

# *SAFAL HERBS LIMITED*



*ANNUAL REPORT- 2016-2017*

## **REGISTERED OFFICE:-**

**305, 3<sup>rd</sup> Floor, Neelkanth Chambers,  
Plot No. 14, L.S.C Saini Enclave,  
Delhi-110092**

## **BOARD OF DIRECTORS**

- 1) MUKESH GUPTA**
- 2) NARENDER KUMAR**
- 3) SONIA SAINI**

## **AUDITOR**

**Niranjan Jain & co,  
Chartered Accountant  
Ahmedabad, Gujarat**

## **BANKER**

**Central Bank of India**

## **REGISTRAR AND TRANSFER AGNET**

**SATELLITE CORPORATE SERVICES PRIVATE LIMITED  
MUMBAI, MAHARASHTRA.**

# CONTENTS

<i>SR. NO.</i>	<i>PARTICULARS</i>
<b>1.</b>	<b>NOTICE TO MEMBER</b>
<b>2.</b>	<b>E-VOTING INSTRUCTION</b>
<b>3.</b>	<b>DIRECTOR'S REPORT</b>
<b>4.</b>	<b>MANAGEMENT DISCUSSION AND ANALYSIS REPORT</b>
<b>5.</b>	<b>EXTRACT OF ANNUAL RETURN</b>
<b>6.</b>	<b>CORPORATE GOVERNANCE REPORT</b>
<b>7.</b>	<b>SECRETARIAL AUDIT REPORT</b>
<b>8.</b>	<b>AUDITORS' REPORT</b>
<b>9.</b>	<b>BALANCESHEET</b>
<b>10.</b>	<b>STATEMENT OF PROFIT AND LOSS</b>
<b>11.</b>	<b>CASH FLOW STATEMENT</b>
<b>12.</b>	<b>SCHEDULE OF BALANCE SHEET, PROFIT &amp; LOSS</b>
<b>13.</b>	<b>NOTES FORMING PART OF THE FINANCIAL STATEMENTS</b>
<b>14.</b>	<b>ANNEXURE A</b>
<b>15.</b>	<b>ATTENDANCE SLIP &amp; PROXY FORM</b>

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF SAFAL HERBS LIMITED WILL BE HELD ON FRIDAY 22<sup>ND</sup> SEPTEMBER, 2017 AT 12.00 P.M. AT REGISTERED OFFICE OF THE COMPANY TO TRANSACT THE FOLLOWING BUSINESS.**

### **ORDINARY BUSINESS:**

1) To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2017 and Balance sheet as at that date together with Directors Report and Auditors Report thereon.

2) To consider and if thought it, to pass with or without modifications, the following Resolution as an ORDINARY RESOLUTION:

**“Resolved that** pursuant to the provisions of sections 139 (2) and 142(1) of the Companies Act, 2013, Auditor **NIRANJAN JAIN & CO.**, Chartered Accountants, be and is hereby ratify as Auditors of the Company at Annual General Meeting from the conclusion of this meeting until the conclusion of the next Annual General Meeting at such Remuneration as may be determined by the Board of Directors of the Company from time to time.

### **SPECIAL BUSINESS:**

#### **3) TO REGULARIZE MR. MUKESH GUPTA AS DIRECTOR OF THE COMPANY.**

To consider and if thought it, to pass with or without modifications, the following Resolution as SPECIAL RESOLUTION:

**“RESOLVED THAT Mr. MUKESH GUPTA**, who was appointed as additional Director of the company by the Board of Directors and who according to section 161 of the companies Act, 2013 hold office up to the date of this Annual General Meeting and in respect of whom the company has received a notice from shareholders in writing proposing his candidature for the office of the Directors be and is hereby appointed as a Director of the company.

**RESOLVED FURTHER THAT** any one director of the Company be and are hereby authorized to intimate the Registrar of Companies by filling necessary Forms and do all the necessary changes.”

#### **4) TO REGULARIZE MR. NARENDER KUMAR AS DIRECTOR OF THE COMPANY.**

To consider and if thought it, to pass with or without modifications, the following Resolution as SPECIAL RESOLUTION:

**"RESOLVED THAT Mr. NARENDER KUMAR**, who was appointed as additional Director of the company by the Board of Directors and who according to section 161 of the companies Act, 2013 hold office up to the date of this Annual General Meeting and in respect of whom the company has received a notice from shareholders in writing proposing his candidature for the office of the Directors be and is hereby appointed as a Director of the company.

**RESOLVED FURTHER THAT** any one director of the Company be and are hereby authorized to intimate the Registrar of Companies by filling necessary Forms and do all the necessary changes."

**DATED: 25.08.2017**  
**PLACE : DELHI**

**BY ORDER OF BOARD**

**SD/-**  
**CHAIRMAN**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. Proxy in order to be valid must be received by the company not less than forty-eight hours before the time of holding the Meeting.
2. Members/Proxies should bring the Attendance Slip, duly filled in, for attending the meeting.
3. The Register of Members and share transfer books of the Company will remain closed from 15.09.2017 TO 22.09.2017 (both days inclusive)
4. Members desiring any information regarding the accounts are requested to write to the Company at least Seven Days before the meeting so as to enable the management to keep the same ready.

**Explanatory Statements pursuant to Section 102 of the Companies Act, 2013**

**ITEM NO: 3** Mr. Mukesh Gupta has vide experience in the field of Pharmaceuticals. Moreover as company is in the field of manufacturing all types of herbal cosmetics, ayurvedic, Pharmaceuticals products, cosmetics product in which company need expert advice. And that is why company has seen some potential in him as a good director.

Your Directors recommend the Ordinary Resolution as set out in the notice for your approval.

4. **ITEM NO: 4** Mr. Narendra Kumar has been appointed to give advice to the company in relation of HR management. His involvement in the HR section would be of great help as company is planning to overcome the big projects. Considering the same company has seen some potential in him as a good director.

Your Directors recommend the Ordinary Resolution as set out in the notice for your approval.

**DATED: 25.08.2017**  
**PLACE: DELHI**

**BY ORDER OF THE BOARD**

**SD/-**  
**CHAIRMAN**

## SHAREHOLDER INSTRUCTIONS FOR E-VOTING

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 19.09.2017 at 12:00 P.M and ends on 21.09.2017 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 15.09.2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>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 as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **SAFAL HERBS LIMITED** on which you choose to vote.
- (xii) 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.



- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also use Mobile app - "m-Voting" for e voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m-Voting using their e voting credentials to vote for the company resolution(s).
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).