

**SHREYAS INTERMEDIATES LIMITED**

**33<sup>RD</sup> ANNUAL REPORT**

**2021-2022**

**(CIN: L24120PN1989PLC145047)**

**BOARD OF DIRECTORS:**

MR. SURYA PRAKASH PANDEY	WHOLE-TIME DIRECTOR
MR. GOVIND KRISHNA SHARMA	INDEPENDENT DIRECTOR
MRS. NEELAM YASHPAL ARORA	INDEPENDENT DIRECTOR
MR. DINESH SHANKARLAL SHARMA	DIRECTOR (Appointed on 25/04/2022)

**CHIEF FINANCIAL OFFICER**

MR. HARIPRAKASH RATANLAL BOHRA

**COMPANY SECRETARY**

MR. BHAVESH VRUJLAL GONDALIYA

**STATUTORY AUDITORS:**

M/S. A. SACHDEV & CO. CHARTERED ACCOUNTANTS

**INTERNAL AUDITORS:**

M/S. SAYEED KHAN & ASSOCIATES CHARTERED ACCOUNTANTS

**SECRETARIAL AUDITOR:**

M/S. PANKAJ & ASSOCIATES  
COMPANY SECRETARY

**REGISTERED OFFICE:**

PLOT NO. D-21, D-22 & D-23, M.I.D.C. INDUSTRIAL ESTATE, LOTEPARSHURAM, TALUKAKHED,  
DISTRICT: RATNAGIRI - 415722 MAHARASHTRA.

**BANKERS:**

PUNJAB NATIONAL BANK

**REGISTRAR & SHARE TRANSFERAGENTS: REGD. OFFICE:**

LINK INTIME INDIA PRIVATE LIMITED,  
C 101, 247 PARK, L.B.S. MARG, VIKHROLI (WEST), MUMBAI-400083. TEL: 022 - 49186270 FAX:  
022 - 49186060

**SHREYAS INTERMEDIATES LIMITED**

**(CIN: L24120PN1989PLC145047)**

**REGD. OFFICE: D-21, D-22, D-23, M.I.D.C., LOTE PARSHURAM, TALUKA KHED, DISTRICT RATNAGIRI 415 722, MAHARASHTRA**

**NOTICE**

**NOTICE** is hereby given that the 33rd Annual General Meeting of the members of SHREYAS INTERMEDIATES LIMITED will be held on Thursday, 29th September, 2022 at 11.00 a.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business:

**A. ORDINARY BUSINESS:**

**Item No. 1 - Adoption of Audited Annual Financial Statements**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 together with the reports of the Board of Directors and the Auditors' thereon.

**Item no. 2 – Re-appointment of Mr. Surya Prakash Pandey as a Director retiring by rotation**

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.

**Item No. 3- Re-appointment of Statutory Auditor**

M/s. A. Sachdev & Company Chartered Accountants (Firm Reg. No. 001307C) where in signing partner will be Brijendra Kumar Agarwal (Membership No. 090771) for the second term of 5 year beginning from the financial year 2022-23.

**B. SPECIAL BUSINESS:**

**Item no. 4– To approve the appointment of Mr. Dinesh Shankarlal Sharma as Non-Executive – Non Independent Director & Chairperson**

To approve the appointment of Mr. Dinesh Shankarlal Sharma as Non-Executive - Non-Independent Director & Chairperson explanatory statement to above said is attached to the notice along with the Detail of Qualifications and Experience.

**Item No. 5 – To approve re-appointment of Mrs. Neelam Yashpal Arora Non-Executive - Independent Director**

To approve appointment of Mrs. Neelam Yashpal Arora Non-Executive - Independent Director whoies tenure is getting over on April, 2022 for the second term of 5 years.

## **Item No. 6 – To Approval of Related Party Transaction**

To approve related party transaction with Kesar Petroproducts Limited, Niyati Ventures Private Limited and Malvika Herbopharma Private Limited amounting to Rupees 332 Crore which is already approved by Audit committee and Board of Directors.

### **NOTES:**

1. The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to Item Nos. 2 of the Ordinary Business forms part of this Notice. Additional information, pursuant to the applicable Regulations of the SEBI (Listing Obligations and Listing Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors seeking appointment / re-appointment at this Annual General Meeting is furnished as Annexure II to this Notice.
2. (a) In view of the continuing Covid – 19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as MCA Circulars) permitted the holding of the Annual General Meeting (AGM) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.  
  
(b) Pursuant to the provisions of the Act, a member entitled to vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since the AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through e-voting. The said Resolution / Authorization should be sent to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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 33<sup>rd</sup> Annual General Meeting as required under Clause 1.2.4 of the Secretarial Standards on the General Meeting is not annexed herewith as the AGM is being held through VC / OAVM.
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 2249186060, 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.

**The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 23<sup>rd</sup> September, 2022 to Thursday, 29<sup>th</sup> September, 2022 (both days inclusive).**

12. Members who hold shares in dematerialized form are requested to bring their client ID and DPID for easier identification of attendance at the meeting.
13. No dividend on Equity Shares is recommended by the Board of Directors for the year 2021-22. Presently there is no unpaid dividend.
14. In view of various advantages, the members are requested to avail the facility of dematerialization of the Company's shares.
15. 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 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 at [evoting@nsdl](mailto:evoting@nsdl)
16. Copies of Annual Report 2021-22 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 Report 2021-22 is not being sent by physical mode to those members who have not registered their email addresses with the Company/ Depository Participant – in accordance with the Ministry of Corporate Affairs General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020

issued by SEBI Companies are exempted from sending physical copies of the Annual Report 2021-22 and Notice of the Annual General Meeting scheduled for 29<sup>th</sup> September, 2022. Members may please note that the Annual Report 2021-22 is available on the website of the Company viz. [www.shreyasintermediates.co.in](http://www.shreyasintermediates.co.in).

17. 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.

### **E-VOTING:**

- 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 Pramod S Shah & Associates, Practicing Company Secretary, Mumbai, as scrutinizer to conduct and scrutinize the remote e-voting and voting at the 33<sup>RD</sup> Annual General Meeting in a fair and transparent manner.
- IV. Process and manner of voting:

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.
  - i. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
  - ii. Click on Shareholder – Login.
  - iii. Put user ID and password as mentioned in step (i) or (ii) above, as may be applicable. Click Login.
- iii. 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.
- iv. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- v. Select “EVEN” (E-Voting Event Number) of Shreyas Intermediates Limited.

- vi. Now you are ready for e-Voting as Cast Vote page opens.
  - vii. Cast your vote by selecting appropriate option and click on “submit” and also “confirm” when prompted.
  - viii. Upon confirmation, the message “Vote cast successfully” will be displayed.
  - ix. 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).
- 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).

- A. The remote e-voting period commences on Monday, the 26th September, 2022 (9:00 a.m.) and closes on Wednesday, the 28th September, 2022 (5:00 p.m.). At the end of the remote e-voting period, the portal where votes are cast shall forthwith be blocked.
- B. The Cut of date: 22<sup>nd</sup> September, 2022.
- C. 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.
- D. 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.
  - i. M/s. Pramod S Shah & 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 3<sup>rd</sup> October, 2022.
  - ii. The results along with the scrutinizer’s report shall be placed on the website of the Company immediately after the same is declared.
  - iii. Subject to receipt of sufficient votes, the resolution shall be deemed to be passed on the date of 33<sup>rd</sup> Annual General Meeting.
  - iv. Remote e-voting facility shall not be available beyond 28<sup>th</sup> September, 2022 (5:00 PM).
  - v. Company shall provide voting facility at the meeting electronically.
- E. 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.

- F. 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.
- i. Members, whose names are appearing in the Register of Members as on 22<sup>nd</sup> September, 2022, shall only be entitled to vote.
  - ii. 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.
  - iii. Public Notice under Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014 will be placed on the website of the Company and will also be published in an English language Newspaper and in a Marathi language Newspaper.
  - iv. Members holding shares, both physical and demat, are entitled to vote through remote e-voting.



## **ATTENDING ANNUAL GENERAL MEETING**

### **Instructions for Shareholders/ Members to Vote during the Annual General Meeting through WEBCAST**

#### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the</li></ol>

	<p>icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="774 817 1284 1120" data-label="Image"> <p>The image shows a promotional banner for the NSDL Mobile App. At the top, it says 'NSDL Mobile App is available on'. Below this, there are two logos: the Apple App Store logo and the Google Play logo. Under each logo is a square QR code for users to scan and download the app.</p> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After</li> </ol>