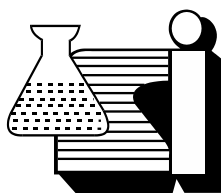


**30<sup>th</sup>**  
**ANNUAL REPORT**  
**2018 - 2019**  
**(CIN: L24120PN1989PLC145047)**



**SHREYAS INTERMEDIATES LIMITED**





# SHREYAS INTERMEDIATES LIMITED

(Annual Report 2018-2019)

## BOARD OF DIRECTORS

Mr. Surya Prakash Pandey	Wholetime Director (Appointed w.e.f. 31st October, 2018)
Mr. Govind Krishna Sharma	Independent Director
Mr. Ramjan Kadar Shaikh	Additional Director (Appointed w.e.f. 31st October, 2018)
Ms. Neelam Yashpal Arora	Independent Director
Mr. Dinesh Chaturvedi	Wholetime Director (Resigned w.e.f. 31st October, 2018)

## CHIEF FINANCIAL OFFICER

Mr. Rajesh Pareekh

## COMPANY SECRETARY

Mr. Bhavesh Vrujlal Gondaliya

## STATUTORY AUDITORS

A. Sachdev Co.

Chartered Accountants

## REGISTERED OFFICE & FACTORY

Plot No. D-21, D-22 & D-23, M.I.D.C. Industrial Estate, Lote Parshuram, Taluka Khed,  
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 30th Annual General Meeting of the members of SHREYASINTERMEDIATES LIMITED will be held on Monday, 30th September, 2019 at 11.00 a.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, 2019 together with the reports of the Board and Auditors' thereon.
2. To appoint a Director in place of Mr. Surya Prakash Pandey (DIN: 01898839), 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), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 161 and any other applicable provisions of the Companies Act, 2013 and any other rules made there under, Mr. Ramjan Kadar Shaikh (DIN: 08286732) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31st October, 2018 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Act proposing his candidature, for the office of the Director of the Company, be and is hereby appointed as a Director of the Company.

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof) read with Schedule V thereof, the articles of association of the Company and upon the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the re-appointment of Mr. Surya Prakash Pandey (DIN 01898839) as a Whole-time Director of the Company for the period of 3 (three) years with effect from October 31, 2018 on the terms and conditions as set out in the Explanatory Statement annexed to this Notice convening this meeting.

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove, where, during the term of employment of the Whole-time Director, if in any financial year, the Company has no profits or its profits are inadequate, unless otherwise approved by any Statutory Authority, as may be required, the remuneration payable to the Executive Director including salary, perquisites and any other allowances shall be governed and be subject to the conditions and ceiling provided under the provisions of Schedule V of Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable in the said regard."

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

**Surya Prakash Pandey**  
**Whole Time Director**  
**DIN:01898839**

**Place: Mumbai**  
**Date: 14th August, 2019**

**Registered Office:**  
D-21, D-22, D-23, M.I.D.C., Lote Parshuram, Taluka - Khed,



## 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 30th 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. Surya Prakash Pandey, 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 30th 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 Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (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 2018-19. 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: [info.shreyasintermediates@gmail.com](mailto:info.shreyasintermediates@gmail.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 2018-19 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 2018-19 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 2018-19 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. Pankaj & Associates, Practicing Company Secretary, Mumbai, as scrutinizer to conduct and scrutinize the remote e-voting and voting at the 30th 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.



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- vi. Password change menu appears. Change the password with new password of your choice 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 [info.shreyasintermediates@gmail.com](mailto:info.shreyasintermediates@gmail.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 Friday, 27th September, 2019 (9:00 AM) and closes on Sunday, 29th September, 2019 (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: 23rd September, 2019.
- 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. Pankaj & 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. Surya Prakash Pandey, Whole-time Director of the Company on or before 3rd October, 2019.



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- 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 30th Annual General Meeting.
- XI) Remote e-voting facility shall not be available beyond 29th September, 2019(5:00 PM).
- 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 23rd September, 2019, 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: info.shreyasintermediates@gmail.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**

**Surya Prakash Pandey**  
**Whole Time Director**  
**DIN:01898839**

### **ANNEXURE I TO THE NOTICE EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:**

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

#### **Item No. 3**

Mr. Ramjan Kadar Shaikh was appointed as an Additional Director by the Board of Directors in accordance with the provisions of Section 161 of the Companies Act, 2013 on 31st October, 2018. Pursuant to Section 152 of the Companies Act, 2013, the above director holds office up to the date of the ensuing Annual General Meeting. In this regard, the Company has received a request in writing from a member of the company proposing Mr. Ramjan Kadar Shaikh for appointment as a Director of the Company retiring by rotation.

The appointment of Mr. Ramjan Kadar Shaikh as a Director is now being placed before the Members in General Meeting for their approval. The terms and conditions of appointment of Director shall be open for inspection by the members at the Registered office during normal business hours on any working day of the Company. The Directors recommend the resolution set out in Item No. 3 of the accompanying notice.

#### **Item No. 4**

Mr. Surya Prakash Pandey was appointed as a Whole-Time Director for a period of 3 years from 31st October, 2018 to 31st October, 2021 by the Board of Directors at the meeting held on 31st October, 2018 subject to approval of the





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members. The appointment of Mr. Surya Prakash Pandey is proposed for approval of the members of the Company as per Section 196 of the Companies Act, 2013.

As per Section 196 of the Companies Act, 2013 the terms and conditions of appointment of Whole-Time Director can be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the company.

Mr. Surya Prakash Pandey 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. His education qualification is given in Annexure I. He does not hold any equity shares in the Company. Mr. Surya Prakash Pandey has no relationship with any director of the Company. With regards to directorship in other companies, he holds the position of director in Cyan Formulators Private Limited (U65990MH1989PTC050900).

Brief terms of appointment:

- Remuneration and Perquisites: Rs. 3,90,000/-.
- As a Whole-time Director, Mr. Surya Prakash Pandey shall, subject to the supervision and control of the Board of Directors, manage the business and affairs of the Company.
- Mr. Surya Prakash Pandey will not be paid any fee for attending the meetings of the Board or any committee thereof.
- Mr. Surya Prakash Pandey, will be liable to retire by rotation.
- The appointment may be terminated at any time by either party giving to the other party notice of such number of months as per the prevailing policy of the Company and neither party will have any claim against the other for damages or compensation by reason of such termination. In any event, the appointee will not be entitled to any compensation in cases mentioned in Section 202 of the Companies Act, 2013.
- Tenure: 31.10.2018 to 31.10.2021.

The above terms and conditions may be treated as written memorandum under Section 190 of the Companies Act, 2013.

The letter of appointment of Mr. Surya Prakash Pandey is open for inspection by the members on all working days, except holidays at the registered office of the Company between 11.00 A.M. to 5.00 P.M. till 28th September, 2019.

The Directors recommends the passing of the resolution set out at Item No. 4 of the accompanying Notice.

Except for Mr. Surya Prakash Pandey there is no concern or interest, financial or otherwise of any director, key managerial personnel of the Company or their relatives in respect of the said resolution.



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### ANNEXURE I 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 of the Director	Mr. Surya Prakash Pandey	Mr. Ramjan Kadar Shaikh
DIN	01898839	08286732
Date of Birth	03/02/1969	01/06/1960
Date of Original Appointment	10/03/2014	31/10/2018
Experience in specific Areas	27 years experience in factory commercial work	25 years experiences in Stores purchases
Qualifications	B.A.	B.com
Directorships in other Companies	Cyan Formulators Private Limited	NIL
Membership / Chairmanship of Committees other than Shreyas Intermediates Limited	NIL	NIL

\*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**

**Surya Prakash Pandey**  
**Whole Time Director**  
**DIN:01898839**

**Place: Mumbai**  
**Date: 14th August, 2019**