

27th Annual Report 2015-16

27TH ANNUAL REPORT

2015-2016

SHREYAS INTERMEDIATES LIMITED

27th Annual Report 2015-16

(CIN: L24120PN1989PLC145047)

BOARD OF DIRECTORS

Mr. Ramchandra Dhondu Ghanekar	-	Whole Time Director
Mr. Govind Krishna Sharma	-	Independent Director
Mr. Surya Prakash Pandey	-	Independent Director
Ms. Shruti Dinesh Sharma	-	Non-Executive Director (w.e.f. 30 th May, 2015)
Mrs. Snehlata D. Sharma	-	Non-Executive Director (upto 30 th May, 2015)

CHIEF FINANCIAL OFFICER

Mr. Rajesh Pareekh	-	w.e.f 30 th May, 2015
--------------------	---	----------------------------------

REGISTERED OFF. & FACTORY

Plot No. D-21, D-22 & D-23,
M.I.D.C. Industrial Estate,
Lote Parshuram, Taluka Khed,
District: Ratnagiri – 415722
Maharashtra.

STATUTORY AUDITORS

Sayeed Khan & Associates
Chartered Accountants

Registrar & Transfer Agents

M/s. System Supports Services
09, Shivai Industrial Estate,
Near Parke Davis
89, Andheri – Kurla Road,
Sakinaka, Mumbai – 400 072.

27TH ANNUAL GENERAL MEETING Date: 30th September, 2016 Day: Friday Time: 1.00 P.M. Place: D-21, D-22, D-23, M.I.D.C., Lote Parshuram, Taluka Khed, District Ratnagiri – 415722, Maharashtra	<u>CONTENTS</u> -Notice -Directors' Report -Management Discussion Analysis Report -Report on Corporate Governance -Auditors' Certificate on Corporate Governance -Independent Auditors' Report -Balance Sheet -Statement of Profit & Loss -Cash Flow Statement -Significant Accounting Policies and Notes to Accounts -Proxy & Attendance Slip	<u>Page No.s</u> 1 10 38 40 52 53 62 63 64 65
--	--	--

27th Annual Report 2015-16

NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of SHREYAS INTERMEDIATES LIMITED will be held on Friday, 30th September, 2016 at 1.00 P.M. at the Registered Office of the Company at D-21, D-22, D-23, M.I.D.C., Lote Parshuram, Taluka – Khed, District – Ratnagiri – 415722 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 31st March, 2016 together with the reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Ramchandra Dhondur Ghanekar (DIN: 03540737), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors of the Company and 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, M/s. Sayeed Khan & Associates, Chartered Accountants, Mumbai (having FRN125227W) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this 27th Annual General Meeting until the conclusion of the next 28th Annual General Meeting of the Company, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors, plus service tax and out of pocket expenses.”

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 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the re-appointment of Mr. Ramchandra Dhondur Ghanekar (DIN: 03540737), as Whole-Time Director of the Company for a further period of five (5) years w.e.f. 5th April, 2014 on a remuneration of Rs. 4,80,000/- per annum be and is hereby approved with the authority to the Board of Directors of the Company to revise the terms on recommendation of Nomination and Remuneration Committee with regards to remuneration from time to time within the limits provided in the said Schedule V or any amendment thereto for the time being in force.

27th Annual Report 2015-16

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during the tenure of Mr. Ramchandra Dhondu Ghanekar as a Whole-Time Director of the Company, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution."

**By Order of the Board of Directors
For SHREYAS INTERMEDIATES LIMITED**

**Ramchandra D. Ghanekar
Whole Time Director
DIN: 03540737**

**Place: Mumbai
Date: 12th August, 2016**

Registered Office:

D-21, D-22, D-23, M.I.D.C.,
Lote Parshuram, Taluka – Khed,
District Ratnagiri - 415 722,
Maharashtra

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, INSTEAD OF HIM/HERSELF. PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE VALID, SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE AFORESAID MEETING.** Further a person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10 percent of the total share capital of the company carrying voting rights provided that a member holding more than 10 percent of the total share capital of the Company carrying voting rights may appoint single person as a proxy and such person shall not act as a proxy for any other person or shareholder.
2. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto and forms part of this notice.
3. Members are requested to bring their Attendance slip along with their copy of Annual Report to the Meeting.

27th Annual Report 2015-16

4. 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.
5. Corporate members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Annual General Meeting (including through e-voting).
6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
7. Pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2 on 'General Meetings' the particulars of Directors seeking re-appointment at the ensuing Annual General Meeting are stated in explanatory statement of the notice.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 22nd September, 2016 to Friday, 23rd September, 2016 (both days inclusive).
9. Members who hold shares in dematerialized form are requested to bring their client ID and DPID for easier identification of attendance at the meeting.
10. Members holding shares in identical order of names in more than one folio are requested to write to the Company / Registrar and Share Transfer Agents (RTA) enclosing their Share Certificates to enable the Company to consolidate their holdings in one folio for better services.
11. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company / RTA quoting their Folio Number. Members holding shares in the Demat form may update such details with their respective Depository Participants.
12. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / (RTA).
13. Queries on accounts and operations of the Company, if any, may please be sent to the Company seven days in advance of the meeting so that the answers can be made available at the Meeting.
14. Members are requested to forward all Share Transfers and other communications to the (RTA) of the Company and are further requested to always quote their Folio Number in all correspondences with the Company.
15. As per provisions of Section 72 of the Companies Act 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in

27th Annual Report 2015-16

single name and physical form are advised to make nomination in the prescribed form SH-13 with RTA and in respect of shares held in demat form, the nomination form may be filled with respective DP.

16. To comply with the provisions of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rule 2014, the Company is required to update its database by incorporating some additional details of its members.

You are thus requested to submit your e-mail ID and other details vide the e-mail updation form attached in this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and by returning the same by post.

The e-mail ID provided shall be updated subject to successful verification of your signatures as per record available with the RTA of the Company.

17. The Register of Directors' Shareholdings maintained under Section 170 and Register of Contract or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 are open for inspection at the Registered Office of the Company during the office hours on all working days, between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting and will be open for inspection during the Annual General Meeting also.
18. The Notice of the 27th Annual General Meeting and instructions for e-voting, attendance slip and proxy form are being sent by electronic mode to all members whose email address are registered with the Company/Depository Participant(s) unless member has requested for hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by courier.
19. Information and other instructions relating to the e-voting:
 - (a) In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be passed in the 27th Annual General Meeting (AGM) by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting').
 - (b) The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide e-voting facility.
 - (c) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot paper.
 - (d) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

27th Annual Report 2015-16

- (e) The remote e-voting shall commence on Tuesday, 27th September, 2016 (10.00 a.m.) and ends on Thursday, 29th September, 2016 (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 i.e. Friday, 23rd September, 2016, may cast their vote electronically. The 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.
- (f) 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 i.e. Friday, 23rd September, 2016.
- (g) 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, i.e. Friday, 23rd September, 2016 only shall be entitled to avail the facility of remote e-voting and voting at Meeting through ballot paper.
- (h) The Board of Directors of the Company has appointed CS Manish Baldeva (Membership No. F6180), Proprietor M/s. M Baldeva Associates, Company Secretaries, Thane as Scrutinizer to scrutinize the voting through ballot paper and remote e-voting process in a fair and transparent manner.
- (i) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Friday, 23rd September, 2016 may obtain the User ID and password by sending a request at helpdesk.evoting@cdsl.in or info.shreyasintermediates@gmail.com . However, if the member is already registered with CDSL for remote e-voting then he can use his existing user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evotingindia.com or contact CDSL at toll free no.: 1800-200-5533.
- (j) The Scrutinizer, after scrutinizing the votes cast at the meeting through ballot paper and through remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.shreyasintermediates.co.in and on the website of the CDSL <https://www.evotingindia.com/>. The results shall simultaneously be communicated to BSE.
- (k) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. Friday, 30th September, 2016.

27th Annual Report 2015-16

The instructions for e-voting are as under:

- A. In case a Member receives an email from CDSL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
- (i) Log on to the e-voting website <https://www.evotingindia.com/>
 - (ii) Click on Shareholder – Login
 - (iii) Now enter user ID and password
 - 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.
 - (iv) Next enter the Image Verification as displayed and Click on Login.
 - (v) 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.
 - (vi) 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.

- (vii) After entering these details appropriately, click on “SUBMIT” tab;
- (viii) Members holding shares in physical form will then reach directly 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

27th Annual Report 2015-16

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;

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice;
- (x) Select “EVSN” of SHREYAS INTERMEDIATES LIMITED.
- (xi) Now you are ready for e-voting as Cast Vote page opens.
- (xii) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (xiii) Upon confirmation, the message “Vote cast successfully” will be displayed
- (xiv) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xv) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xvii) Note for Non-Individuals Shareholders and Custodians
 - Non-Individuals shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates;
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com;
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on;
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote;
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, 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 has requested for physical copy]:

- (i) Please follow all steps from Sl. No. A (i) to Sl. No. A (xvi) above, to cast vote.
- (ii) 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 Downloads section of www.evotingindia.com.

27th Annual Report 2015-16

- (iii) 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).