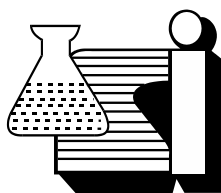


**29<sup>th</sup>**  
**ANNUAL REPORT**  
**2017 - 2018**  
**(CIN: L24120PN1989PLC145047)**



**SHREYAS INTERMEDIATES LIMITED**





## SHREYAS INTERMEDIATES LIMITED

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### BOARD OF DIRECTORS

Mr. Dinesh Chaturvedi	Whole-time Director (w.e.f 30th May, 2017)
Mr. Govind Krishna Sharma	Independent Director
Mr. Surya Prakash Pandey	Independent Director
Ms. Neelam Yashpal Arora	Independent Director (w.e.f 6th April, 2017)
Ms. Shruti Dinesh Sharma	Non-Executive Director (till 6th April, 2017)

### CHIEF FINANCIAL OFFICER

Mr. Rajesh Pareekh

### STATUTORY AUDITORS

A. Sachdev Co.  
Chartered Accountants

### REGISTERED OFFICE & FACTORY

Plot No. D-21, D-22 & D-23, M.I.D.C. Industrial Estate, LoteParshuram, TalukaKhed,  
District: Ratnagiri - 415722 Maharashtra.

### Bankers

Oriental Bank of Commerce

### Registrar & Transfer Agents

Link Intime India Private Limited  
C-101, 247 Park, L.B.S Marg, Vikroli (West), Mumbai 400083  
Tel: +91 22 49186000 • Fax: +91 22 49186060

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# SHREYAS INTERMEDIATES LIMITED

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## NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of the members of SHREYAS INTERMEDIATES LIMITED will be held on Friday, 28th September, 2018 at 12.00 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, 2018 together with the reports of the Board' and Auditors' thereon.
2. To appoint a Director in place of Mr. Dinesh Chaturvedi (DIN: 07005933), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

3. To consider and if thought fit, to pass, with or without modification(s) as may be permissible the following resolution as a **Special Resolution**:

"RESOLVED THAT consent of the Company be and is hereby accorded, pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) for giving any loan to any person or other body(ies) corporate or any guarantee or providing security in connection with a loan to any other body corporate or person and for acquiring, by way of subscription, purchase or otherwise, the securities of any other body(ies) corporate as the Board of Directors of the Company may think fit and in the interest of the company and that the aggregate amount of loan(s) and guarantee(s) so far given, or securities so far provided to or shares or other securities so far acquired in all bodies corporate together with the loan(s), guarantee(s) or security(ies) or investment(s) in securities proposed to be given or provided or made or acquired shall not exceed Rs. 100 Crores (Rupees Hundred Crores Only), over and above the limits prescribed under Section 186(2) of the Companies Act, 2013.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, settle any question, difficulty or doubt that may arise in this regard and give such directions, as it may, in its absolute discretion, deem expedient, desirable and necessary including delegating, all or any of the powers herein conferred, to any Committee of Directors or Officer(s) of the Company, to give effect to this Resolution.

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

**Dinesh Chaturvedi  
Whole Time Director  
DIN:07005933**

**Place: Mumbai  
Date: 14th August, 2018**

### Registered Office:

D-21, D-22, D-23, M.I.D.C.,  
LoteParshuram, Taluka - Khed,  
District Ratnagiri - 415 722,



## NOTES:

- 1) (a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.  
(b) A person appointed as proxy shall act as a proxy on behalf of such member or number of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 person or shareholder.
- 2) The instrument appointing a proxy must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.  
Every member entitled to vote at a meeting of the Company or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the 29th Annual General Meeting and ending with the conclusion of the said Annual General Meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days of notice in writing of the intention so to inspect is given to the Company.
- 3) A Statement pursuant to Section 102 of the Companies Act, 2013 in relation to the special business of the meeting is annexed as Annexure I to the Notice.
- 4) Mr. Dinesh Chaturvedi, retires by rotation and being eligible offers himself for re-appointment. The details pertaining to aforesaid directors as required under Clause 1.2.5 of Secretarial Standards on General Meeting and Regulation 26(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is furnished in Annexure II to the Notice.
- 5) The route map and prominent landmark of the venue of the 29th Annual General Meeting as required under Clause 1.2.4 of the Secretarial Standards on the General Meeting is annexed herewith as Annexure III to the Notice.
- 6) The members or proxies are requested to bring with them the Annual Report, as extra copy of the same will not be supplied at the meeting as per usual practice.
- 7) 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.
- 8) 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)
- 9) 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.
- 10) 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 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.
- 11) The Shareholders are requested to notify changes, if any, in their address to their depository participants in respect of their holding in electronic form and to the Registrars and Transfer Agents of the Company, M/s. Link Intime India Private Limited having office at C-101, 247 Park, L.B.S Marg, Vikroli (West), Mumbai 400083; Tel No. +91 22 49186000; Fax: +91 22 49186060, Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in), Website: [www.linkintime.co.in](http://www.linkintime.co.in) in respect of their holding in physical form.
- 12) The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 22nd September, 2018 to Friday 28th September, 2018 (both days inclusive).
- 13) Members who hold shares in dematerialized form are requested to bring their client ID and DPID for easier identification of attendance at the meeting.



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- 14) No dividend on Equity Shares is recommended by the Board of Directors for the year 2017-18. Presently there is no unpaid dividend.
- 15) In view of various advantages, the members are requested to avail the facility of dematerialization of the Company's shares.
- 16) The members of the Company holding their shares in physical form or in dematerialized form, who have not registered their e-mail IDs and Mobile number with the Company or Depository Participant, to receive documents like Notice, Annual Reports and alike correspondence through electronic mode are requested to send their e-mail IDs and Mobile number either to the Company's id: [accounts@shreyasintermediates.com](mailto:accounts@shreyasintermediates.com) or Registrars and Transfer Agents email [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or to Depository Participant.
- 17) Annual Reports 2017-18 are being sent by electronic mode, only to those members who have registered their email addresses with the Company/ Depository Participant, unless any member has requested for a physical copy of the same. Annual Reports 2017-18 are being sent by physical mode to those members who have not registered their email addresses with the Company/ Depository Participant. Members may please note that the Annual Report 2017-18 is available on the website of the Company viz. [www.shreyasintermediates.co.in](http://www.shreyasintermediates.co.in).
- 18) The members are requested to handover the enclosed attendance slip duly signed as per their specimen signature(s) registered with the Company for admission to the meeting hall.
- 19) 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/ Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited.
- 20) **EVOTING:**
  - I) Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to announce that the Company is providing facility to the members to cast their votes on all the business mentioned in the Notice through electronic means. It may please be noted that the e-voting is optional.
  - II) For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the shareholders of the Company to cast their votes electronically.
  - III) The Board of Directors of the Company has appointed M/s. Mahesh Kandoi & Associates, Practicing Company Secretary, Mumbai, as scrutinizer to conduct and scrutinize the remote e-voting and voting at the 29th Annual General Meeting in a fair and transparent manner.
- IV) Process and manner of voting:
  - (a) In case of Shareholders receiving e-mail from NSDL:
    - i. Open e-mail and open PDF file viz; "SHREYAS e-Voting. Pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
    - ii. In case any shareholder is already registered with NSDL for e-voting, then that shareholder can use the existing user ID and password for casting of vote and step no. (i) and (vi) be skipped.
    - iii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
    - iv. Click on Shareholder - Login.
    - v. Put user ID and password as mentioned in step (i) or (ii) above, as may be applicable. Click Login.
    - vi. Password change menu appears. Change the password with new password of your choice



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with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vii. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.

viii. Select "EVEN" (E-Voting Event Number) of Shreyas Intermediates Limited.

ix. Now you are ready for e-Voting as Cast Vote page opens.

x. Cast your vote by selecting appropriate option and click on "submit" and also "confirm" when prompted.

xi. Upon confirmation, the message "Vote cast successfully" will be displayed.

xii. Once you have voted on the resolution, you will not be allowed to modify your vote. Institutional shareholders (i.e members other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG FORMAT) of the relevant Board/Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through email at [accounts@shreyasintermediates.com](mailto:accounts@shreyasintermediates.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

(b) In case of Shareholders receiving PIN mailer by Post:

i. Initial password will be provided through a separate PIN Mailer.

ii. Please follow steps (ii) to (xii) above, to cast vote.

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).

V) In case of query, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the download sections of <http://www.evoting.nsdl.com> or contact NSDL at the following Telephone No: 1800-222-990.

NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

VI) The remote e-voting period commences on Tuesday, 25th September, 2018 (9:00 AM) and closes on Thursday 27th September, 2018 (5:00 P M). At the end of the remote e-voting period, the portal where votes are cast shall forthwith be blocked.

VII) The Cut of date: 21st September, 2018.

Persons who have become members of the Company after the date of dispatch of notice by the Company, may apply to NSDL for receiving their User ID and Password required for remote e-voting.

Persons whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e voting as well as voting in the general meeting.

VIII) M/s. Mahesh Kandoi & Associates, Practicing Company Secretary, Mumbai, the scrutinizer will unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a scrutinizer's report of the votes cast in favor or against, if any and submit the same to Mr. Dinesh Chaturvedi, Whole-time Director of the Company on or before 1st October, 2018.

IX) The results along with the scrutinizer's report shall be placed on the website of the Company immediately after the same is declared.

X) Subject to receipt of sufficient votes, the resolution shall be deemed to be passed on the date of 29th Annual General Meeting.

XI) Remote e-voting facility shall not be available beyond 27th September, 2018 (5:00 PM).



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XII) Company shall provide voting facility at the meeting by way of Polling Paper.

The members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

The members who have already exercised their vote by way of remote e-voting shall be entitled to participate in the meeting but shall not be allowed to vote.

XIII) Members, whose names are appearing in the Register of Members as on 21st September, 2018, shall only be entitled to vote.

XIV) Members are requested to address the grievance connected with facility for voting by electronic means to the Compliance officer of the Company. Email ID: [accounts@shreyasintermediates.com](mailto:accounts@shreyasintermediates.com); Tel No: +91-2356 272471.

XV) Public Notice under Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014 will be placed on the website of the Company.

XVI) Members holding shares, both physical and demat, are entitled to vote through remote e-voting.

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

**Dinesh Chaturvedi  
Whole Time Director  
DIN:07005933**

### ANNEXURE I TO THE NOTICE

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

##### Item No. 3

The Board of Directors consider it appropriate and in the interest of the company to make, in the course of business and at appropriate time, loan to any person or other body corporate or give guarantee or to provide security in connection with a loan to any other body corporate or person or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate notwithstanding the fact that that the aggregate of loans and investments so far made, the amount for which guarantees or securities so far provided to or in all bodies corporate together with the investment(s), loan(s), guarantee(s) or security(ies) proposed to be made or given may exceed sixty per cent of the paid-up share capital, free reserves and securities premium account of the Company or one hundred per cent of its free reserves and securities premium account of the Company, whichever is more.

The resolution under section 186 of the Companies Act, 2013 mentioned at Sr. No. 3 of the accompanying Notice is an enabling resolution and is proposed as a Special Resolution for your consideration. The Board recommends the resolution.

All the directors of the company and their relatives may be considered as concerned or interested in the resolution to the extent of any loan, investment, guarantee or security which may be made or provided by the company to any body(ies) corporate in which any director of the company and their relatives is or will be interested. There is no concern or interest, financial or otherwise of any key managerial personnel of the Company or their relatives in respect of the said resolution.





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## ANNEXURE II TO THE NOTICE

Details of the directors proposed to be appointed / re-appointed as per point 1.2.5 of Secretarial Standards on General Meeting and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name	Mr. Dinesh Chaturvedi
Age	61 years
Qualifications	He is HSC in Science.
Experience	Mr. Dinesh Chaturvedi has more than 20 years of experience in MES Military Engineering Service, E & M - Electricity and Mechanisms, Project Management and around 15 years of experience in business of civil work contractor, building construction
Terms and conditions of appointment including details of remuneration	<p>Mr. Dinesh Chaturvedi holds the office of Whole-time Director from 30th May, 2017 to 29th May, 2020.</p> <p>He will be entitled for remuneration as per the provisions of Companies Act, 2013 and as may be decided by the Board of Directors and approved by the members of the Company from time to time.</p> <p>Mr. Dinesh Chaturvedi, will be liable to retire by rotation.</p> <p>Other terms and conditions are mentioned in the letter for appointment which is available for inspection by members on all working days except holidays from 11.00 a.m to 5.00 p.m till 27th September, 2018 at the registered office of the company.</p>
Last drawn remuneration	NIL
Date of first appointment by the Board of Directors of the Company	30th May, 2017
Shareholding in the Company	NIL
Relationship with other directors and Key Managerial of the Company	None
Number of meetings attended during the financial year 2017-18	4
Other directorship, membership / chairmanship of committees of other board	<p>Director in:</p> <p>1. Subhadrajun Securities And Properties Pvt. Ltd.</p> <p>* Membership / Chairmanship in committees:</p> <p>Chairman - NIL</p> <p>Membership - NIL</p>
Justification for appointment of Director	N.A

\* For the purpose of disclosure of Membership / Chairmanship only Audit Committee and Stakeholder Relationship Committee are considered.

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

**Dinesh Chaturvedi**  
Whole Time Director

**Place: Mumbai DIN:07005933**  
**Date: 14th August, 2018**



**ANNEXURE III TO THE NOTICE**

**ROUTE MAP AND PROMINENT LANDMARK OF THE VENUE OF THE ANNUAL GENERAL MEETING**

