 by the Board of Directors and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director of the Company, be and is hereby regularized/appointed as an Independent Director of the Company for a period of three years with effect from January 09, 2017 and whose office shall not be liable to determination by retirement of Directors by rotation."

**"RESOLVED FURTHER THAT,** the Board of directors of the company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution."

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

**“RESOLVED THAT,** pursuant to the provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Shailendra Jayantilal Khona (DIN: 05300483), who was appointed by the Board of Directors as an Additional Director of the Company with effect from January 09, 2017, pursuant to the Articles of Association of the Company and who holds the office upto the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director be and is hereby appointed as a Director of the Company liable to retire by rotation.”

**“RESOLVED FURTHER THAT,** the Board of directors of the company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution.

By order of the Board  
For, **DEVHARI EXPORTS (INDIA) LIMITED**

**Date:** September 01, 2017  
**Place:** Jamnagar

**Bhavesh D. Shah**  
**Director**  
**DIN: 05304222**

**Jignesh A. Thobhani**  
**Additional Director**  
**DIN: 07702512**

**Registered Office:**  
217, Manek Centre Point,  
Pandit Nehru Marg,  
Jamnagar – 361001.  
Tel No.: - 0288-2661942  
**CIN:** L51100GJ1994PLC023249  
**E-mail:** - [devharilimited@gmail.com](mailto:devharilimited@gmail.com)  
**Website:** - [www.devhariexports.com](http://www.devhariexports.com)

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of all the businesses specified above is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% 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 A PROXY FOR ANY OTHER MEMBER(S).

The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Registered Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

3. During the period beginning 24 hours before the time fixed for the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days of prior notice in writing is given to the Company.
4. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
5. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorisation document authorising their representative to attend and vote on their behalf at the AGM.
6. In case of joint holders attending the meeting together, only holder whose name appearing first will be entitled to vote.
7. The Register of Members and Share Transfer Books will remain closed from September 23, 2017 to September 29, 2017 (both days inclusive) for the purpose of Annual General Meeting (AGM).
8. Members holding shares in the dematerialised mode are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nomination, power of attorney, change of address, change in name etc. to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members holding shares in physical form are requested to intimate the changes to the Registrar & Share Transfer Agents of the Company (RTA).
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are

maintaining their demat accounts and members holding shares in physical form to the Company / RTA.

10. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
11. To support the "Green Initiative", Members who have not registered their e-mail addresses so far, are requested to register their e-mail address with concerned Depository Participant and the Registrar & Share Transfer Agents of the Company for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
12. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
13. Members may address their queries/communications at [devharilimited@gmail.com](mailto:devharilimited@gmail.com)
14. 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 not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
15. The Notice of the AGM along with the Annual Report 2016-17 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. Members may note that this Notice and the Annual Report 2016-17 will also be available on the Company's website at [www.devhariexports.com](http://www.devhariexports.com)
16. All documents specifically referred to in this Notice and the Explanatory Statement are open for inspection at the Registered office of the Company between 04.00 p.m. and 06.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of AGM.
17. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
18. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
19. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges. The Directors have furnished the requisite declarations for their appointment / re-appointment.
20. The route map showing directions to reach the venue of the 23<sup>rd</sup> AGM is provided at the end of the Notice.
21. **VOTING THROUGH ELECTRONIC MEANS**

- a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 as amended of the Companies (Management and Administration) Rules, 2014, relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') is provided by National Securities Depository Limited.
- b) The facility for voting through polling paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM.
- c) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- d) The remote e-voting period commences at 9.00 a.m. on Tuesday, September 26, 2017 and ends at 5:00 p.m. on Thursday, September 28, 2017. During this period members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. September 22, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for e-voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- e) The voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

**A. In case of Members receiving an email [for Members whose email IDs are registered with the Company/ Depository Participant(s)]:**

- i. Launch internet browser by typing the URL: <https://www.evoting.nsdl.com>. Click on "Shareholders Login".
- ii. Enter the login credentials (i.e. User ID and password mentioned in the email). Your Folio No. /DP ID – Client ID will be your User ID. However, if you are already registered with NSDL for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. If you are logging in for the first time, password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Please note the new password for all the future e-voting cycles offered on NSDL e-voting platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. Home page of "e-voting" opens. Click on "e-voting": Active Voting Cycles
- vi. Select "EVEN (E-voting Event Number)" of R K Manufacturing Co. Ltd. For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution or till the end of voting period i.e. upto close of 28<sup>th</sup> September, 2017 whichever is earlier.
- vii. Now you are ready for "e-voting" as "Cast Vote" page opens.
- viii. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Kindly note that vote once cast cannot be modified.
- ix. Upon confirmation, the message "Vote cast successfully" will be displayed

- x. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- xi. 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. together with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer and cc to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**B. In case of Members receiving physical copy of the Notice of AGM [for Members whose email IDs are not registered with the Company/Depository Participant or requesting physical copy] may also vote electronically through the following procedure:**

- i. Launch internet browser by typing the URL: <https://www.evoting.nsdl.com>.
- ii. Initial Password is provided in the Postal Ballot Form.
- iii. Please follow all the steps from (iii) to (xi) as mentioned in (A) above, to cast your vote

**General Instructions:**

- Mr. Bhargav B. Gusani, Practicing Chartered Accountant (M.No.120710) has been appointed as the Scrutiniser to scrutinise the voting and remote e-voting process in a fair and transparent manner.
- The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutiniser, by use of 'Ballot Paper' for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility. E-voting facility will not be made available at the AGM venue.
- The Scrutiniser shall, immediately after the conclusion of voting at AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make not later than 48 hours from the conclusion of meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorized by him in writing shall declare the result of the voting forthwith.
- The results declared along with the Scrutiniser's Report shall be placed on the Company's website [www.devhariexports.com](http://www.devhariexports.com) and on the website of NSDL immediately after the result is declared by the Chairman; and results shall also be communicated to the Stock Exchanges.

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

**ITEM NO. 4**

The Board of Directors of the Company, in their Board Meeting held on January 09, 2017 has appointed Mr. Jignesh Amrutlal Thobhani as an Additional (Non-Executive Independent) Director of the Company w.e.f. January 09, 2017 under Section 161 read with Section 149 of the Act and applicable Articles of the Company's Articles of Association.

The Company has received from Mr. Jignesh Amrutlal Thobhani, a consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Further, Mr. Jignesh Amrutlal Thobhani has also given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act. In the opinion of the Board, Mr. Jignesh Amrutlal Thobhani fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the management.

Mr. Jignesh Amrutlal Thobhani, possesses appropriate skills, experience and knowledge in the field of accounts and Stock market. Further, keeping in view of experience and knowledge of Mr. Jignesh Amrutlal Thobhani, the Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Jignesh Amrutlal Thobhani as an Independent Director.

Further, Mr. Jignesh Amrutlal Thobhani was inducted as a Member of the Audit Committee, chairman of Nomination and Remuneration Committee and Member of the Stakeholders' Relationship Committee.

Save and except Mr. Jignesh Amrutlal Thobhani and his relatives to the extent their shareholding in the Company, if any none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out.

The resolution as set out in item no. 4 of this Notice is accordingly commended for your approval.

**ITEM NO. 5**

At the meeting of Board of Directors of the Company held on January 09, 2017, Mr. Shailendra Jayantilal Khona (DIN: 05300483) was appointed as an Additional Director and holds the office upto the date of ensuing Annual General Meeting in terms of Section 152, 161 of the Companies Act, 2013 (Act) read with Articles of Association of the company.



Pursuant to Section 160 of the Act, the Company has received a notice in writing from a Member along with the deposit of requisite amount under section 160 of the Companies Act, 2013 signifying its intention to propose Mr. Shailendra Jayantilal Khona as candidate for the office of Director of the company, liable to retire by rotation.

Mr. Shailendra Jayantilal Khona is not disqualified from being appointed as Director in terms of section 164(2) of the Companies Act, 2013.

The brief profile of Mr. Shailendra Jayantilal Khona, the nature of his expertise, the names of Listed companies in which he holds directorships / memberships of Committees of Board, if any and other information, as required to be given pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the Notice.

The Board recommends the resolution at Item No. 5 for your approval.

Mr. Shailendra Jayantilal Khona is interested in the resolution set out at Item No. 5 of the Notice with regards to his appointment. The relatives of Mr. Shailendra Jayantilal Khona may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the company and their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), person seeking appointment or re-appointment as Director under Item No. 2 of the Notice are provided hereunder;

Particulars	Mr. Jignesh A. Thobhani	Mr. Shailendra J. Khona
DIN	07702512	05300483
Date of Birth	26/03/1976	27/03/1979
Date of first appointment on the Board	09/01/2017	09/01/2017
Qualifications	Graduate	Under-graduate
Expertise	Mr. Jignesh A. Thobhani, possesses appropriate skills, experience and knowledge in the field of accounts, finance and Stock market	Mr. Shailendra J. Khona has vast experience in trading of EXIM Licence and he is the Promoter and Chairman of the Subsidiary Company.
Names of Listed Companies in which the Director holds Directorship	-	Jash Dealmark Limited
Names of Committees of the Companies in which the Director holds Chairmanship/ Membership	-	-
Number of Shares held	-	-
Relationships between Directors and Key Managerial Personnel of the Company	-	-