

30th
Annual Report
2016-2017



SHREE HARI CHEMICALS EXPORT LTD.

SHREE HARI CHEMICALS EXPORT LTD.

SHREE HARI CHEMICALS EXPORT LIMITED

BOARD OF DIRECTORS

Shri B. C. Agrawal

Shri Anup Ramuka

Shri H. P. Ramuka

Shri V. N. Gupta

Shri A. D. Chirania

Shri V. P. Kedia

Smt. Ekta Sultania

Chairman & Executive Director

Managing Director

Whole Time Director

Director

Director

Director

Director

BANKERS

STATE BANK OF INDIA

Industrial Finance Branch

S. V. Road, Malad (West), Mumbai - 400064.

AUDITORS

KAILASH CHAND JAIN & CO.

Chartered Accountants

MUMBAI - 400020.

REGD. OFFICE & WORKS

CIN - L99999MH1987PLC044942

A/8, M.I.D.C. Indl. Area,

MAHAD, Dist. Raigad

(Maharashtra) 402309.

Tel.: 02145-232177

E-mail: info@shreeharichemicals.in

ADMINISTRATIVE OFFICE

103/104, Unique Tower,

Near Kamat Club,

S. V. Road, Goregaon (W),

MUMBAI - 400062.

Tel.: 022-28787081 Fax: 022-28785033

E-mail: info@shreeharichemicals.in

REGISTRAR & SHARE TRANSFER AGENTS

UNIVERSAL CAPITAL SECURITIES PVT. LTD.

21, Shakil Niwas, Mahakali Caves Road,

Andheri (E), MUMBAI - 400093.

Tel.: 022-28207203

E-mail: info@unisec.in

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Route Map to the Venue of the AGM

SHREE HARI CHEMICALS EXPORT LTD.

A/8, M.I.D.C. INDUSTRIAL AREA,
MAHAD, DIST. - RAIGAD. PIN - 402309.



SHREE HARI CHEMICALS EXPORT LTD.

SHREE HARI CHEMICALS EXPORT LIMITED
Corporate Identification No. (CIN) - L99999MH1987PLC044942
Registered Office: A/8, MIDC, Mahad, Dist. Raigad - 402309, Maharashtra
Tel: 02145-232177/233492 **E-mail:** info@shreeharichemicals.in
Website: www.shreeharichemicals.in

NOTICE

Notice is hereby given that the **THIRTIETH** Annual General Meeting of the members of **SHREE HARI CHEMICALS EXPORT LIMITED** will be held at A/8, M.I.D.C., Mahad, Dist. Raigad (Maharashtra) on Monday, September 04, 2017 at 1.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on equity shares for the financial year 2016-2017.
3. To appoint a Director in place of Shri Bankesh Chandra Agrawal (DIN 00121080) who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. G. D. Singhvi & Co., Chartered Accountants, Mumbai (FRN No. 11028W) be and is hereby appointed as Auditors of the Company in place of the retiring auditors M/s. Kailash Chand Jain & Co, Chartered Accountants, Mumbai (FRN No. 112318W) to hold office from the conclusion of this Annual General Meeting till the conclusion of the Thirty-Fifth Annual General Meeting to be held in the year 2022 (subject to ratification of their appointment at every Annual General Meeting if so required under the Act) at such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the payment of remuneration of Rs. 25,000/- plus applicable taxes and reimbursement of travelling and out of pocket expenses to M/s. B.F. Modi & Associates, Cost Accountants, Vapi, (ICWA Registration No. 6955) who have been appointed as Cost Auditors to conduct the audit of the cost records for the financial year 2017-18.”

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES 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 (10%) of the total share capital of the Company. The instrument of Proxy in order to be effective, should 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. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.**
2. The Statement setting out material facts pursuant to section 102 of the Companies Act, 2013, which sets out details relating to item no. 4 & 5 of the Notice and the information required in respect of appointment/re-appointment of directors as per Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Secretarial Standards on General Meetings of the persons

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seeking appointment/ re-appointment as Directors and Auditors under item nos 3 & 4, and 5 are annexed hereto.

3. The Register of Members and the Share Transfer Books of the Company will be closed from Tuesday, August 29, 2017 to Monday, September 04, 2017 both days inclusive.
4. Payment of dividend, as recommended by the Board, if approved, will be made to those members whose names are on the Company's Register of members on September 04, 2017 and those whose names appear as Beneficial Owners as at the close of the business hours on August 28, 2017 as per details to be furnished by Depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
5. Members are requested to notify immediately any change of address:
 - a. to their Depository Participants (DPs) in respect of their electronic share accounts, and
 - b. to the Company's Registrar & Share Transfer Agents, **Universal Capital Securities Pvt. Ltd. ("UCSPL")** 21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai – 400093, in respect of their physical share folios, if any, quoting their folio numbers.
6. Pursuant to the provisions of Sections 124(5) of the Companies Act, 2013 the dividend remaining unclaimed/unpaid for a period of seven years from the date they became due for payment shall be credited to the Investor Education and Protection Fund ('IEPF') setup by the Central Government. Members who have so far not claimed the dividend are requested to make claim with the Company as no claim shall lie against the fund or the Company in respect of individual amounts once credited to the said fund.
7. The Ministry of Corporate Affairs ('MCA') had notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from 7th September, 2016 ('IEPF Rules 2016'). Further, the MCA had notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 on 28th February, 2017 ('IEPF Rules 2017'). Amongst other things, the Rules provides for the manner of transfer of the unpaid and unclaimed dividends to the IEPF and the manner of transfer of shares in case any dividend has not been encashed by the shareholders on such shares during the last seven years to the designated Suspense Account as prescribed by the IEPF Authority.

As per the requirement of Rule 6 of the IEPF Rules 2016, the Company had sent information to all the shareholders who had not claimed/encashed dividends in the last seven years intimating, amongst other things, the requirements of the IEPF Rules, 2016 with regard to transfer of shares and that in the event those shareholders do not claim any unclaimed/unpaid dividends for the past seven years, the Company will be required to transfer the respective shares to the IEPF as per the IEPF Rules, 2016. The Company also simultaneously published notice in the leading newspaper in English and regional language having wide circulation to such shareholders and uploaded on the "Corporate Section" of the Website of the Company viz. www.shreeharichemicals.in giving details of such shareholders and shares due to transfer.

8. Members are requested to bring their copy of the Annual Report to the meeting.
9. The Notice of the AGM along with the Annual Report 2016-2017 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 viz. www.shreeharichemicals.in
10. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with Registrar and Share Transfer Agents/Depositories.
11. The route map showing direction to reach the venue of the Thirtieth Annual General Meeting is annexed.
12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 a.m. to 6.00 p.m.) on all working days except Saturdays and Sundays (including Public Holidays) up to the date of the Annual General Meeting.

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13. VOTING THROUGH ELECTRONIC MEANS:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, and Regulation 44 of Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise right to vote at 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting services provided by Central Depositories Services Limited (CDSL).

1. The instructions for members for voting electronically are as under:-

A. In case of members receiving e-mail:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select "SHREE HARI CHEMICALS EXPORT LIMITED" from the drop down menu and click on "SUBMIT"
- (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 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:

For Members holding shares in Demat Form and Physical Form	
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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR 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"> 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).

- (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.

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- (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 "SHREE HARI CHEMICALS EXPORT LIMITED"
- (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) 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 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.
 - 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 emailed 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.
- (xix) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

Please follow all steps from Sl. No. (i) to Sl. No. (xiv) above, to cast vote.

1. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
2. If you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
3. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
4. The remote e-voting period commences on Friday, September 01, 2017 (10.00 a.m.) and ends on Sunday, September 03, 2017. (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 of Monday, August

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28, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

5. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date Monday, August 28, 2017. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting. The members who have not cast vote through remote e-voting shall be entitled to vote at the meeting.
6. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holds shares as of the cut-off date, (may obtain the login ID and password by sending a request at evoting@cdslindia.com) shall follow the procedure laid down above. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evotingindia.com.
7. The facility for voting, either through electronic voting system or ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
8. Smt. Shalini Bhat (FCS No.: 6484) or failing her Shri Mohmmad P. (ACS No. 39232) of M/s. Parikh & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
9. Shareholders who have already voted prior to the meeting date would be entitled to attend the Annual General Meeting but shall not be entitled to vote at the meeting.
10. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer'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.
11. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website (www.shreeharichemicals.in) and on the website of CDSL and communicated to the BSE Limited where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

By the Order of the Board

ANUP RAMUKA
Managing Director
DIN: 00755748

Registered Office:

A/8, M.I.D.C. Industrial Area,
Mahad, Dist. Raigad (Maharashtra)
CIN: L99999MH1987PLC044942
Tel: 02145-232177/233492
E-mail: info@shreeharichemicals.in
Website: www.shreeharichemicals.in

Date: 25th May, 2017

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ANNEXURE TO NOTICE

THE STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE INFORMATION REQUIRED AS PER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETING.

Item No. 3

Shri Bankesh Chandra Agrawal (DIN: 00121080), Chairman & Executive Director of the Company in terms of Section 152(6) of the Act, retires by rotation at the ensuing Annual General Meeting and is eligible for reappointment.

Shri Bankesh Chandra Agrawal, aged 66 years, is a member of the Institute of Cost & Works Accountants of India and has experience of Over 40 years in Yarn and Chemical Industry. He is a promoter director of the Company since October 09, 1987.

During the year Shri Bankesh Chandra Agrawal attended six meetings of the Board of Directors of the Company. He holds 61,200 equity shares in the Company.

Other directorship/ committee positions held by Shri Bankesh Chandra Agrawal:

- Shree Hari Finvest Ltd. (Director)
- Shubhlaxmi Dyetex Pvt. Ltd. (Director)

The Board commends the approval by the members for the re-appointment of Director.

Except Shri Bankesh Chandra Agrawal, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution.

Item No. 4

M/s. Kailash Chand Jain & Co., Chartered Accountants, Mumbai, (FRN No. 112318W) have been the Auditors of the Company since financial year 1992-93.

As per the provisions of Section 139 of the Act, no listed Company can appoint or re-appoint an audit firm as auditors for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement. In view of the above, M/s. Kailash Chand Jain & Co. can continue as an Auditor of the Company only up to the conclusion of the forthcoming Annual General Meeting.

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting, proposed the appointment of M/s. G. D. Singhvi & Co., Chartered Accountants, Mumbai (FRN No. 11028W) as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Thirty-Fifth Annual General Meeting to be held in the year 2022 (subject to ratification of their appointment at every Annual General Meeting, if so required under the Act).

M/s. G. D. Singhvi & Co., Chartered Accountants, Mumbai (FRN No. 11028W) have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

SHREE HARI CHEMICALS EXPORT LTD.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members. None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution at Item No. 4 of the Notice.

Item No. 5

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. B.F. Modi & Associates, Cost Accountants (Firm Registration No. 6955), to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors.

The Board commends the Ordinary Resolution set out at Item No. 5 for the approval of Members.

None of the Directors or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in this Resolution.

By the Order of the Board

ANUP RAMUKA
Managing Director
DIN: 00755748

Registered Office:

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Mahad, Dist. Raigad (Maharashtra)
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Date: 25th May, 2017