

31st
Annual Report
2017-2018



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

G. D. SINGHVI & COMPANY

Chartered Accountants
MUMBAI - 400001.

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

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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 **THIRTY FIRST** 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 Friday, September 21, 2018 at 01.00 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, 2018, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Hanuman Prasad Ramuka (DIN 02440114) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. 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, (ICWA Registration No. 6955) who have been appointed as Cost Auditors to conduct the audit of the cost records for the financial year 2018-19.”

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, including any Statutory modification or re-enactment thereof, for the time being in force and as approved by the Nomination and Remuneration Committee, the Company in General Meeting hereby approves the re-appointment of Shri Hanuman Prasad Ramuka (DIN: 02440114) as Whole Time Director of the Company for a period of three years with effect from April 30, 2018 on the terms, conditions and remuneration as set out in the explanatory statement annexed to the notice convening this Annual General Meeting ”.

“FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to alter and/or vary any of the terms of remuneration in consultation with Whole Time Director provided such variation is in accordance with the provisions in Schedule V of the Companies Act, 2013 and/ or the provisions of law as may be applicable thereto from time to time.”

“FURTHER RESOLVED THAT in the event of any statutory amendments or relaxation by the Central Government to Schedule V of the Act the Board of Directors/Nomination and Remuneration Committee be and is hereby authorized to vary or increase the remuneration including the perquisites within such prescribed limits or ceiling between the Company and Shri Hanuman Prasad Ramuka be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Company.”

“FURTHER RESOLVED THAT the Board of Directors / Nomination and Remuneration Committee be and is hereby authorized to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this resolution.”

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.**

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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. At the Thirtieth Annual General Meeting ("AGM") of the Company held on September 04, 2017 the Members approved the appointment of M/s. G. D. Singhvi & Co. Chartered Accountants, Mumbai (Firm Registration No. 11028W) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the Thirty Fifth AGM to be held in the year 2022 subject to ratification of their appointment by the Members at every AGM held thereafter. Section 139 of the Act has been amended vide the Companies (Amendment) Act, 2017 by the Ministry of Corporate Affairs on May 7, 2018 and has done away with the requirement of seeking ratification of Members for appointment of Auditors at every AGM. Accordingly, no Resolution is being proposed for ratification of appointment of Statutory Auditors at this Thirty-First AGM.
3. The Statement setting out material facts pursuant to section 102 of the Companies Act, 2013, which sets out details relating to item no. 3 & 4 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 ("SEBI Listing Regulations") and the Secretarial Standards on General Meetings of the persons seeking appointment/ re-appointment as Directors under item no. 2 & 4 are annexed hereto.
4. The Register of Members and the Share Transfer Books of the Company will be closed from Saturday, September 15, 2018 to Friday, September 21, 2018 both days inclusive.
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 the Act, the dividend for the financial year 2010-11 and for subsequent years remaining unclaimed/unpaid for a period of seven years from the date they became due for payment shall be credited to the Investors' and Protection Fund 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.

Pursuant to the provision of Section 124(6) of the Act, read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules") and amendments thereto, shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the demat account of the IEPF Authority except for shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority restraining any transfer of the shares.

The Members/claimants whose shares, unclaimed dividend, etc. have been transferred to the Fund may claim the shares by making an application to IEPF Authority in Form IEPF-5 (available on iepf.gov.in) along with requisite fee as decided by the Authority from time to time. The Member/claimant can file only one consolidated claim in a financial year as per the IEPF Rules and amendments thereto.
7. Members, Proxies and Authorised Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.
8. The Notice of the AGM along with the Annual Report for the year 2017-2018 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

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e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report for the Financial year 2017-2018 will also be available on the Company's website viz. www.shreeharichemicals.in

9. To support the 'Green Initiative' the Members who have not yet registered their e-mail addresses are requested to register the same with Registrar and Share Transfer Agents/Depositories.
10. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares. Members can contact the Registrar and Share Transfer Agents of the Company in this regard.
11. The route map showing direction to reach the venue of the Thirty First 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.

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, the Company is pleased to provide members facility to exercise right to vote at 31st 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.

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Dividend Bank Details	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.
OR Date of Birth (DOB)	<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.
- (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) Share holders can also cast their vote using CDSL's mobile App M-Voting available for android based mobile The M-Voting App can be downloaded from Google play store, iphone & Window's phone user can download the App from the App store the window's phone store respectively.
- Please follow the instruction as Prompted by the mobile App while voting on you mobile.
- (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 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.

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. (xvi) above, to cast vote.

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2. 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.
3. 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.
4. 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).
5. The remote e-voting period commences on Tuesday, September 18, 2018 (10.00 a.m.) and ends on Thursday, September 20, 2018. (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 Friday, September 14, 2018, 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.
6. 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 Friday, September 14, 2018. 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.
7. 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.
8. 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.
9. Smt. Shalini Bhat (FCS No.: 6484, CP No. 6994) or failing her Shri Mohammad Pillikandlu (ACS No. 39232, CP No. 14603) of M/s. Parikh & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the e-voting process and the voting at the meeting in a fair and transparent manner.
10. 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.
11. 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 at least 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.
12. 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: 19th May, 2018

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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 OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATION, 2015 AND SECRETARIAL STANDARDS - 2 ON GENERAL MEETING.

Item No. 2

Shri Hanuman Prasad Ramuka (DIN 02440114), Whole-time 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.

His brief resume, the nature of his expertise in specific functional areas, names of companies in which he holds Directorship, Committee Memberships/ Chairmanships, his shareholding etc., are separately annexed hereto.

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

Except Shri Hanuman Prasad Ramuka, 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. 3

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, 2019. 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. 3 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.

Item No. 4

The Board of Directors of the Company at its meeting held on February 08, 2018 had approved the re-appointment of Shri Hanuman Prasad Ramuka, Whole time Director of the Company for a period of three years from 30th April, 2018 to 29th April, 2021. The re-appointment of Shri Hanuman Prasad Ramuka and the remuneration payable to him on his re-appointment is subject to the approval of the Members of the Company. The terms of the remuneration are as set out in the Explanatory statement as follows:

- a) Consolidated remuneration of Rs. 3,48,200/- (Rupees Three Lakhs Forty Eight Thousand Two Hundred) per month with an increment from time to time subject to the ceiling limit of Rs.7,00,000/- per month.
- b) Commission: Commission on net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013 as may be fixed by the Board subject to the ceiling limits laid down in Sections 197 of the Companies Act, 2013.

Where in any financial year during the currency of the tenure of Whole time Director, the Company has made no profits or its profits are inadequate, the Company shall pay to the Whole time Director, the above Salary and perquisites except commission not exceeding the ceiling limits prescribed in Schedule V of the Companies Act, 2013 as Minimum Remuneration.

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- c) The Whole Time Director shall also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified herein above:
- Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961.
 - Gratuity payable at the rate not exceeding half a month's Salary for each completed year of service.
 - Earned privilege leave at the rate of one month's leave for every eleven months of service. The Whole Time Director shall be entitled to encash leave at the end of his tenure as Whole Time Director.
 - Provision for Car and Telephone at the residence of the Whole Time Director and Mobile Phones for the purpose of business of the Company shall not be treated as perquisites.

His brief resume, the nature of his expertise in specific functional areas, names of companies in which he holds Directorship, Committee Memberships/ Chairmanships, his shareholding etc., are separately annexed hereto. Shri Hanuman Prasad Ramuka is interested in resolutions at Item No. 4 which pertains to his appointment and remuneration payable to him.

None of the other Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at item No.4 for approval by the members.

Additional Information as required under Part II of Section II of Schedule V of the Companies Act, 2013.

I. GENERAL INFORMATION				
(1)	Nature of Industry	Chemical Industry		
(2)	Date or expected date of commencement of commercial production	The Company has been in business Since 1987		
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable		
(4)	Financial Performance (Rs. In Lakhs)	2015-16 (Rs.)	2016-17 (Rs.)	2017-18 (Rs.)
	Turnover	10096.43	11470.33	5463.73
	Net profit (as computed under section 198)	94.12	(172.27)	(1202.86)
	Net profit/ (Loss) as per profit and loss account	62.12	(172.27)	(1202.86)
	Amount of Dividend paid	44.46	44.16	-
	Rate of Dividend declared	10.00%	10.00%	-
	Earnings before interest, depreciation & taxes	412.52	134.84	(827.02)
	% of EBIDTA to turnover	4.08	1.17	(15.14)
(5)	Export performance and net foreign exchange collaborations	701.55	2190.09	698.33
(6)	Foreign investments or collaborators, if any.	NIL		