

28th
Annual Report
2014-2015



SHREE HARI CHEMICALS EXPORT LTD.

28th ANNUAL REPORT (2014-2015)

SHREE HARI CHEMICALS EXPORT LIMITED

BOARD OF DIRECTORS

Shri K. L. Ramuka
Shri B. C. Agrawal
Shri H. P. Ramuka
Shri V. N. Gupta
Shri A. D. Chirania
Shri V. P. Kedia
Smt. Ekta Sultania
Shri S. K. Sultania

Chairman & Executive Director
Managing Director
Whole Time Director
Director
Director
Director
Director (Appointed w.e.f. 26-03-2015)
Director (Resigned w.e.f. 26-03-2015)

BANKERS

STATE BANK OF INDIA

Backbay Reclamation Branch,
Tulsiani Chambers, Nariman Point,
MUMBAI - 400 021.

AUDITORS

KAILASH CHAND JAIN & CO.

Chartered Accountants
MUMBAI 400 020.

REGD. OFFICE & WORKS

CIN - L99999MH1987PLC044942
A/8, M.I.D.C. Indl. Area,
MAHAD, Dist. Raigad
(Maharashtra) 402 309.
Tel.: 02145-232177
E-mail: shreeharichem@gmail.com

ADMINISTRATIVE OFFICE

103/104, Unique Tower,
Near Kamat Club,
S. V. Road, Goregaon (W),
MUMBAI - 400 062.
Tel.: 022-28787081 Fax: 022-28785033
E-mail: shreeharichem@gmail.com

REGISTRAR & SHARE TRANSFER AGENTS

UNIVERSAL CAPITAL SECURITIES PVT. LTD.

21, Shakil Niwas, Mahakali Caves Road,
Andheri (E), MUMBAI 400 093.
Tel.: 022-28207203
E-mail: info@unisec.in

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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:** shreeharichem@gmail.com
Website: www.shreeharichemicals.in

NOTICE

Notice is hereby given that the **TWENTY - EIGHTH** Annual General Meeting of the members of **SHREE HARI CHEMICALS EXPORT LIMITED** be held at A/8, M.I.D.C., Mahad, Dist. Raigad (Maharashtra) on Wednesday, September 23rd, 2015 at 11.30 a.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 31st, 2015, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on equity shares for the Financial Year 2014-2015.
3. 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.
4. 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 and the Rules framed thereunder, as amended from time to time, M/s. Kailash Chand Jain & Co., Chartered Accountants, Mumbai, (ICAI Registration No. 112318W), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Smt. Ekta Sultania (DIN 07134485) who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 26th, 2015 and who holds office upto the date of the forthcoming Annual General Meeting under Section 161 of the Companies Act, 2013 (‘the Act’) and Articles of Association of the Company, but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a shareholder proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Smt. Ekta Sultania (DIN 07134485), who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years from March 26th, 2015 to March 25th, 2020.”

6. To ratify the remuneration payable to the Cost Auditor and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

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“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 remuneration of ₹ 25,000/- for each Financial Year 2014-15 and 2015-16 plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of cost audit to M/s. B.F. Modi & Associates, Cost Accountants, Mumbai, (ICWA Registration No. 6955) who have been appointed as Cost Auditors of the Company for the Financial Years 2014-15 and 2015-16.”

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

“RESOLVED THAT in partial modification of the Special Resolution passed at the Annual General Meeting of the Company held on September 5th, 2014 and pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) the approval of the Company be and is hereby accorded for the payment of commission of ₹ 1,00,00,000/- (Rupees One Crore) to Shri Kishori Lal Ramuka, Chairman & Executive Director of the Company for the Financial Year 2014-15 in addition to the payment of remuneration made to him for the said Financial Year.”

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

“RESOLVED THAT in partial modification of the Special Resolution passed at the Annual General Meeting of the Company held on September 5th, 2014 and pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) the approval of the Company be and is hereby accorded for the payment of commission of ₹ 1,00,00,000/- (Rupees One Crore) to Shri Bankesh Chandra Agrawal, Managing Director of the Company for the Financial Year 2014-15 in addition to the payment of remuneration made to him for the said Financial Year.”

9. 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, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approval as may be necessary, the consent and approval of the Company in General Meeting be and is hereby accorded to the re-appointment of Shri Bankesh Chandra Agrawal (DIN 00121080) as Managing Director of the Company for a period of three years with effect from March 1st, 2015 upon the terms and conditions including the terms as to remuneration as set out in the explanatory statement and as approved by the Nomination and Remuneration Committee with liberty to the Board of Directors of the Company (the “Board”) to alter, vary and modify the terms and conditions of the said appointment in such manner as may be agreed to between the Board and Shri Bankesh Chandra Agrawal.”

“RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any Financial Year of the Company during Shri Bankesh Chandra Agrawal’s term of office as Managing Director, the remuneration payable to him shall be as per the minimum remuneration prescribed in Schedule V of the Act and that he shall be entitled to all other benefits and perquisites set out in the Explanatory Statement as the minimum remuneration.”

“RESOLVED FURTHER THAT in the event of any statutory amendment or relaxation by the Central Government to Schedule V of the Companies Act, 2013 the Board be and is hereby authorised to vary or increase the remuneration including the perquisites within such prescribed limits or ceiling to give effect to such modification, relaxation or variation without any further reference to the Company.”

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“**RESOLVED FURTHER THAT** the Board be and is hereby authorised 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. 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 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. The statement setting out material facts pursuant to Section 102(2) of the Companies Act, 2013, which sets out details relating to the Special Business at the meeting, is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will be closed from Wednesday, September 16th, 2015 to Wednesday, September 23rd, 2015 both days inclusive.
4. The dividend as recommended by the Board of Directors, if approved by the members at the 28th Annual General Meeting, shall be paid to those members whose names appear on the Register of Members of the Company after giving effect to all valid share transfers lodged with the Registrar & Share Transfer Agents of the Company on or before September 16th, 2015 in respect of shares held in physical form. In respect of shares held in electronic form, the dividend for the year ended March 31st, 2015 will be paid to the beneficial owners of shares as at the closing hours of September 16th, 2015 as per details furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for this purpose.
5. Members are requested to notify immediately any change of address:
 - (i) to their Depository Participants (DPs) in respect of their electronic share accounts, and
 - (ii) 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. In view of the circular issued by SEBI, the Electronic Clearing Services (ECS/NECS) facility should mandatorily be used by the companies for the distribution of dividend to its members. In order to avail the facility of ECS/NECS, members holding shares in physical form are requested to provide bank account details to the Company or its Registrar and Share Transfer Agents.
7. Pursuant to Act, the dividend remaining unclaimed/unpaid for a period of seven years from the date they became due for payment shall be credited to the Investors Education 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.
8. Members are requested to bring their copy of the Annual Report to the meeting.
9. The Notice of the AGM along with the Annual Report 2014-15 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 e-mail addresses, physical copies are being sent by the permitted mode.

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10. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with UCSPL/Depositories.

3. VOTING THROUGH ELECTRONIC MEANS:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise right to vote at 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depositories Services Limited (CDSL).

A. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Sunday, September 20th, 2015 (10.00 a.m.) and ends on Tuesday, September 22nd, 2015 (5.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, September 16th, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now select '**Shree Hari Chemicals Export Limited**' and click on submit
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)- <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.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If 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).

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- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of “**Shree Hari Chemicals Export Limited**”
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (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 e-mailed 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 should be e-mailed 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 Participant(s) or requesting physical copy]:

Please follow all steps from Sr. No. (ii) to Sr. No. (xi) above, to cast vote.

- I. 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.

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- II. 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.
- 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).
- IV. 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 of September 16, 2015. 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, voting through ballot form as well as voting at the meeting. The members who have not cast vote through remote e-voting or through ballot form shall be entitled to vote at the meeting. The members who have cast their votes by remote e-voting/ballot paper prior to meeting may also attend the meeting but shall not be entitled to cast their vote again.

Any person, who acquires shares of the Company and becomes member of the Company after despatch of the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@cdslindia.com. 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.evoting@cdslindia.com.

- V. Shri J.U. Poojari (FCS No.: 8102) or failing him Shri Mohammad P. (ACS No. 39232) of M/s Parikh Parekh Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- VI. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Shri J.U. Poojari (FCS No.: 8102), or failing him Shri Mohammad P. (ACS No. 39232) of M/s Parikh Parekh Associates, Practicing Company Secretaries, at the address of the Registrar and Share transfer agent of the Company, M/s Universal Capital Securities Pvt. Ltd., 21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai – 400093 not later than Tuesday, September 22, 2015 (5.00 p.m. IST). Ballot Form received after this date will be treated as invalid.
A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- VII. 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.
- VIII. 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.
- IX. 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.

Registered Office:

A/8, M.I.D.C. Industrial Area,
Mahad, Dist. Raigad (Maharashtra)

Dated: August 12, 2015

By the Order of the Board
Bankesh Chandra Agrawal
Managing Director

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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013

Item No. 3

Shri Hanuman Prasad Ramuka, 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.

Shri Hanuman Prasad Ramuka, aged 44 years. He is a member of the Institute of Chartered Accountants of India and has experience of 19 years in the field of chemical industry.

He was appointed on the Board of the Company with effect from April 30, 2008.

During the year Shri Hanuman Prasad Ramuka attended six meetings of the Board of Directors of the Company.

Shri Hanuman Prasad Ramuka is not holding any directorship/committee positions in other companies.

As on date of this Notice, he does not hold by himself or for any other person on a beneficial basis, any equity share in the Company. He is not related to any other Director of the Company.

Except Shri Hanuman Prasad Ramuka, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution.

Item No. 5

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Smt. Ekta Sultania (DIN 07134485) as an Additional Director with effect from March 26th, 2015 to hold office as Director till the date of the Annual General Meeting pursuant to Section 161 of the Act.

Smt. Ekta Sultania, aged 34 years, is a Bachelor of Science (B.Sc.).

In terms of Section 149 and other applicable provisions of the Act, Smt. Ekta Sultania, being eligible, is proposed to be appointed as an Independent Director of the Company for a term of 5 (five) consecutive years upto March 25th, 2020 not being liable to retire by rotation. The Company has received a Notice in writing from a member of the Company along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Smt. Ekta Sultania for the office of Director of the Company.

Smt. Ekta Sultania has consented to act as a Director of the Company and has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Smt. Ekta Sultania fulfills the conditions specified in the Act and the Rules thereunder for appointment as Independent Director and she is independent of the management.

The terms and conditions of appointment of Smt. Ekta Sultania as an Independent Director are available for inspection at the Registered Office of the Company during normal business hours on all working days.

Having regard to the qualifications, experience and knowledge, her appointment as an Independent Director will be in the interest of the Company. The Board recommends the resolution as set out at Item no. 5 of the accompanying Notice for the approval by the members of the Company.

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As on date of this Notice, she does not hold by herself or for any other person on a beneficial basis, any equity share in the Company. She is not related to any other Director of the Company.

Smt. Ekta Sultania is not holding any directorship/committee positions in other companies.

Except Smt. Ekta Sultania, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution.

Item No. 6

The Company was directed under section 148 of the Act, to have the audit of its cost records conducted by a Cost Accountant in Practice. The Board of Directors has, appointed, M/s. B.F. Modi & Associates, Cost Accountants, Mumbai, (ICWA Registration No. 6955), as Cost Auditors of the Company to audit the cost accounting records of the Company for the Financial Years 2014-15 and 2015-16 at a remuneration of ₹ 25,000/- for each Financial Year plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit. A Certificate issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection at the registered office of the Company during 11.00 a.m. to 1.00 p.m. on all working days except Public Holidays and shall also available at the Meeting.

M/s. B.F. Modi & Associates, have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

The Board commends the ratification of the payment of remuneration of ₹ 25,000/- p.a. plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit to M/s. B.F. Modi & Associates as Cost Auditors and the approval of the shareholders is sought for the same by an Ordinary Resolution.

None of the Directors and Key Managerial personnel or their relatives is interested in the above resolution.

Item No. 7 & 8

The Shareholders had through Special Resolutions passed at the Annual General Meeting of the Company held on September 5th, 2014, approved payment of revised remuneration payable to Shri Kishori Lal Ramuka, Chairman & Executive Director and Shri Bankesh Chandra Agrawal, Managing Director of the Company.

In view of the extraordinary performance and profitability of the Company during the year, it was considered appropriate to reward the efforts made by the Chairman & Executive Director and Managing Director of the Company.

The Board therefore at its Meeting held on May 28th, 2015 approved the payment of commission of ₹ 1,00,00,000/- (Rupees one Crore) each to Shri Kishori Lal Ramuka, Chairman & Executive Director and Shri Bankesh Chandra Agrawal, Managing Director of the Company for the Financial Year 2014-2015, as approved by the Nomination and Remuneration Committee in addition to the remuneration paid to them as approved by the Shareholders.

The payment of Commission to Shri Kishori Lal Ramuka, Chairman & Executive Director and Shri Bankesh Chandra Agrawal, Managing Director, in addition to the remuneration paid to them is within the overall limits laid down in Section 197 read with Schedule V of the Companies Act, 2013.

The Board recommends the Special Resolutions set out at item Nos. 7 & 8 of the Notice for approval by the members.

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Shri Kishori Lal Ramuka is concerned or interested in the said Special Resolution at item no. 7 of the accompanying notice as it relates to his own payment of remuneration.

Shri Bankesh Chandra Agrawal is concerned or interested in the said Special Resolution at item no. 8 of the accompanying notice as it relates to his own payment of remuneration.

None of the other directors and Key managerial personnel of the Company or their relatives are concerned or interested in the said Special Resolutions.

Item No. 9

The Board of Directors of the Company (the "Board") at its Meeting held on February 12th, 2015 approved the re-appointment of Shri Bankesh Chandra Agrawal as Managing Director of the Company for a further period of three years with effect from March 1, 2015 on the following terms:

- a) Salary: ₹ 7,00,000/- per month including other perquisites as may be decided by the Board of Directors of the Company.
- 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 Section 197 and read with Schedule V of the Companies Act, 2013.

Where in any Financial Year during the currency of the tenure of the Managing Director, the Company has made no profits or its profits are inadequate, the Company shall pay to the Managing Director, the above salary and perquisites excluding commission as Minimum Remuneration within the ceiling limits prescribed in Schedule V of the Companies Act, 2013.

- c) The Managing 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 :
 - i. 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.
 - ii. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
 - iii. Earned privilege leave at the rate of one month's leave for every eleven months of service. The Managing Director shall be entitled to encash leave at the end of his tenure as Managing Director.
 - iv. Provision for Car and Telephone at the residence of the Managing Director and Mobile Phones for the purpose of business of the Company shall not be treated as perquisites.

The Board commends the approval by the members of the appointment of Managing Director and payment of remuneration to him.

He was appointed on the Board of the Company with effect from 09.10.1987.

During the year Shri Bankesh Chandra Agrawal attended six meetings of the Board of Directors of the Company. He holds 61,200 equity shares in the Company.

Other directorship/committee positions held by Shri Bankesh Chandra Agrawal:

- Shree Hari Finvest Ltd. (Director)
- Shubhlaxmi Dyetex Pvt. Ltd. (Director)

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Shri Bankesh Chandra Agrawal, Managing Director is concerned or interested in the said resolution at item no. 9 of the accompanying Notice as it relates to his own appointment.

None of the Directors or Key Managerial Personnel (KMP) or their relatives of is concerned or interested in the Resolution at Item No. 9 of the Notice.

Additional information required to be given alongwith a Notice calling General Meeting as per sub para (B) of Section II of Part II of Schedule V of the Companies Act, 2013 is given hereunder:

I. General Information:

(1) Nature of industry	Chemicals Industry		
(2) Date or expected date of commencement of commercial production	The Company has been in the business since year 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 based on given indicators	2012-2013	2013-2014	2014-2015
	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)
Turnover	1548.21	6183.42	13099.68
Net profit (as computed under section 198)	(464.50)	1506.88	3651.31
Net profit/ (Loss) as per profit and loss account	(501.52)	1349.89	3206.84
Amount of Dividend paid	NIL	44.46	111.15
Rate of Dividend declared	NIL	10%	25%
Earning before interest, depreciation & taxes	(300.52)	1827.09	5203.74
% of EBIDT to turnover	(19.41%)	29.54%	39.72%
(5) Foreign investments or collaborators, if any.	----- NIL -----		

II. Information about the appointees:

(1) Background details	<p>Name: Shri Bankesh Chandra Agrawal Designation: Managing Director Father's name: Late Shri Babulal Agrawal Nationality: Indian Date of Birth: 29.10.1951 Qualifications: B.Com, AICWA Experience: Over 39 years in Yam and Chemical industry</p>
(2) Past remuneration	₹ 1,74,00,000/- for the FY 2014-15 including commission of ₹ 1,00,00,000/-
(3) Recognition or awards	—
(4) Job profile and his suitability	The Managing Director shall be responsible for the management of the whole of the affairs of the Company and to do all acts and things, which, in the ordinary course of business, he considers necessary or proper or in the interest of the Company.

SHREE HARI CHEMICALS EXPORT LTD.

- | | |
|--|---|
| (5) Remuneration proposed | Considering the above and having regard to age, qualifications, ability and experience and looking to the business requirement the proposed remuneration is in the interest of the Company.
Salary ₹ 7,00,000/- per month including other perquisites. |
| (6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w. r. t. the country of his origin) | Compared to the remuneration with respect to the industry, size of the Company, profile of the position etc. the remuneration proposed to be paid is reasonable. |
| (7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any. | The Managing Director is a promoter director of the Company. He is concerned or interested as it relates to him. |

III. Other information:

- | | |
|--|---|
| (1) Reasons of loss or inadequate profits | N.A. |
| (2) Steps taken or proposed to be taken for improvement | Substantial marketing efforts and upgradation in technology is likely to increase the profitability of the Company. |
| (3) Expected increase in productivity and profits in measurable terms. | The Company expects to achieve better results in future. |

The terms of appointment of Managing Director will be terminated by either party by giving to other party not less than 90 days prior notice, in writing, without the necessity of showing any reason thereof. The terms may also be terminated by the Company, at any time by giving three months salary and other emoluments in lieu of notice as aforesaid to the Managing Director.

IV. Disclosures:

The remuneration of Shri Bankesh Chandra Agrawal and other details such as service contract, notice period etc. have been disclosed above.

The Company does not have any scheme for grant of stock options.

Registered Office:

A/8, M.I.D.C. Industrial Area,
Mahad, Dist. Raigad (Maharashtra)
Dated: August 12, 2015

By the Order of the Board

Bankesh Chandra Agrawal
Managing Director

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DIRECTORS' REPORT

[Pursuant to Section 134(3) of the Companies Act, 2013]

To
The Members,
SHREE HARI CHEMICALS EXPORT LIMITED

The Directors have pleasure in presenting the Twenty Eighth Annual Report together with the Statement of Accounts for the year ended on March 31, 2015:

FINANCIAL RESULTS:

(₹ in Lakhs)

Particulars	2014-2015	2013-2014
Sales	13099.69	6183.41
PROFIT BEFORE DEPRECIATION & TAX	5188.17	1779.81
Less:		
Depreciation	332.43	150.90
PROFIT BEFORE TAX	4855.74	1628.91
Less: Provision for Taxation		
Current Tax	1575.00	298.00
Deferred Tax	73.34	(18.98)
Short/excess provision of Income Tax	0.57	-
PROFIT AFTER TAX	3206.83	1349.89
Add: Surplus brought forward from Previous Year	1516.52	218.65
PROFIT AVAILABLE FOR APPROPRIATION	4723.35	1568.54
Proposed Dividend	111.16	44.46
Tax on Proposed Dividend	22.23	7.56
Transfer to General Reserve	160.00	-
Profit Carried Forward	4429.96	1516.52

OPERATIONS:

During the year under review, net sales turnover was ₹ 13099.69 Lakhs as against ₹ 6183.41 Lakhs during the corresponding previous year. Profit after tax was ₹ 3206.83 Lakhs as against Profit of ₹ 1349.89 Lakhs for the previous year. The growth in the turnover and profit of the Company was mainly attributable to the favorable positive market conditions and demand in the international market for the products. However, the increase in exports was the bright spot in the net sales turnover.

TRANSFER TO GENERAL RESERVE

The Company proposes to transfer ₹ 160.00 Lakhs (5% of Net Profit) to the General Reserve out of the amount available for appropriation and an amount of ₹ 3073.45 Lakhs is proposed to be retained in the Profit and Loss Account.

DIVIDEND

The Board of Directors are pleased to recommend a dividend of ₹ 2.50/- (Rupees two and paise fifty) per share i. e. 25% on 4446300 Equity Shares of ₹ 10/- each for the year 2014-2015.

EXPORT

Export earnings were ₹ 707.60 Lakhs as against ₹ 407.02 Lakhs during the corresponding previous year.

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MATERIAL CHANGES AND COMMITMENTS AFTER THE END OF THE FINANCIAL YEAR

There have been no material changes and commitments, if any, affecting the financial position of the Company, which have occurred between the end of the Financial Year dated March 31st, 2015 and the date of the report.

NUMBER OF MEETINGS OF BOARD OF DIRECTORS

6 (Six) Meetings of the Board of Directors were held during the year.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Section 149 of the Act, which came into effect from April 1, 2014, Shri Virjanand Gupta (DIN 00042271), Shri Arvind Chirania (DIN 00044845), Shri Santosh Kumar Sultania (DIN 00041109), Shri Vinit Kedia (DIN 02462683) were appointed as Independent Directors at the Annual General Meeting of the Company held on September 5th, 2014.

Shri Hanuman Prasad Ramuka (DIN 02440114), Director of the Company, retires at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

Shri Kishori Lal Ramuka (DIN 00040695) was re-appointed as the Chairman & Executive Director of the Company from October 1, 2014 for a period of three years which was approved by the shareholders at the Annual General Meeting held on September 5th, 2014.

The Board of Directors at its Meeting held on February 12th, 2015 re-appointed Shri Bankesh Chandra Agrawal (DIN 00121080) as the Managing Director of the Company for a period of three years from March 1st, 2015, subject to the approval of the Shareholders.

Shri Santosh Kumar Sultania, (DIN 00041109) Director of the Company, resigned as Director with effect from March 26, 2015. The Board places on record their sincere appreciation for the valuable services rendered by him during his tenure as Director of the Company.

With a view to strengthen the Board and also to meet the regulatory requirements, Smt. Ekta Sultania (DIN 07134485) was appointed as Additional Director of the Company with effect from March 26, 2015. Since Smt. Ekta Sultania is an Independent Director of the Company, the resolution seeking approval of the Members for the appointment of Smt. Ekta Sultania as an Independent Director with effect from March 26, 2015 has been incorporated in the notice of the forthcoming Annual General Meeting of the Company. The Company has received notice under Section 160 of the Act along with the requisite deposit proposing her appointment. She is a Bachelor of Science (B.Sc.)

Pursuant to the provisions of Section 203 of the Act, which came into effect from April 1, 2014, the appointment of Shri Kishori Lal Ramuka, Chairman & Executive Director, Shri Bankesh Chandra Agrawal, Managing Director, Shri Hanuman Prasad Ramuka, Whole Time Director and Shri Sanjay Kedia, Chief Financial Officer of the Company as key managerial personnel of the Company was formalized on May 29th, 2014. During the year Company also appointed Smt. Priyanka Ajmera as a Company Secretary with effect from March 26th, 2015 as required under the provisions of Section 203 of the Act.

DECLARATION FROM INDEPENDENT DIRECTORS

Shri Virjanand Gupta, Shri Arvind Chirania, Shri Vinit Kedia and Smt. Ekta Sultania, who are independent directors, have submitted a declaration that each of them meets the criteria of independence as provided in sub Section (6) of Section 149 of the Act and there has been no change in the circumstances which may affect their status as independent director during the year. In the opinion of the Board, the independent directors possess appropriate balance of skills, experience and knowledge, as required.

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AUDIT COMMITTEE OF BOARD OF DIRECTORS

The Audit committee of the Board of Directors of the Company consists of the following members:

1. Shri Arvind Chirania
2. Shri Vinit Kedia
3. Shri Virjanand Gupta
4. Shri Santosh Kumar Sultania (Resigned w.e.f. 26.03.2015)

Four (4) Meetings of the Committee were held during the Financial Year.

VIGIL MECHANISM

The Company has formulated and published a Whistle Blower Policy to provide a mechanism ("Vigil Mechanism") for employees including directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177(9) of the Act.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND CRITERIA FOR INDEPENDENT DIRECTORS

The Remuneration Policy for directors and senior management and the criteria for selection of candidates for appointment as Directors, Independent Directors, senior management as adopted by the Board of Directors are placed on the website of the Company and are annexed as **Annexure I & II** to this report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- (ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit of the Company for that period;
- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) they have prepared the annual accounts on a going concern basis;
- (v) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- (vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant Board Committees, including the Audit Committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the Financial Year 2014-15.

The Internal Auditor also regularly reviews the adequacy of internal financial control system.

DETAILS OF SUBSIDIARIES/ JOINT VENTURES/ ASSOCIATES

The Company does not have any subsidiary/joint ventures/associates.

SHREE HARI CHEMICALS EXPORT LTD.

EXTRACT OF ANNUAL RETURN

As provided under sub Section (3) of Section 92 of the Act, the extract of annual return is enclosed, which forms part of the directors' report as **Annexure III**.

AUDITORS

M/s. Kailash Chand Jain & Co., Chartered Accountants (ICAI NO. 112318W), the Auditors of the Company who would retire at the ensuing Annual General Meeting offer themselves for re-appointment. M/s. Kailash Chand Jain & Co., Chartered Accountants, the existing auditors have furnished a certificate, confirming that if re-appointed for the Financial Year 2015-2016 their re-appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013.

COST AUDIT

As per Section 148 and other applicable provisions of the Companies Act, 2013, the Board of Directors based on the recommendation of the Audit Committee had appointed M/s. B. F. Modi & Associates, Cost Accountants, as Cost Auditors to carry out the audit of the Cost Records of the Company for the Financial Year 2014-15. M/s. B. F. Modi & Associates, Cost Accountants, have also been appointed as Cost Auditors to carry out the audit of the Cost Records of the Company for the Financial Year 2015-16. The necessary resolution for seeking ratification of payment of remuneration to them is included in the notice of the ensuing Annual General Meeting.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, M/s. Parikh Parekh & Associates, Practising Company Secretaries were appointed as the Secretarial Auditor for auditing the secretarial records of the Company for the Financial Year 2014-2015.

The Secretarial Auditors' Report is annexed as **Annexure IV**.

AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT

The auditors' report and secretarial auditors' report does not contain any qualifications, reservations or adverse remarks.

CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION FOREIGN EXCHANGE EARNINGS AND OUTGO

Information in accordance with Clause (m) of Sub-section (3) of Section 134 of the Act read with Companies (Accounts) Rules, 2014 is annexed to this report as **Annexure V**.

PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed as **Annexure VI**.

DEPOSITS FROM PUBLIC

The Company has not accepted any deposits from public during the year.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORY/ JUDICIAL AUTHORITY

The Company received a notice vide letter dated June 17th, 2015, from the Regional Officer, Mahad, Maharashtra Pollution Control Board directing to close the manufacturing activities of the Company's factory. Further, the Company has received the order dated July 10th, 2015, directing to restart the manufacturing activities. Accordingly, the Company has restarted its manufacturing activities.

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PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Company has not given any loans or guarantees or made investments in contravention of the provisions of the Section 186 of the Companies Act, 2013.

RISK MANAGEMENT POLICY

The Board of Directors of the Company has framed a risk management policy and is responsible for reviewing the risk management plan and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

CORPORATE SOCIAL RESPONSIBILITY

The Corporate Social Responsibility Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which is approved by the Board.

As part of CSR initiatives, your Company during the Financial Year 2014-15 has amongst other activities, undertaken projects in areas of promoting education, preventive health care and measures for benefits of villagers in rural areas of Raigad District.

The above projects are in accordance with Schedule VII of the Companies Act, 2013. The Company has spent ₹ 5.80 Lakhs towards the CSR projects during the current Financial Year 2014-15.

The average net profit of the Company, computed as per Section 198 of the Act, during the three immediately preceding Financial Years was ₹ 288.62 Lakhs, it was hence required to spend ₹ 5.77 Lakhs on CSR activities during the Financial Year 2014-15 being 2% of the average net profits of the three immediately preceding Financial Years. The Company has spent an entire amount of ₹ 5.77 Lakhs in its CSR during the Financial Year.

The Annual Report on CSR activities is annexed as **Annexure VII**.

RELATED PARTY TRANSACTIONS

Particulars of transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Form AOC-2 and the same forms part of this report as **Annexure VIII**.

EVALUATION OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

An annual evaluation performance of the Board, Board Committees and individual Directors was carried out pursuant to the provisions of the Act in the following manner:

SHREE HARI CHEMICALS EXPORT LTD.

Sr. No.	Performance evaluation of	Performance evaluation performed by	Criteria
1.	Each Individual Committee Directors	Nomination and Remuneration Committee	Attendance, Contribution to the Board and Committee Meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and guidance provided, key performance aspects in case of Executive Directors etc.
2.	Independent Directors;	Entire Board of Directors excluding the Director who is being evaluated	Attendance, Contribution to the Board and Committee Meetings like preparedness on the issues to be discussed, meaningful and constructive contribution, and guidance provided etc.
3.	Board, its committees and individual Directors	All Directors	Board composition and structure; effectiveness of Board processes, information and functioning, performance of specific duties and obligations, timely flow of information etc. The assessment of Committees based on the terms of reference of the Committees

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

CORPORATE GOVERNANCE REPORT

As per SEBI circular No. CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014 the revised Clause 49 is not mandatory to the Company.

ACKNOWLEDGEMENT

Your Directors convey their gratitude to the State Bank of India and every official, customers, suppliers, other associates of the Company for their continued co-operation and support. The Directors also wish to place on record their appreciation of hard work put in by the staff of the Company. The Directors are also grateful to you, the Shareholders, for the confidence putting in the Company.

For and on behalf of the Board

**Mumbai
August 12, 2015**

**Kishori Lal Ramuka
Chairman & Executive Director**

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ANNEXURE I REMUNERATION POLICY

1.01 Guiding Principles:

- (i) The terms of employment and remuneration of Managing Director (MD), Whole time Directors (WTD), Key Management Persons (KMPs) and Senior Management Persons (SMPs) shall be competitive in order to ensure that the Company can attract and retain competent talent.
- (ii) The remuneration Policy shall ensure that:
 - (a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors/KMPs and SMPs of the caliber required to run the Company successfully.
 - (b) Relationship of remuneration to individual and Company performance is clear and meets appropriate performance benchmarks. These benchmarks will be quantified where possible.
 - (c) Remuneration to directors, KMP and SMP involves a balance between fixed and variable pay. The variable pay should be linked to both short and long term performance objectives and goals set by the Company at a corporate and departmental level Variable pay should be linked to quantifiable and measurable targets where possible.
 - (d) The determination of variable pay is a transparent and fair process. Employees should be given feedback regarding their individual performance. This feedback should identify the individual's strengths as well as highlight weaknesses and areas for improvement.
 - (e) Remuneration package is linked to the achievement of corporate performance targets.
- (iii) While determining the remuneration and incentives for the MD/ WTD and KMPs, the following shall be considered:
 - (a) pay and employment conditions with peers / elsewhere in the competitive market
 - (b) benchmarking with the industry practices
 - (c) performance of the individual
 - (d) Company Performance
- (iv) Rating of individual performance also takes into account integrity, teamwork and relationship with superiors and juniors.
- (v) For the benchmarking with industry practice, criteria of size, profitability and geographical area shall also be given due consideration.
- (vi) The pay structures shall be appropriately aligned across comparable levels in the Company.

1.02 Remuneration Policy:

(1) SMPs & KMPs (other than MD/WTD):

- (i) Remuneration packages shall be designed in such a manner that:
 - (a) Creates a strong performance-orientated environment and encourages employees to work towards achieving the Company's objectives & goals over the short and long-term
 - (b) Motivates employees to perform to their maximum potential and recognizes and rewards honesty and hard work.

SHREE HARI CHEMICALS EXPORT LTD.

- (c) Promotes cooperation and teamwork among employees and encourages employees to mentor and develop their juniors.
- (d) Attracts good calibre executives in a competitive global market and remunerate executives fairly and responsibly.
- (ii) Remuneration shall be competitive and shall include salary comprising of both fixed and variable components, performance incentives and other benefits such as retiral benefits, health care insurance and hospitalisation benefits,
- (iii) Remuneration shall be evaluated annually and annual increase shall be decided considering the performance of the individual and also of the Company. Industry practices/trends shall also be given due consideration.
- (iv) The remuneration to be paid shall be recommended by the NRC considering individual and Company performance as well as the prevailing market condition.

(2) MD/WTD:

- (i) Remuneration to the MD and WTD shall be proposed by the NRC and subsequently approved by the Board of Directors and the Shareholders of the Company, whenever required.
- (ii) The criterion on which the MD and WTD are evaluated shall include:
 - a. Achievement of both short term and long term targets
 - b. Profitability
 - c. Growth
 - d. Cash flow and inventory management
 - e. Manufacturing quality and rejections, both in-house and customer
 - f. Customer relationships
 - g. Development of new business
 - h. Development and empowerment of mid-level management
- (iii) Remuneration shall be evaluated annually against Company performance and a benchmark of international and domestic companies, which are similar in size and complexity. Benchmark information shall be obtained from internationally recognized compensation service consultancies.
- (iv) Remuneration should be structured in a way that encourages the MD and WTD to promote the long term interests of the Company.
- (v) Total remuneration for the MD and WTD shall be comprised of the following:
 - (a) Salary (both fixed & variable).
 - (b) Perquisites like house rent allowance, domiciliary medical expenses and club memberships etc.
 - (c) Retirement benefits, made in accordance with applicable laws and policies of the Company.
 - (d) In addition, they shall also be entitled to a Performance Bonus linked to their individual performance and also the performance of the Company.
 - (e) It shall be ensured that total remuneration payable to MD and WTD's shall not increase 10% of the net profit of the Company (not exceeding 5% for MD), computed in accordance with Section 198 of the Companies Act, 2013.

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(3) Non-Executive Director (NEDs):

- (i) NEDs shall be entitled to such sitting fees as may be decided by the Board of Directors from time to time for attending the meeting of the Board and of the Committee thereof.
- (ii) NEDs shall also be entitled for payment of commission, if any, as upto the limits permitted in Section 197 of the Companies Act, 2013 and approved by the Shareholders from time to time.
- (iii) IDs shall not be eligible for any Stock Options, pursuant to any Stock Option Plan adopted by the Company.
- (iv) The NEDs shall be eligible for remuneration of such professional services rendered if in the opinion of the NRC, the NED possesses the requisite qualification for rendering such professional services.

2.00 DIRECTOR AND OFFICER LIABILITY INSURANCE:

- (i) The Company shall provide an insurance cover to Directors, KMPs & SMPs for indemnifying them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust shall not be treated as a part of remuneration paid to them.
- (ii) The premium paid by the Company for such insurance cover, called for Directors and Officers Liability Insurance Policy, taken for the above purpose shall be paid by the Company without any charge to the Directors, KMPs and SMPs.

3.00 APPLICABILITY:

- (i) This Remuneration Policy shall apply to all existing and future employment agreements with KMPs & SMPs and also with the Directors.
- (ii) In all respects, the Remuneration Policy shall be subject to overall guidance of the Board of Directors. Any departure from the policy shall be approved by the Board.

4.00 DISCLOSURES:

The Company shall disclose the following in the Board's report and the Financial Statements:

- (a) In the Board's Report, such particulars as are prescribed under the Companies Act, 2013 and Rules made thereunder and
- (b) In the Corporate Governance Report, the particulars as prescribed in Clause 49 of the Listing Agreement.

5.00 DISSEMINATION:

The Company's Remuneration Policy shall be published on its website

For and on behalf of the Board

**Mumbai
August 12, 2015**

**Kishori Lal Ramuka
Chairman & Executive Director**

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ANNEXURE II

CRITERIA FOR SELECTION OF CANDIDATES FOR SENIOR MANAGEMENT AND MEMBERS ON THE BOARD OF DIRECTORS

Introduction:

In accordance with the provisions of Section 178 of the Companies Act, 2013, the Board of Directors of the Company at its meeting held on May 29th, 2014 re-constituted the existing Remuneration Committee by changing its nomenclature as Nomination and Remuneration Committee of the Board of Directors (Committee) and also stipulated additional terms of reference in line with the Companies Act, 2013.

The Board has delegated the responsibility to the Committee to formulate the criteria for identification, selection of the candidates fit for the various positions in senior management and who are qualified to be appointed as Director on the Board of Directors of the Company.

The Committee has adopted the following criteria for selection of candidates eligible to be appointed in the senior management of the Company and also member on the Board of Directors of the Company.

Criteria for Selection of Directors:

The Committee shall, before making any recommendation to the Board for appointment of any Director, consider the following :

the candidate should possess the positive attributes such as Leadership, Industrialist, Business Advisor or such other attributes which in the opinion of the Committee the candidate possess and are in the interest of the Company;

the candidate should be free from any disqualifications as provided under Sections 164 and 167 of the Companies Act, 2013;

the candidate should meet the conditions of being independent as stipulated under the Companies Act, 2013 and Listing Agreement entered into with Stock Exchanges in case of appointment of an Independent Director;

the candidate should possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, infrastructure, or such other areas or disciplines which are relevant for the Company's business.

Criteria for Selection of Senior Management Personnel:

The term Senior Management shall have the same meaning as provided under the explanation to Section 178 of the Companies Act, 2013.

The Committee shall, before making any recommendation to the Board for appointment, consider the attributes of the candidate set forth below:

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The candidate should have a minimum experience of three years in any of the areas viz. banking, infrastructure, financial management, legal, sales, marketing, administration, research, corporate governance, technical operations, or such other areas or disciplines which in the opinion of the management and Committee are relevant for the Company's business;

The candidate should possess the positive attributes such as leadership skills, decision making skills, effective communication, hard work, commitment and such other attributes which in the opinion of the Committee the candidate possess and are in the interest of the Company.

If the Committee thought fit and in its opinion finds that the candidate meets the above criteria for appointment in senior management or Director on the Board, as the case may be, the Committee shall make its recommendation to the Board.

Any amendment to the above criteria for Directors and senior management shall be subject to the prior approval of the Committee and any such amendment shall be informed to the Board of Directors.

For and on behalf of the Board

**Mumbai
August 12, 2015**

**Kishori Lal Ramuka
Chairman & Executive Director**

SHREE HARI CHEMICALS EXPORT LTD.

ANNEXURE III

A. Extract of Annual Return as on Financial Year ended 31.03.2015 [Form MGT-9 pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014

I. Registration and other details:

i. CIN of the Company:	L99999MH1987PLC044942
ii. Registration Date:	09.10.1987
iii. Name of the Company:	SHREE HARI CHEMICALS EXPORT LIMITED
iv. Category/ Sub-category of the Company:	Public Company Limited by Shares Indian Non-Government Company
v. Address of Registered office and contact details:	A/8, MIDC, Mahad, Dist. Raigad - 402309, Maharashtra Email: shreeharichem@gmail.com Website: www.shreeharichemicals.in Tel: +91 (2145) 232177/233492
vi. Whether Listed Company:	Yes
vii. Name, Address and contact details of Registrar and Transfer Agent :	Universal Capital Securities Pvt. Ltd., 21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai - 400093 Email: gamare@unisec.in Website: www.unisec.in Tel: +91(22) 2820 7203-05/28257641

II. Principal Business Activity of the Company:

All the business activities contributing to 10% or more of the total turnover of the Company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the product/ service	Percentage to total turnover of the Company
1	H-ACID	2922	99.42

III. Particulars of Holding, Subsidiary and Associate Companies: NIL

Sr. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	Percentage of shares held	Applicable Section

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I. Share holding pattern (Equity Share Capital Breakup as percentage of Total Equity)

i. Category wise shareholding:

Category of Shareholder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total number of shares	% of total number of shares	Demat	Physical	Total number of shares	% of total number of shares	
A. Shareholding of Promoters Indian									
Individuals/Hindu Undivided Family	1301113	-	1301113	29.26	1506634	-	1506634	33.89	4.62
Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-
Bodies Corporate	635700	-	635700	14.30	635700	-	635700	14.30	-
Financial Institutions/Banks	-	-	-	-	-	-	-	-	-
Sub Total(A)(1)	1936813	-	1936813	43.56	2142334	-	2142334	48.18	4.62
Foreign									
Individuals (Non-Residents Individuals /Other Individuals)	-	-	-	-	-	-	-	-	-
Bodies Corporate	-	-	-	-	-	-	-	-	-
Banks/FI	-	-	-	-	-	-	-	-	-
Any others	-	-	-	-	-	-	-	-	-
Sub Total(A)(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoters (A)= (A)(1)+(A)(2)	1936813	-	1936813	43.56	2142334	-	2142334	48.18	4.62
B. Public shareholding									
Institutions									
Mutual Funds	-	-	-	-	-	-	-	-	-
Financial Institutions/Banks	-	-	-	-	-	-	-	-	-
Central Government / State Government(s)	-	-	-	-	-	-	-	-	-
Venture Capital Funds	-	-	-	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-	-	-	-
Foreign Institutional Investors	-	-	-	-	-	-	-	-	-
Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1)	-	-	-	-	-	-	-	-	-

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Category of Shareholder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total number of shares	% of total number of shares	Demat	Physical	Total number of shares	% of total number of shares	
Non-institutions									
Bodies Corporate (Indian)	84265	6700	90965	2.05	150558	6600	157158	3.53	1.48
Individuals			-	-	-	-	-	-	-
Individuals -i. Individual shareholders holding nominal share capital up to ₹ 1 lakh	946945	698305	1645250	37.00	995833	661015	1656838	37.26	0.26
ii. Individual shareholders holding nominal share capital in excess of ₹ 1 lakh.	635822	-	635822	14.30	351553	-	351553	7.91	(6.39)
Directors & Relatives	-	-	10	0.00			10	0.00	-
Non Resident Indians	31896	55300	87196	1.96	35279	53700	88979	2.00	0.04
Clearing Members	50144	-	50144	1.13	49428	-	49428	1.11	(0.02)
Trust	100	-	100	-	-	-	-	-	-
Sub-Total (B)(2)	1749172	760315	2509487	56.44	1582651	721315	2303966	51.82	(4.62)
Total Public Shareholding (B)= (B)(1)+(B)(2)	1749172	760315	2509487	56.44	1582651	721315	2303966	51.82	(4.62)
TOTAL (A)+(B)	3685985	760315	4446300	100	3724985	721315	4446300	100	-
C. Shares held by Custodians for GDRs and ADRs	-	-	-	-	-	-	-	-	-
GRAND TOTAL (A)+(B)+(C)	3685985	760315	4446300	100	3724985	721315	4446300	100	0

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ii. Shareholding of Promoters :

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Shareholding at the end of the year		% of change in shareholding during the year
		Number of shares held	% of total shares of the Company	Number of shares held	% of total shares of the Company	
1	Ajay Agarwal HUF	1000	0.02	1000	0.02	-
2	Ajay Babulal Agarwal	29100	0.65	29100	0.65	-
3	Amit Kishorilal Ramuka	182400	4.10	182400	4.10	-
4	Anup Kishorilal Ramuka	152545	3.43	193845	4.36	0.93
5	Babulal Agarwal HUF	14226	0.32	14226	0.32	-
6	Bankesh Chandra Agrawal	61200	1.38	61200	1.38	-
7	Gayatri Agarwal	33100	0.74	44142	0.99	0.25
8	Geeta Kishorilal Ramuka	40000	0.90	40000	0.90	-
9	Kailashchandra Suwalal Ramuka	60600	1.36	60600	1.36	-
10	Kanta Agarwal	37200	0.84	37200	0.84	-
11	Kishorilal Suwalal Ramuka	55000	1.24	75672	1.70	0.46
12	Manoj Kumar Ramu Raman Agrawal	27000	0.61	27000	0.61	-
13	Mayank Sohanlal Ramuka	1100	0.02	1100	0.02	-
14	Meera Ramchandra Ramuka	17000	0.38	17000	0.38	-
15	Naranghi Devi Agarwal	46800	1.05	71920	1.62	0.57
16	Om Pareek Investment Company Ltd	465700	10.47	465700	10.47	-
17	Pooja Ramuraman Agarwal	15000	0.34	15000	0.34	-
18	Pushpa Kailaschandra Ramuka	48500	1.09	48500	1.09	-
19	Rachna Agarwal	10000	0.22	10000	0.22	-
20	Radhika Anup Ramuka	5000	0.11	25000	0.56	0.45
21	Ramchandra Suwalal Ramuka	25500	0.57	25500	0.57	-
22	Ramkala Sohanlal Ramuka	10000	0.22	10000	0.22	-
23	Ramu Raman Agarwal	18600	0.42	18600	0.42	-
24	Ramu Raman Agarwal HUF	13900	0.31	13900	0.31	-
25	Shailendra Choudhary	109000	2.45	109000	2.45	-
26	Shalini Amit Ramuka	5000	0.11	25000	0.56	0.45
27	Shankar B Agarwal	40000	0.90	40000	0.90	-
28	Shree Hari Finvest Ltd	170000	3.82	170000	3.82	-
29	Smradhi Agarwal	37000	0.83	37000	0.83	-
30	Sohanlal S Ramuka	36500	0.82	36500	0.82	-
31	Sohanlal S Ramuka HUF	12400	0.28	12200	0.27	(0.01)
32	Suman Agarwal	62342	1.40	117429	2.64	1.24
33	Vikas Agarwal	46600	1.05	59100	1.33	0.28
34	Vikram S Choudhary	47500	1.07	47500	1.07	-
	TOTAL	1936813	43.56	2142334	48.18	4.62

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iii. Change in Promoters' Shareholding:

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	At the beginning of the year	1936813	43.56	See Details below	See Details below
2	Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	See Details below	See Details below	See Details below	See Details below
3	At the end of the year	2142334	48.18	See Details below	See Details below

Sr. No.	Name of Promoters	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of Shares at the beginning (01.04.2014)/ end of the year (31.03.2015)	% of total shares of the Company				No. of Shares	% of total Shares of the Company
1	Anup Kishorilal Ramuka	152545	3.43	01.04.2014	521	Purchase	153066	3.44
		0	0	10.04.2014	1750	Purchase	154816	3.55
		0	0	28.04.2014	4735	Purchase	159551	4.00
		0	0	07.05.2014	20000	Purchase	179551	4.04
		0	0	15.06.2014	10000	Purchase	189551	4.05
		0	0	04.06.2014	620	Purchase	190171	4.13
		0	0	05.06.2014	3674	Purchase	193845	4.36
		193845	4.36	31.03.2015		Purchase	193845	4.36
2	Gayatri Agarwal	33100	0.74	01.04.2014	0		0	0
		0	0	23.07.2014	2500	Purchase	35600	0.80
		0	0	31.07.2014	8542	Purchase	44142	0.99
		44142	0.99	31.03.2015			44142	0.99
3	Kishorilal Suwalal Ramuka	55000	1.24	01.04.2014	0		0	0
		0	0	20.02.2015	20000	Purchase	75000	1.69
		0	0	25.02.2015	672	Purchase	75672	1.70
		75672	1.70	31.03.2015			75672	1.70

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Sr. No.	Name of Promoters	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of Shares at the beginning (01.04.2014)/ end of the year (31.03.2015)	% of total shares of the Company				No. of Shares	% of total Shares of the Company
4	Narangi Devi Agarwal	46800	1.05	01.04.2014	0		0	0
		0	0	20.02.2015	120	Purchase	46920	1.05
		0	0	24.02.2015	25000	Purchase	71920	1.61
		71920	1.61	31.03.2015			71920	1.61
5	Radhika Anup Ramuka	5000	0.11	01.04.2014	0		0	0
		0	0	19.01.2015	20000	Purchase	25000	0.56
		25000	0.56	31.03.2015			25000	0.56
6	Shalini Amit Ramuka	5000	0.11	01.04.2014	0		0	0
		0	0	19.01.2015	13539	Purchase	18539	0.42
		0	0	21.01.2015	6461	Purchase	25000	0.56
		25000	0.56	31.03.2015			25000	0.56
7	Sohanlal S Ramuka HUF	12400	0.28	01.04.2014	0		0	0
		0	0	14.11.2014	(200)	Sale	12200	0.27
		12200	0.27	31.03.2015			12200	0.27
8	Suman Agarwal	62342	1.40	01.04.2014	15994	Purchase	78336	1.76
		0	0	07.05.2014	4000	Purchase	82336	1.85
		0	0	13.05.2014	17000	Purchase	99336	2.23
		0	0	23.07.2014	4093	Purchase	103429	2.32
		0	0	31.07.2014	4000	Purchase	107429	2.41
		0	0	01.08.2014	10000	Purchase	117429	2.64
		117429	2.64	31.03.2015			117429	2.64
9	Vikas Agarwal	46600	1.05	01.04.2014	0		0	0
		0	0	23.07.2014	2500	Purchase	49100	1.10
		0	0	31.07.2014	10000	Purchase	59100	1.33
		59100	1.33	31.03.2015			59100	1.33

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iv. Shareholding pattern of top ten shareholders (other than Directors, Promoters and holders of GDRs and ADRs):

Sr. No.	Name	Shareholding at the beginning of the year		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of shares at the beginning (01.04.2014) / end of the year (31.03.2015)	% of total shares of the Company				No. of shares	% of total shares of the Company
1	VIDYA RANGANATH	137784	3.1	01.04.2014	0		0	0
		0	0	09.05.2014	(9000)	Sale	128784	2.9
		0	0	16.05.2014	7000	Purchase	135784	3.05
		0	0	23.05.2014	(7000)	Sale	128784	2.9
		0	0	27.03.2015	(3386)	Sale	125398	2.82
		124769	2.81	31.03.2015	(629)	Sale	124769	2.81
2	DEENBANDHU JALAN	61316	1.38	01.04.2014	0		0	0
		0	0	04.04.2014	(7269)	Sale	54047	1.22
		0	0	04.04.2014	5702	Purchase	59749	1.34
		0	0	11.04.2014	(2000)	Sale	57749	1.29
		0	0	18.04.2014	(1000)	Sale	56749	1.27
		0	0	25.04.2014	(549)	Sale	56200	1.26
		0	0	09.05.2014	(4200)	Sale	52000	1.17
		0	0	16.05.2014	1700	Purchase	53700	1.21
		0	0	30.05.2014	(1700)	Sale	52000	1.17
		0	0	31.12.2014	(800)	Sale	51200	1.15
		0	0	16.01.2015	1300	Purchase	52500	1.18
		0	0	30.01.2015	200	Purchase	52700	1.18
		0	0	06.02.2015	(106)	Sale	52594	1.18
		0	0	13.02.2015	1405	Purchase	53999	1.21
		0	0	20.02.2015	(800)	Sale	53199	1.19
		0	0	27.02.2015	(150)	Sale	53049	1.19
		0	0	06.03.2015	100	Purchase	53149	1.19
		0	0	13.03.2015	1371	Purchase	54520	1.23
55220	1.24	27.03.2015	400	Purchase	54920	1.23		
		31.03.2015	300	Purchase	55220	1.24		
3	SIMCO MERCANTILE LTD	31000	0.7	01.04.2014			0	0
		0	0	31.12.2014	(500)	Sale	30500	0.69
		30500	0.69	31.03.2015			30500	0.69
4	SANDEEP AGARWAL	9906	0.22	01.01.2014			0	0
		0	0	27.02.2015	11094	Purchase	21000	0.47
		21000	0.47	31.03.2015			21000	0.47

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Sr. No.	Name	Shareholding at the beginning of the year		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of shares at the beginning (01.04.2014) / end of the year (31.03.2015)	% of total shares of the Company				No. of shares	% of total shares of the Company
5	ASHITH M S	21000	0.47	01.04.2014	0		0	0
		0	0	09.05.2014	(1600)	Sale	19400	0.44
		0	0	16.05.2014	1600	Purchase	21000	0.47
		0	0	25.07.2014	(400)	Sale	20600	0.46
		0	0	01.08.2014	(400)	Sale	20200	0.45
		0	0	08.08.2014	(600)	Sale	19600	0.44
		0	0	15.08.2014	(200)	Sale	19400	0.44
		0	0	12.09.2014	(200)	Sale	19200	0.43
		0	0	05.12.2014	300	Purchase	19500	0.44
		0	0	12.12.2014	200	Purchase	19700	0.44
		19700	0.44	31.03.2015			19700	0.44
		6	SHAREKHAN LIMITED	1454	0.03	01.04.2014	0	
0	0			09.05.2014	1200	Purchase	2654	0.06
0	0			16.05.2014	(1200)	Sale	1454	0.03
0	0			18.07.2014	90	Purchase	1544	0.03
0	0			25.07.2014	(90)	Sale	1454	0.03
0	0			15.08.2014	1015	Purchase	2469	0.06
0	0			22.08.2014	(250)	Sale	2219	0.05
0	0			05.09.2014	435	Purchase	2654	0.06
0	0			12.09.2014	(700)	Sale	1954	0.04
0	0			19.09.2014	(500)	Sale	1454	0.03
0	0			03.10.2014	25	Purchase	1479	0.03
0	0			31.10.2014	(565)	Sale	914	0.02
0	0			07.11.2014	196	Purchase	1110	0.02
0	0			07.11.2014	(250)	Sale	860	0.03
0	0			14.11.2014	(88)	Sale	772	0.02
0	0			14.11.2014	400	Purchase	1172	0.03
0	0			21.11.2014	(233)	Sale	939	0.02
0	0			28.11.2014	780	Purchase	1719	0.04
0	0			05.12.2014	2143	Purchase	3862	0.09
0	0			12.12.2014	(382)	Sale	3480	0.08
0	0			19.12.2014	107	Purchase	3587	0.08
0	0			19.12.2014	(300)	Sale	3287	0.07
0	0			31.12.2014	(2331)	Sale	956	0.02
0	0	02.01.2015	50	Purchase	1006	0.02		
0	0	09.01.2015	(46)	Sale	960	0.02		
0	0	09.01.2015	200	Purchase	1160	0.02		
0	0	16.01.2015	48	Purchase	1208	0.03		
0	0	23.01.2015	6803	Purchase	8011	0.18		

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Sr. No.	Name	Shareholding at the beginning of the year		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of shares at the beginning (01.04.2014) / end of the year (31.03.2015)	% of total shares of the Company				No. of shares	% of total shares of the Company
		0	0	23.01.2015	(300)	Sale	7711	0.17
		0	0	30.01.2015	5800	Purchase	13511	0.3
		0	0	13.02.2015	353	Purchase	13864	0.31
		0	0	13.02.2015	(400)	Sale	13464	0.3
		0	0	20.02.2015	5867	Purchase	19331	0.43
		0	0	27.02.2015	(660)	Sale	18671	0.42
		0	0	06.03.2015	(410)	Sale	18261	0.41
		0	0	13.03.2015	511	Purchase	18772	0.42
		0	0	20.03.2015	973	Purchase	19745	0.44
		0	0	27.03.2015	(711)	Sale	19034	0.43
		18861	0.42	31.03.2015	(173)	Sale	18861	0.42
7	HANIA TRADE INVEST PRIVATE LIMITED	18000	0.4	01.04.2014	0		0	0
		18000	0.4	31.03.2015			18000	0.4
8	BRIJ MOHINI KUTHIALA	1900	0.04	01.04.2014	0		0	0
		0	0	13.03.2015	4740	Purchase	6640	0.15
		0	0	20.03.2015	3000	Purchase	9640	0.22
		0	0	27.03.2015	3273	Purchase	12913	0.29
		16413	0.37	31.03.2015	3500	Purchase	16413	0.37
9	SUNDEEP RAJPAL CHHABRA	20468	0.46	01.04.2014	0		0	0
		0	0	31.10.2014	2000	Purchase	22468	0.51
		0	0	07.11.2014	(20000)	Sale	2468	0.06
		0	0	16.01.2015	7532	Purchase	10000	0.22
		0	0	23.01.2015	(2500)	Sale	7500	0.17
		0	0	06.02.2015	2500	Purchase	10000	0.22
		0	0	13.02.2015	10000	Purchase	20000	0.45
		0	0	20.02.2015	500	Purchase	20500	0.46
		0	0	27.02.2015	(3500)	Sale	17000	0.38
		0	0	06.03.2015	(2000)	Sale	15000	0.34
		15000	0.34	31.03.2015			15000	0.34
10	DR RAMESH CHIMANLAL SHAH	3739	0.08	01.04.2014	0		0	0
		0	0	30.01.2015	11261	Purchase	15000	0.34
		15000	0.34	31.03.2015			15000	0.34

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v. Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of Shares at the beginning (01.03.2014) / end of the year (31.03.2015)	% of total shares of the Company				No. of Shares	% of total Shares of the Company
1	Kishorilal Suwalal Ramuka	55000	1.23	01.04.2014	0		0	0
		0	0	20.02.2015	20000	Purchase	75000	1.69
		0	0	25.02.2015	672	Purchase	75672	1.70
		75672	1.70	31.03.2015			75672	1.70
2	Bankesh Chandra Agrawal	61200	1.38	01.04.2014	0		0	0
		61200	1.38	31.03.2015			61200	1.38
Key Managerial Personnel								
NIL								

II. Indebtedness: NIL

III. Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole Time Directors and/or Manager

(₹ in Lakhs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager		
		Kishori Lal Ramuka- Chairman & Executive Director	Bankesh Chandra Agrawal - Managing Director	Hanuman Prasad Ramuka - Whole Time Director
1.	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary u/s 17(3) Income-tax Act, 1961	74.00	74.00	15.00
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	100.00	100.00	-
5.	Others (Allowances)	-	-	9.00
	Total (A)	174.00	174.00	24.00
	Ceiling as per the Act	Within the limits of Schedule V of the Act	Within the limits of Schedule V of the Act	Within the limits of Schedule V of the Act

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B. Remuneration to other Directors

(₹ in Lakhs)

Sr. No.	Particulars of Remuneration	Name of Directors					Total Amount
		Arvind Chirania	Santosh Kumar Sultania (Resigned w.e.f 26.03.2015)	Virjanand Gupta	Vinit Kedia	Ekta Sultania (Appointed w.e.f. 26.03.2015)	
1.	Independent Directors- • Fee for attending board committee meetings- • Commission- • Others	0.22	0.19	0.21	0.22		0.84
	Total (1)	0.22	0.19	0.21	0.22	-	0.84
3.	Other Non- Executive Directors • Fee for attending board committee meetings • Commission • Others						
	Total (2)	-	-	-	-	-	-
	Total (B)=(1+2)	0.22	0.19	0.21	0.22	-	0.84
	Total Managerial Remuneration						
	Overall Ceiling as per the Act	Within the ceiling limits of Section 197 of the Act.					

C. Remuneration to Key Managerial Personnel other than ED/MD/ Manager/WTD:

(₹ in Lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Sanjay Kedia (CFO)	Priyanka Ajmera (Company Secretary)	
1.	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary u/s 17(3) Income-tax Act, 1961	10.50	0.025	10.52
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
5.	Others (Allowances)	13.75	0.025	13.77
	Total (A)	24.25	0.05	24.30

IV. Penalties/ Punishment/ Compounding of Offences - NONE

For and on behalf of the Board

Mumbai
August 12, 2015

Kishori Lal Ramuka
Chairman & Executive Director

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ANNEXURE IV

FORM No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31st, 2015

(Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
Shree Hari Chemicals Export Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Shree Hari Chemicals Export Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Shree Hari Chemicals Export Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2015 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by Shree Hari Chemicals Export Limited for the Financial Year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (vi) Other laws applicable to the Company as per the representations made by the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards of The Institute of Company Secretaries of India with respect to board and general meetings are not applicable for the year ended 31st March, 2015.

SHREE HARI CHEMICALS EXPORT LTD.

(ii) The Listing Agreements entered into by the Company with BSE Limited.

During the period under review and as per the explanations given and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings were taken unanimously.

We further report that as represented by the Company and relied upon by us there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no major events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

For Parikh Parekh & Associates
Company Secretaries

Place: Mumbai
Date: 04.08.2015

Signature: J.U.Poojari
Partner
FCS No: 8102 CP No: 8187

This Report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.

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'Annexure A'

To,

The Members

Shree Hari Chemicals Export Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Parikh Parekh & Associates
Company Secretaries

Place: Mumbai
Date: 04.08.2015

Signature: J.U.Poojari
Partner
FCS No: 8102 CP No: 8187

SHREE HARI CHEMICALS EXPORT LTD.

ANNEXURE V

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

[Pursuant to the Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014]

1. Conservation of energy:

I. Steps taken/impact on conservation of energy:

During the year, the Company continued to make efforts to prevent wasteful electrical consumption.

II. Steps taken by the Company for utilising alternate sources of energy including waste generated:

The Company is planning to set a Solar/Wind Power Plant as per the Government Policies in order to minimize the cost of electricity consumption.

III. The Capital invested on energy conservation equipments: NIL

2. Technology absorption :

a. Efforts, in brief, made towards technology absorption during the year under review are:

Continuous efforts are been taken in-house, to adopt latest technologies for production process.

b. Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc.:

Benifits are derived in the form of cost reduction and improvement in manufacturing the products and by-products.

c. In case of imported technology (imported during the last 3 years reckoned from the beginning of the Financial Year), following information may be furnished : Not Applicable

d. Expenditure incurred on Research and Development:

All the expenditures are done in-house.

3. Foreign exchange earnings and Outgo :

(₹ in Lakhs)

Foreign exchange earnings and outgo	2014-15
a. Foreign exchange earnings	707.60
b. Foreign exchange outgo	1093.62

For and on behalf of the Board

Mumbai
August 12, 2015

Kishori Lal Ramuka
Chairman & Executive Director

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ANNEXURE VI PARTICULARS OF EMPLOYEES

A. Remuneration of Directors [Section 197(12) and Rule 13.3]

- (a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the Financial Year:

Executive directors	Ratio to median remuneration
Shri K. L. Ramuka	58:1
Shri B. C. Agrawal	58:1
Shri H. P. Ramuka	8:1

- (b) The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the Financial Year:

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase/decrease in remuneration in the Financial Year
Shri K. L. Ramuka - Chairman & Executive Director	341%
Shri B. C. Agrawal - Managing Director	341%
Shri H. P. Ramuka - Whole time Director	33.33%
Shri Sanjay Kedia - Chief Financial Officer	16.67%

- (c) The percentage increase in the median remuneration of employees in the Financial Year 2014-15 compared to 2013-14 is - 44.03%

- (d) The number of permanent employees on the rolls of Company: 67 Employees as on 31.03.2015.

- (e) The explanation on the relationship between average increase in remuneration and Company performance:

The performance of the Company has resulted in the increase in profit after tax for the year under review and accordingly the individual increments on an average varied from 20% to 25%. In order to ensure that remuneration reflects Company performance, the performance pay is also linked to organization performance and individual utilization in addition to individual performance. The increase in remuneration is in line with the market trends.

- (f) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

Aggregate remuneration of Key Managerial Personnel (KMP) in FY 2014-2015 (₹ in Lakhs)	396.30
Revenue (₹ in Lakhs)	13350.90
Remuneration of KMPs (as % of revenue)	2.97
Profit before Tax (PBT) (₹ in Lakhs)	4855.75
Remuneration of KMP (as % of PBT)	8.16%

- (g) Variations in the market capitalisation of the Company, Price Earning ratio as at the closing date of the current Financial Year and previous Financial Year:

Particulars	March 31, 2015	March 31, 2014	% Change
Market Capitalisation (₹ in Lakhs)	4810.89	1296.09	271.18
Price Earnings Ratio	1.50	0.96	56.25

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- (h) **Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:**

Particulars	March 31, 2015	(IPO)	% Change
Market Price (BSE)	108.20	-	-

- (i) **Average percentile increase in the salaries of employees other than the managerial personnel : 22.20%**
- (j) **Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company:**

(₹ in Lakhs)

	Chairman & Executive Director	Managing Director	Whole Time Director	CFO	Company Secretary
Remuneration in FY 14-15 (₹ in Lakhs)	174.00	174.00	24.00	24.25	0.05
Revenue (₹ in Lakhs)	13350.94				
Remuneration as % of revenue	1.30	1.30	0.18	0.18	-
Profit before Tax (PBT) (₹ in Lakhs)	4855.75				
Remuneration (as % of PBT)	3.58	3.58	0.49	0.50	-

- (k) **The key parameters for any variable component of remuneration availed by the Directors:**
N.A.
- (l) **The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year:** None
- (m) **Affirmation that the remuneration is as per the remuneration policy of the Company**
The Company affirms remuneration is as per the remuneration policy of the Company.

Details of employees who are in receipt of remuneration in aggregate of Rupees Sixty Lakhs for the year or Rupees Five Lakhs per month, if employed for part of the year.

Name	Age	Designation	Qualification	Experience	Remuneration (₹ In lakhs)	Nature of Employment	Date of commencement of employment	Last employment / Designation	% of Share holding
K. L. Ramuka	67	Chairman	B. Com	Over 41 years in Textile Chemical Industry	174.00	Contractual	29.10.1998	Ramuka Textiles Pvt. Ltd. (Director)	1.70
B. C. Agrawal	64	Managing Director	B. Com AICWA	Over 39 years in Yarn and Chemical Industry	174.00	Contractual	09.10.1987	Shubhlaxmi Syntex Pvt. Ltd. (Director)	1.38

There are no other employees who were in receipt of remuneration for that year in the aggregate of Rupees Sixty Lakhs or for Rupees Five Lakhs per month, if employed for part of the year.

For and on behalf of the Board

**Mumbai
August 12, 2015**

**Kishori Lal Ramuka
Chairman & Executive Director**

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ANNEXURE – VII

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

[Pursuant to Clause (o) of Sub-Section (3) of Section 134 of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:

SHCEL intends to make a positive difference to society and contribute its share towards the social cause of betterment of society and area in which Company operates. SHCEL recognizes that its business activities have wide impact on the societies in which it operates and therefore an effective practice is required giving due consideration to the interests of its stakeholders including shareholders, customers, employees, suppliers, business partners, local communities and other organizations. The Company endeavors to make CSR a key business process for sustainable development.

Our CSR initiatives focus on promoting education, preventive health care and sanitation, environmental sustainability and measures for benefits of villagers in rural areas of Raigad District. These projects are in accordance with Schedule VII of the Companies Act, 2013.

The CSR Policy was approved by the Board of Directors at its Meeting held on May 29th, 2014 and has been uploaded on the Company's website. The web link is: <http://www.shreeharichemicals.in>

2. Composition of the CSR Committee: CSR Committee comprises of the following Directors:

Shri Arvind Chirania - Chairman
Shri Virjanand Gupta - Member
Shri Vinit Kedia - Member
Shri Santosh Kumar Sultania – Member
Shri Santosh Kumar Sultania resigned as Director of the Company with effect from March 26th, 2015.

3. Average net profit of the Company for last three Financial Years for the purpose of computation of CSR: ₹ 288.62 Lakhs

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): ₹ 5.77 Lakhs

5. Details of CSR spent during the Financial Year : ₹ 5.80 Lakhs

(a) Total amount to be spent for the Financial Year : ₹ 5.77 Lakhs

(b) Amount unspent, if any : NIL

(c) Manner in which the amount spent during the Financial Year is detailed below:

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Sr. No.	CSR Project or activity identified	Sector in which the project is covered	Projects or programs 1) Local area or other 2) Specify the State and district where Projects or Programs was undertaken	Amount outlay budget project or program-wise (₹ in Lakhs)	Amount spent on the projects or programs Sub-heads (1) Direct expenditure thereon projects or programs (2) other heads: (₹ in Lakhs)	Cumulative expenditure up to the reporting period (₹ in Lakhs)	Amount spent Direct or through implementing agency*
1	Health Care	Health Care	Mahad, Raigad (Dist.) Maharashtra	2.00	2.00	2.00	Group Gram Panchayat, Jite
2	Education	Education	Mangaon, Raigad (Dist.) Maharashtra	3.80	3.80	3.80	Sankalp, Mumbai

*Give the details of implementing agency:

- Group Gram Panchayat, Jite, Mahad, Raigad (Dist.), Maharashtra
- Sankalp, Mumbai, Maharashtra

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

The implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company.

Bankesh Chandra Agrawal
Managing Director

Arvind Chirania
Chairman CSR Committee

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ANNEXURE VIII

FORM NO. AOC-2

(Pursuant to Clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances if any	Date on which the special resolution was passed in General Meeting as required under first proviso to Section 188
Shri Anup Ramuka son of Shri Kishori Lal Ramuka	Payment of Salary	-	Payment of Salary of ₹ 2.00 Lakhs p.m.	Shri Anup Ramuka, is a Master of Business Administration (MBA) from Chetna Institute of Management and his knowledge and services would be beneficial to the Company	14.03.2014	N.A	N.A
Shri Amit Ramuka son of Shri Kishori Lal Ramuka	Payment of Salary	-	Payment of Salary of ₹ 2.00 Lakhs p.m.	Shri Amit Ramuka, is a Master of Business Administration (MBA) from Chetna Institute of Management and his knowledge and services would be beneficial to the Company	14.03.2014	N.A	N.A

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Shri Sarthak Agarwal son of Shri Bankesh Chandra Agrawal	Payment of Salary	-	Payment of Salary of ₹ 2.00 Lakhs p.m.	Shri Sarthak Agarwal, is a Master of Business Administration (MBA) from Indian Institute of Planning and Management (I. I. P. M.) University and his knowledge and services would be beneficial to the Company	14.03.2014	N.A	N.A
Smt. Shalini Kedia wife of Shri Sanjay Kedia	Payment of Salary	-	Payment of Salary of ₹ 0.25 Lakhs p.m.	Smt. Shalini Kedia is a Bachelor, of Arts (BA) and her knowledge and services would be beneficial to the Company	01.07.2014	N.A	N.A

2. Details of material contracts or arrangements or transactions at arm's length basis: NIL

For and on behalf of the Board

**Mumbai
August 12, 2015**

**Kishori Lal Ramuka
Chairman & Executive Director**

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DETAILS OF MEETINGS OF BOARD OF DIRECTORS AND COMMITTEES HELD AND ATTENDED BY DIRECTORS

BOARD OF DIRECTORS

The date of the Meetings were 29.05.2014, 30.06.2014, 13.08.2014, 14.11.2014, 12.02.2015 and 26.03.2015

Name of the Director	No. of Board Meetings attended
Shri Kishori Lal Ramuka	6
Shri Bankesh Chandra Agrawal	6
Shri Hanuman Prasad Ramuka	6
Shri Arvind Chirania	6
Shri Vinit Kedia	6
Shri Virjanand Gupta	6
Shri Santosh Kumar Sultania (Resigned w.e.f. 26.03.2015)	5
Smt. Ekta Sultania (Appointed w.e.f. 26.03.2015)	-

AUDIT COMMITTEE

The date of the Meetings were 29.05.2014, 13.08.2014, 14.11.2014 and 12.02.2015

Composition	Meetings attended
Shri Arvind Chirania	4
Shri Vinit Kedia	4
Shri Virjanand Gupta	3
Shri Santosh Kumar Sultania (Resigned w.e.f. 26.03.2015)	4

NOMINATION AND REMUNERATION COMMITTEE

The date of the meetings were 30.06.2014, 14.11.2014, 12.02.2015 and 26.03.2015

Composition	Meetings attended
Shri Arvind Chirania	4
Shri Vinit Kedia	4
Shri Virjanand Gupta	4
Shri Santosh Kumar Sultania (Resigned w.e.f. 26.03.2015)	3

SHREE HARI CHEMICALS EXPORT LTD.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE MEETING

The date of the meetings were 14.11.2014 and 12.02.2015

Composition	Meetings attended
Shri Arvind Chirania	2
Shri Vinit Kedia	2
Shri Virjanand Gupta	2
Shri Santosh Kumar Sultania (Resigned w.e.f. 26.03.2015)	2

SHAREHOLDERS GRIEVANCES AND STAKEHOLDERS RELATIONSHIP COMMITTEE

The date of the meetings were 29.05.2014, 13.08.2014, 14.11.2014 and 12.02.2015

Composition	Meetings attended
Shri Arvind Chirania	4
Shri Vinit Kedia	4
Shri Virjanand Gupta	3
Shri Santosh Kumar Sultania (Resigned w.e.f. 26.03.2015)	4

SHARE TRANSFER COMMITTEE MEETING

The date of the meetings were 13.06.2014, 18.06.2014, 16.07.2014, 24.07.2014, 30.07.2014, 05.08.2014, 27.08.2014, 28.08.2014, 10.09.2014, 23.09.2014, 04.10.2014, 14.10.2014, 21.10.2014, 28.10.2014, 11.11.2014, 18.11.2014, 26.11.2014, 27.12.2014, 29.01.2015, 18.02.2015, 04.03.2015 and 10.03.2015

Composition	Meetings attended
Shri Arvind Chirania	22
Shri Vinit Kedia	22
Shri Virjanand Gupta (Appointed w.e.f. 26.03.2015)	-
Shri Santosh Kumar Sultania (Resigned w.e.f. 26.03.2015)	22

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INDEPENDENT AUDITORS' REPORT

To the Members of Shree Hari Chemicals Export Ltd.

Report on the Financial Statements

1. We have audited the accompanying financial statements of **Shree Hari Chemicals Exports Ltd.**, which comprise the Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, and a summary of significant accounting policies and other explanatory information.

Management Responsibility for the Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in sub-section 5 of Section 134 of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under sub-section 10 of Section 143 of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statement.

Opinion

6. In our opinion, and to the best of our information and according to the explanations given to us, the accompanying financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

SHREE HARI CHEMICALS EXPORT LTD.

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at **March 31, 2015**;
- (b) in the case of the Statement of Profit and Loss, of the **profit** for the year ended on that date;
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 7. As required by the Companies (Auditor's Report) Order, 2015 ('the Order'), issued by the Central Government of India in exercise of powers conferred by sub-section 11 of section 143 of the Act, we enclose in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 8. As required by sub-section 3 of Section 143 of the Act, we report that:
 - (a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, except for AS 15, the aforesaid standalone Financial Statements comply with all other Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and same has been reported in Para J of Part I and Para 19 of Part II of Notes to the Accounts;
 - (e) On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of sub-section (2) of section 164 of the Act;
 - (f) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - 1. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Para Number 25 of Part II of Note 22 to the financial statements;
 - 2. There is no long term contract including derivative contracts entered by the company.
 - 3. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Kailash Chand Jain & Co.
Chartered Accountants
Firm Reg. No.: 112318W

Place: Mumbai
Date: 28th May, 2015

Kiran Awasthi
Partner
Mem. No. 100615

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SHREE HARI CHEMICAL EXPORT LIMITED

On the Financial Statements for the year ended March 31, 2015

Annexure to the Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the Standalone financial statement for the year ended March 31st, 2015, we report that:

- (i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The fixed assets of the Company have been physically verified by the Management during the year and in our opinion, the frequency of verification is reasonable. During the physical verification no material discrepancies have been noticed. However, Management was in the opinion that certain assets are required to be discarded and effect of the same is considered in the books of accounts.
- (ii) a) The inventory has been physically verified by the Management during the year. In our opinion, the frequency of verification is reasonable.
- b) In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a) and (iii)(b) of the said Order are not applicable to the Company.
- (iv) In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- (v) The Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and the rules framed there under to the extent notified.
- (vi) We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been specified under sub-section (1) of Section 148 of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (vii) a) According to the information & explanation given to us, and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues

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in respect of, provident fund, Value added Tax, Central Sales Tax, Service tax, duty of customs, duty of excise, cess and other material statutory dues, as applicable, with the appropriate authorities.

- b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, Value added tax, Central Sales Tax, service-tax, duty of customs, and duty of excise or cess which have not been deposited on account of any dispute.
 - c) Accordingly to the information and explanation given to us the amounts which were required to transferred to the Investors Education & Protection Fund in accordance with the relevant provision of the Companies Act, 1956 and the rules there under has been transferred to such fund within time.
- (viii) The Company has no accumulated losses as at the end of the financial year and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
- (ix) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution and bank as at the balance sheet date.
- (x) In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year. Accordingly, the provisions of Clause 3(x) of the Order are not applicable to the Company.
- (xi) The Company has not raised any term loans. Accordingly, the provisions of Clause 3(xi) of the Order are not applicable to the Company.
- (xii) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have been informed of any such case by the Management.

**FOR KAILASH CHAND JAIN & CO.
CHARTERED ACCOUNTANTS
FRN: 112318W**

**Place : Mumbai
Date: 28th May, 2015**

**Kiran Awasthi
PARTNER
M. No: 100615**

28th ANNUAL REPORT (2014-2015)

BALANCE SHEET AS AT 31ST MARCH-2015

Particulars	NOTE NO.	(in ₹) As at 31st March, 2015	(in ₹) As at 31st March, 2014
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	44,463,000	44,463,000
(b) Reserves and Surplus	2	471,498,658	164,153,898
		515,961,658	208,616,898
(2) Non-Current Liabilities			
(a) Deferred Tax Liabilities (Net)		18,044,151	10,709,612
		18,044,151	10,709,612
(3) Current Liabilities			
(a) Trade Payables	3	124,079,254	111,575,166
(b) Other Current Liabilities	4	75,259,336	54,097,885
(c) Short-Term Provisions	5	200,638,617	38,901,949
		399,977,207	204,575,000
TOTAL		933,983,016	423,901,510
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	6	145,972,872	96,670,245
(ii) Capital work-in-progress	6	-	12,547,679
		145,972,872	109,217,924
(b) Non-Current Investments	7	3,292,640	3,292,640
(c) Long-Term Loans and Advances	8	9,398,938	8,322,650
		12,691,578	11,615,290
(2) Current Assets			
(a) Inventories	9	174,932,742	91,020,413
(b) Trade Receivables	10	134,106,807	123,872,734
(c) Cash and Cash Equivalents	11	272,779,258	61,051,409
(d) Short-Term Loans and Advances	12	181,091,858	25,368,057
(e) Other Current Assets	13	12,407,901	1,755,684
		775,318,566	303,068,296
TOTAL		933,983,016	423,901,510

Notes forming part of the Financial Statements 22

As per our report of even date attached
For KAILASH CHAND JAIN & CO.
Chartered Accountants
FIRM REG. NO. 112318W

Kiran Awasthi
Partner
M.N. 100615

Place: Mumbai
Date: 28th May, 2015

For and on behalf of the Board

K. L. RAMUKA
 Chairman & Executive Director
 [DIN : 00040695]

S. K. KEDIA
 Chief Financial Officer

B. C. AGRAWAL
 Managing Director
 [DIN : 00121080]

P. R. AJMERA
 Company Secretary

SHREE HARI CHEMICALS EXPORT LTD.

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	NOTE NO.	(in ₹)	
		As at 31st March, 2015	As at 31st March, 2014
I. Revenue from Operations	14	1,309,968,636	618,341,442
II. Other Incomes	15	25,125,947	1,202,135
III. Total Revenue (I + II)		<u>1,335,094,583</u>	<u>619,543,577</u>
IV. Expenses:			
Manufacturing Expenses			
Cost of Materials Consumed	16	515,401,124	199,910,355
Purchase of Stock-in-Trade	17	6,207,353	103,719,706
Changes in Inventory of Finished goods (Mfg.)	18	(90,804,001)	(47,002,716)
Changes in Inventory of (Trading Goods)	18	-	291,165
Other Manufacturing Expenses	16	256,930,511	114,499,834
		687,734,987	371,418,344
Administrative & Selling Expenses			
Employee Benefit Expenses	19	58,370,216	19,261,380
Other Administrative and Selling Expenses	20	68,614,977	46,154,524
		126,985,193	65,415,904
Finance Costs	21	1,557,156.00	4,728,009.50
Depreciation and Amortization Expense	6	33,242,661.00	15,090,587.91
		34,799,817	19,818,597
Total Expenses		<u>849,519,997</u>	<u>456,652,845</u>
V. Profit before Exceptional and Extraordinary Items and Tax (III - IV)		<u>485,574,586</u>	<u>162,890,732</u>
VI. Exceptional Items/Extraordinary Items		-	-
VII. Profit before Extraordinary Items and Tax (V - VI)		485,574,586	162,890,732
VIII. Extra Ordinary Items		-	-
IX. Profit before Tax (VII - VIII)		485,574,586	162,890,732
X. Tax Expense:			
(1) Current Tax		157,500,000	29,800,000
(2) Deferred Tax Liability/ (Assets)		7,334,539	(1,898,317)
(3) Short/excess provision of Income Tax		56,670	-
XI. Profit/ (Loss) for the period from Continuing Operations (IX - X)		<u>320,683,377</u>	<u>134,989,050</u>
XII. Profit/ (Loss) for the Period (XI + XIV)		<u>320,683,377</u>	<u>134,989,050</u>
XIII. Earnings Per Equity Share			
(1) Basic		72.12	30.36
(2) Diluted		72.12	30.36

Notes forming part of the Financial Statements 22

**As per our report of even date attached
For KAILASH CHAND JAIN & CO.
Chartered Accountants
FIRM REG. NO. 112318W**

For and on behalf of the Board

**Kiran Awasthi
Partner
M.N. 100615**

K. L. RAMUKA
Chairman & Executive Director
[DIN : 00040695]

B. C. AGRAWAL
Managing Director
[DIN : 00121080]

**Place: Mumbai
Date: 28th May, 2015**

S. K. KEDIA
Chief Financial Officer

P. R. AJMERA
Company Secretary

28th ANNUAL REPORT (2014-2015)

CASH FLOW STATEMENT FOR THE FINANCIAL YEAR 2014-15

Particulars	2014-2015 ₹	2013-2014 ₹
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit after Tax and before Extra ordinary Items:	320,683,377	134,989,050
Adjustment for :		
Tax Expense	164,891,209	27,901,683
Depreciation (Net)	33,242,661	15,090,588
WDV of discarded assets	1,927,725	-
Sundry Bad Debts Wrtten Back	(966,078)	-
Interest Received	(21,594,090)	(1,040,043)
Interest Expenses	1,557,156	4,728,010
	499,741,960	181,669,287
Changes in Working Capital :		
Increase / (Decrease) in Cash Credit	-	(32,312,929)
Increase / (Decrease) in Trade Payable	12,504,088	21,298,445
Current Liabilities & Provisions (except provision for taxation)	21,161,451	25,274,553
Increase in Inventories	(83,912,329)	(86,153,341)
Increase /(Decrease) in Sundry Receivables	(9,267,995)	(18,954,931)
Decrease/ (Increase) in Loans & Advances & Other Current Assets	(16,839,942)	(3,042,312)
Cash flow from operating activities before extraordinary items	423,387,233	87,778,771
Taxes Paid :[Net]	154,569,034	15,000,000
Cash Flow Before Exceptional Items	268,818,199	72,778,771
Extraordinary Items :		
Insurance Claim Received Etc.	-	-
Cash flow after extraordinary Items	268,818,199	72,778,771
B. CASH FLOW FROM INVESTING ACTIVITIES		
Sale / (Purchase of Fixed Assets)	(71,925,334)	(13,645,842)
Interest Received	21,594,090	1,040,043
Cash Generated from Investment Activities	(50,331,244)	(12,605,799)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Interest Expenses	(1,557,156)	(4,728,010)
Divident Paid	(5,201,949)	-
Cash Outflow from Financial Activities	(6,759,105)	(4,728,010)
Net Increase in Cash & Cash Equivalents	211,727,850	55,444,962
Opening Balance of Cash & Cash Equivalents	61,051,409	5,606,446
Closing Balance of Cash & Cash Equivalents	272,779,258	61,051,409

The above Cash Flow Statement has been prepared under the 'indirect method' as set out in Accounting Standard-3- "Cash Flow Statement".

As per our report of even date attached

For KAILASH CHAND JAIN & CO.
Chartered Accountants
FRN 112318W

Kiran Awasthi
Partner
M.N. 100615

Place: Mumbai
Date: 28th May, 2015

For and on behalf of the Board

K. L. RAMUKA
Chairman & Executive Director
[DIN : 00040695]

S. K. KEDIA
Chief Financial Officer

B. C. AGRAWAL
Managing Director
[DIN : 00121080]

P. R. AJMERA
Company Secretary

SHREE HARI CHEMICALS EXPORT LTD.

NOTES FORMING PART OF ACCOUNTS

PARTICULARS	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
Note - 1		
SHARE CAPITAL		
- Authorised		
10,000,000 Equity Shares of ₹ 10/- each with voting rights [Previous Year: 10,000,000 Equity Shares of ₹ 10/- each]	<u>100,000,000</u>	<u>100,000,000</u>
- Issued, Subscribed and fully Paid up		
4,446,300 Equity Shares of ₹ 10/- each fully paid-up. with voting rights [Previous Year : 4,446,300 Equity Shares of ₹ 10/- each] (Refer Para No. 2 of Part II Note 22)	44,463,000	44,463,000
Total	<u><u>44,463,000</u></u>	<u><u>44,463,000</u></u>
Note - 2		
Reserve & Surplus		
General Reserve		
Opening Balance	7,793,472	7,793,472
Add: Transferred from Surplus in Statement of Profit & Loss	16,000,000	-
Closing Balance	<u><u>23,793,472</u></u>	<u><u>7,793,472</u></u>
Share Forefiture		
Opening Balance	4,708,500	4,708,500
Add: Additions during the Year	-	-
Closing Balance	<u><u>4,708,500</u></u>	<u><u>4,708,500</u></u>
Profit and Loss Account		
Opening Balance	151,651,926	21,864,826
Add: Profit During The Year	320,683,377	134,989,050
Less: Proposed Dividend (Dividend proposed on 4,446,300 Equity Shares @ ₹ 2.50/- each)	11,115,750	4,446,300
Less: Dividend Distribution Tax (DDT)	2,222,867	755,649
Less: Transferred to General Reserve	16,000,000	-
Closing Balance	<u><u>442,996,686</u></u>	<u><u>151,651,926</u></u>
Total	<u><u>471,498,658</u></u>	<u><u>164,153,898</u></u>

28th ANNUAL REPORT (2014-2015)

NOTES FORMING PART OF ACCOUNTS

PARTICULARS	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
Note - 3		
Trade Payables		
For Goods	124,079,254	111,575,166
Total	<u>124,079,254</u>	<u>111,575,166</u>
Note - 4		
Other Current Liabilities		
Advance From Customer	68,295	65,682
For Expenses	69,565,596	46,780,269
Statutory Dues	3,705,553	4,807,480
Unpaid Dividend	1,919,892	2,444,454
Total	<u>75,259,336</u>	<u>54,097,885</u>
Note - 5		
Other Provisions:		
Provision for Taxation	187,300,000	33,700,000
Dividend Payable	11,115,750	4,446,300
Tax on Dividend Payable	2,222,867	755,649
Total	<u>200,638,617</u>	<u>38,901,949</u>

SHREE HARI CHEMICALS EXPORT LTD.

Depreciation as per Companies Act as on 31ST MARCH, 2015

Note - 6

(In ₹)

Particulars	Gross Block			Depreciation			Net Block				
	Opening Balance as on 01.04.2014	Addition/ (Disposals)	Other Adjustments	Closing Balance as on 31.03.2015	Opening Balance as on 01.04.2014	For the year	Deletions/ Transfers	Closing Balance as on 31.03.2015	NET WDV WRITTEN OFF	Closing Balance as on 31.03.2015	Closing Balance as on 31.03.2014
I. Tangible Assets:											
I.1 Leasehold Assets											
(a) Leasehold Land	2,587,822	-	-	2,587,822	249,725	25,772	-	275,497	-	2,312,325	2,338,097
I.2 Owned Assets											
(a) Buildings	40,262,226	12,257,070	922,506	51,596,790	21,851,094	2,171,959	673,036	23,350,017	249,470	28,246,773	18,411,132
(b) Plant and Equipment	240,974,103	56,028,075	24,207,329	272,794,849	175,272,430	26,971,305	22,780,224	179,463,511	1,427,105	93,331,337	65,701,672
(c) Furniture and Fixtures	4,460,565		976,783	3,483,782	3,009,406	394,859	851,014	2,553,251	125,769	930,531	1,451,159
(d) Office Equipment	2,264,024	1,171,255	477,292	2,957,987	1,286,777	749,921	434,402	1,602,296	42,890	1,355,691	977,247
(e) Computer	1,492,910	204,079	1,077,417	619,572	1,208,315	216,414	1,053,961	370,768	23,456	248,804	284,595
(f) Roads	2,506,094	-	-	2,506,094	784,948	1,128,953	-	1,913,901	-	592,193	1,721,146
(g) Electrical Installation	6,922,610	1,696,739	1,761,030	6,858,319	5,406,910	922,013	1,701,994	4,626,929	59,035	2,231,390	1,515,700
(h) Office Premises	6,410,508	-	-	6,410,508	2,141,012	476,611	-	2,617,623	-	3,792,885	4,269,496
(i) Motor Car	-	13,115,795	-	13,115,795	-	184,854	-	184,854	-	12,930,941	-
Total	307,880,861	84,473,013	29,422,357	362,931,517	211,210,617	33,242,661	27,494,631	216,958,647	1,927,725	145,972,871	96,670,245
Work in Progress	12,547,679	(12,547,679)	-	-	-	-	-	-	-	-	12,547,679
Previous year	306,782,698	1,098,163	-	307,880,861	196,120,029	15,090,588	-	211,210,617	-	96,670,245	110,662,670

28th ANNUAL REPORT (2014-2015)

NOTES FORMING PART OF ACCOUNTS

PARTICULARS	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
Note - 7		
Non-Current Investments		
Investment at Cost		
Investments (Quoted)		
Investments in Equity shares of -		
300 shares of SIMCO Industries Ltd. at ₹ 20/- Each	6,000	6,000
1,000 shares of Siddhartha Tubes Ltd. at ₹ 25/- Each	25,450	25,450
300 shares of Bhageria Dye Chem Ltd. at ₹ 16/- Each	4,800	4,800
	36,250	36,250
Investments (Unquoted)		
Ramuka Capital Market Ltd.	300,000	300,000
CETP Co-Op. Society Ltd.	2,956,390	2,956,390
	3,256,390	3,256,390
Total	3,292,640	3,292,640
Aggregate amount of quoted investments (At cost)	36,250	36,250
Aggregate market value of listed and quoted investments as on 31st March, 2015	49,405	9,755
Aggregate amount of unquoted investments	3,256,390	3,256,390
Note - 8		
Long-Term Loans and Advances		
Unsecured Considered Good:		
Capital Advances	4,764,658	7,888,462
Security Deposite with Govt. and Other	4,634,280	434,188
	9,398,938	8,322,650
Total	9,398,938	8,322,650
Note - 9		
Inventories		
Raw Materials	26,711,813	36,722,701
Goods In Transit	3,383,289	-
Work-in-Progress	25,095,083	8,676,758
Finished Goods	113,300,783	27,705,107
Stock against Consignment	-	11,110,000
Gypsum	150,000	250,000
Others	6,291,775	6,555,847
(Refer Para No. 4 of Part II & Part F of Part I of Note 22)		
Total	174,932,742	91,020,413

SHREE HARI CHEMICALS EXPORT LTD.

NOTES FORMING PART OF ACCOUNTS

PARTICULARS	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
Note - 10		
TRADE RECEIVABLE (Unsecured)		
Debts outstanding for a period exceeding six months		
- Considered good	438,434	5,378,306
- Doubtful	-	-
	438,434	5,378,306
Other debts		
- Considered good (Refer Para No. 12 of Part II of Note 22)	133,668,373	118,494,428
Total	<u>134,106,807</u>	<u>123,872,734</u>
Note - 11		
Cash and Bank Balances		
- Cash and Cash Equivalents		
Cash on Hand	2,452,758	1,417,513
Balance with Banks		
-In Current Accounts	6,330,892	20,615,334
-In Deposit Accounts	260,178,019	36,233,410
Bank Gaurantee Margin (Refer Para No. 5 of Part II of Note 22)	1,897,697	340,697
In earmarked accounts		
- Unpaid Dividend Account with SBI A/c (Refer Para No. 6 of Part II of Note 22)	1,919,892	2,444,454
Total	<u>272,779,258</u>	<u>61,051,409</u>
Note - 12		
Short-Term Loans and Advances		
Unsecured and Considered good		
Advances recoverable in cash or in kind or for value to be recd		
	3,505,829	857,165
Advances to suppliers	903,854	298,998
Advances to employees	873,210	755,079
Balances with government authorities	175,808,965	23,456,815
Total	<u>181,091,858</u>	<u>25,368,057</u>

28th ANNUAL REPORT (2014-2015)

NOTES FORMING PART OF ACCOUNTS

PARTICULARS	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
Note - 13		
Other Current Assets		
Prepaid Expenses	1,121,895	728,469
Interest accrued on deposits	11,286,006	1,027,215
Total	<u>12,407,901</u>	<u>1,755,684</u>
Note - 14		
Revenue From Operations		
Indigenous Sales		
Manufactured Goods	1,302,389,069	511,735,280
Traded Goods (Refer Para No. 9 of Part II of Note 22)	6,310,771	106,193,487
Other Operating Revenues	1,268,796	412,675
Total	<u>1,309,968,636</u>	<u>618,341,442</u>
Note - 15		
Other Incomes		
Interest from Banks	21,594,090	1,040,043
Foreign Exchange Rate Difference	2,119,712	162,092
Cash Discount Received	446,067	-
Written Off Bad Debts W/Back	966,078	-
Total	<u>25,125,947</u>	<u>1,202,135</u>

SHREE HARI CHEMICALS EXPORT LTD.

NOTES FORMING PART OF ACCOUNTS

PARTICULARS	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
Note - 16		
Cost of goods sold		
Stock at Commencement	36,722,701	625,746
Add : Purchases	<u>509,513,525</u>	<u>236,298,475</u>
	546,236,226	236,924,221
Less: Closing Stock	26,711,813	36,722,701
Less : Goods Transferred as Traded goods stock	740,000	291,165
Less : Goods In Transit (Caustic Soda Flakes)	3,383,289	-
	<u>515,401,124</u>	<u>199,910,355</u>
Material consumed (Refer Para No. 10 of Part II of Note 22)		
Labour & Jobworks charges	53,345,887	21,246,912
Power,Fuel and Water charges	102,802,972	41,496,078
Consumables, Stores & Spares	23,145,708	9,789,517
Gypsum Handling Charges	8,647,291	2,092,325
Repairs & Maintenance of machinery	8,802,476	3,750,606
Packing Material	1,846,724	752,626
Waste Sludge Desposal Charges	45,801,801	28,631,756
Miscellaneous Expenses	12,537,652	6,740,015
	<u>256,930,511</u>	<u>114,499,834</u>
Cost of Goods Sold	<u>772,331,635</u>	<u>314,410,189</u>
Note - 17		
Purchase of Traded Goods		
Purchase of Traded Goods (Refer Para No. 11 of Part II of Note 22)	6,207,353	103,719,706
Total	<u>6,207,353</u>	<u>103,719,706</u>

28th ANNUAL REPORT (2014-2015)

NOTES FORMING PART OF ACCOUNTS

PARTICULARS	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
Note - 18		
Changes in Inventory of Finished goods, Work-in-Progress, and Stock-in-trade. (Of Manufacturing Goods)		
Inventories at the begning of year		
Finished Goods	27,705,107	43,148
Finished Goods (Consignment Stock)	11,110,000	-
Work-in-Progress	8,676,758	-
Gypsum (By Product)	250,000	696,000
	<u>47,741,865</u>	<u>739,148</u>
Inventories at the end of year		
Finished Goods	113,300,783	27,705,107
Finished Goods (Consignment Stock)	-	11,110,000
Work-in-Progress	25,095,083	8,676,758
Gypsum (By Product)	150,000	250,000
	<u>138,545,866</u>	<u>47,741,865</u>
Total	<u>(90,804,001)</u>	<u>(47,002,716)</u>
Changes in Inventory of Finished goods, Work-in-Progress, and Stock-in-trade (Of Trading Goods)		
Inventories at the begning of year		
Stock-in-Trade	-	-
Add:Received From Opening Stock Of Raw Material	-	-
Less:Goods Transffered for Manufacturing	-	291,165
	<u>-</u>	<u>291,165</u>
Inventories at the end of year		
Stock-in-Trade	-	-
	<u>-</u>	<u>-</u>
Total	<u>-</u>	<u>291,165</u>

SHREE HARI CHEMICALS EXPORT LTD.

NOTES FORMING PART OF ACCOUNTS

PARTICULARS	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
Note - 19		
Employee Benefit Expenses		
Salary, bonus and allowances	52,756,003	18,310,126
Workmen & Staff welfare	470,057	192,717
Gratuity	5,000,000	700,000
PF Contribution	144,156	58,537
(Refer Para No. 19 of Part II of Note 22)		
Total	58,370,216	19,261,380
Note - 20		
Other Administrative and Selling Expenses		
Travelling & Conveyance	3,401,650	1,568,491
Communication & Postage Expenses	729,002	359,979
Insurance	2,145,623	1,057,155
Rent, Rates & Taxes	9,273,567	4,049,614
Professional & Legal	2,717,333	2,559,125
Repair & Maintenance		
- Buildings	6,540,482	2,749,266
- Others	1,183,700	710,395
Selling and Distribution	32,085,865	12,648,348
Bad Debts	1,647,924	17,792,620
Auditors' Remuneration	250,000	200,000
(Refer Para No. 15 of Part II of Note 22)		
Corporate Social Responsibility	580,000	-
Discarded Fixed Assets	1,927,725	-
(Refer Para No. 8 of Part II of Note 22)		
Other Expenses	6,132,106	2,459,531
Total	68,614,977	46,154,524
Note - 21		
Finance Cost		
Interest Expenses	579,055	3,767,227
Other Finance cost	978,101	960,783
Total	1,557,156	4,728,010

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ACCOUNTING POLICIES AND NOTES TO ACCOUNT FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31ST, 2015

Note – 22

(I) SIGNIFICANT ACCOUNTING POLICIES:

Company Overview

Shree Hari Chemical Export Limited (the “Company”) is a Public Limited Company domiciled in India and is Listed on the Bombay Stock Exchange (BSE). The Company was established in 1987. The Company is a leading manufacturer of H-Acid. It has its manufacturing facility at Mahad, Raigad District of Maharashtra, India. Through innovation, dedication & customer satisfaction, Company had succeeded in developing customers worldwide.

A. Basis of Preparation of Financial Statements:-

The financial statements are prepared under the historical cost convention and to comply in all material aspects with the applicable accounting principles in India and Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies [Accounts] Rules, 2014, the provisions of the Act (to the extent notified) and other accounting principles generally accepted in India, to the extent applicable.

B. Use of Estimates:-

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known/materialize.

C. Own Fixed Assets:-

Fixed Assets are stated at historical cost including any attributable cost including taxes & other duties, freight, installation & other direct or allocable expenses and related borrowing cost for bringing the respective assets to its working condition for its intended use, less accumulated depreciation. Subsequent expenditures related to an item of tangible fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Any expected loss on the assets that have been retired from active use is recognized immediately in the Statement of Profit and Loss.

All the direct costs, expenditure during the project construction period (net of income) are specifically attributable to construction/acquisition of fixed assets and advances against capital expenditure are shown as Capital Work in Progress until the relevant assets are ready for its intended use.

D. Depreciation:-

Depreciation on Fixed Assets has been provided as per the Written Down Method (WDV) of depreciation at the rates and manner prescribed under Schedule II to the Companies Act, 2013 with exception of Effluent Treatment Plant which is depreciated over 8 years based on technical evaluation of useful life done by management.

E. Revenue Recognition:-

Sale of Goods:

Revenue from sales of goods is recognized when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per contract, the Company retains no effective control

SHREE HARI CHEMICALS EXPORT LTD.

of the goods transferred to a degree usually associated with ownership and no significant uncertainty exist regarding the amount of consideration that will be derived from the sale of goods. Sales are recognized net of Trade Discount, Value Added Tax, CST and Excise Duty.

Other Income:

Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

Dividend income is recognized when the right to receive the payment is established on the Balance Sheet date.

Income from export incentive such as duty drawback is recognized on accrual basis.

F. Inventories:

Inventories are valued at the lower of cost (on Avg. Cost basis) and the net realizable value after providing for obsolescence and other losses, where considered necessary except for by-product, which is valued at estimated realizable value. Cost includes all charges in bringing the goods to the point of sale, including tax levies, transit insurance, and receiving charges. Work-in-progress and finished goods include material cost, appropriate proportion of overheads and, where applicable, excise duty.

G. Foreign Currency Transactions:

Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.

Monetary items denominated in foreign currencies remaining unsettled at the year end are restated at the exchange rate prevailing at end of the year.

H. Investment:

Investments are classified into current and non-current investments. Current investments are stated at the lower of cost and fair value. Non-current investments are stated at cost. A provision for diminution is made to recognize a decline, other than temporary, separately for each individual non-current investment. Investments that are readily realizable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as "Current investments". All other investments are classified as "Non-current investments".

I. Impairment of Assets :

Pursuant to Accounting Standard 28 "Impairment of Assets", The Company has a system to review the carrying values of assets / cash generating units at each Balance Sheet date. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discounting factor. When there is indication that an impairment loss recognized for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, except in case of revalued assets.

J. Employees Benefit:

- a) The Company's contribution in respect of Provident Fund is charged to Profit & Loss account every year.
- b) The Company has taken group gratuity policy with the Life Insurance Corporation of India for the future payments of retiring gratuities. The amount paid with respect to that is recognized in the Statement of Profit & Loss.
- c) Company has the policy to recognize leave encashment as an expense as and when it is required to pay the same to the employees of Company.

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K. Borrowing cost:

Borrowing Cost that is directly attributable to the acquisition or construction of qualifying assets is capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. Other borrowing cost is recognized as expenses in the period in which they are incurred.

L. Taxation:

Taxation expenses comprise current tax and deferred tax charge or credit. Provision for income tax is made on the basis of the assessable income at the tax rate applicable to the relevant assessment year.

Deferred tax resulting from “timing difference” between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the Balance Sheet date. Deferred Tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be adjusted.

M. Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

N. Insurance Claims :

Insurance and other claims to the extent considered recoverable are accounted for in the year on the basis of claims based on the amount assessed by the surveyor. However, claims and refunds whose recovery cannot be ascertained with reasonable certainty are accounted for on acceptance/ actual receipts basis.

O. Earnings Per Share:

Basic earnings per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

II. NOTES TO THE ACCOUNTS:

1. As per the direction of Maharashtra Pollution Control Board (MPCB) by vide letter dated 26.02.2015 Company is currently permitted to operate at 75% of its production capacity of Company.
2. **Equity Shares :**
 - i. The Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

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ii. Statement showing Reconciliation of the Number of Shares and the amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at March 31 st , 2015		As at March 31 st , 2014	
	No. of Shares	(Amount In ₹)	No. of Shares	(Amount In ₹)
Equity Share Capital-Fully paid up with voting Rights:				
Opening Share Capital	4,446,300	44,463,000	4,446,300	44,463,000
Add : Issued during the year	—	—	—	—
Less: Bought back during the year	—	—	—	—
Closing Share Capital	4,446,300	44,463,000	4,446,300	44,463,000

iii. Statement showing details of Shares held by each Shareholder holding more than 5% Share (In Nos.):

Name of Shareholders	As at March 31 st , 2015		As at March 31 st , 2014	
	No. of Shares held	In % of Holding	No. of Shares held	In % of Holding
1. Om Pareek Investment Company Ltd.	465,700	10.47	465,700	10.47
	465,700	10.47	465,700	10.47

(Refer Note No. 1 “Share Capital”)

3. Details of security provided in respect of the secured Short-term borrowings:

a. Cash Credit From State Bank Of India having debit balance of ₹ 62,63,562/- as on 31st March, 2015. The details of same is as under;

- i. **Security** : The Working Capital loans from State Bank of India is secured by way of hypothecation of Company’s entire current assets present and future of Company. This is also secured by way of mortgage of Collateral Security (i) Factory Land, Building, Plant and Machinery and other Fixed Assets of Company situated at Plot Nos. A-8, A-9, A-13, A-15/1 and A-15/2, MIDC, Mahad. (ii) Office No. 103 and 104 Unique Tower, Goregaon, Mumbai (iii) Lien of TDR of ₹ 0.13 crore in the name of Company. Further, Directors of Company has also given personal guarantee.

Debit balance of cash credit from State Bank of India is included in cash and cash equivalents under Note no-11 of the Financial Statements.

4. Details of Work-in-progress inventory (Refer Note No. 9 “Inventories”)

(Amt. in ₹)

S.No.	Particulars	As at March 31 st , 2015	As at March 31 st , 2014
1.	Naphthalene	9,305,927	5,358,660
2.	Sulphuric Acid	1,977,532	471,680
3.	Oleum 65	2,254,043	1,079,886
4.	Caustic Soda Flakes	5,123,979	360,628
5.	Others	6,433,602	1,405,904
	Total	25,095,083	8,676,758

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5. Balances with banks include fixed deposits amounting to ₹ - Nil - (As at March 31st, 2014 ₹ 32,437,410/-) and Bank Guarantee margin monies amounting to ₹ 1,757,000/- (As at March 31st, 2014 ₹ 340,697/-) which have a maturity of more than 12 months.
6. The unpaid dividend outstanding as on March 31st, 2015 is as follows :

Year	(Amt. in ₹)
2007-08	603,715/-
2008-09	488,964/-
2009-10	414,734/-
2010-11	412,479/-
Total	<u>1,919,892/-</u>

This amount is kept in separate account maintained by Company with State Bank of India. (Refer Note-11 "Cash and Bank balances")

During the year Company has transferred unpaid dividend for Financial Year 2006-07 of ₹ 524,562/- to the Investor Education and Protection Fund.

7. Depreciation of ₹ 4,71,073/- on account of assets whose useful life is already exhausted on April 01, 2014 has been charged into the Statement of Profit and Loss after retaining residual value which is 5% of original cost. This amount is included in the depreciation of the current year.
8. During the year Company has discarded the Fixed Assets which is retired from the active use having Gross Block of ₹ 29,422,356/-, accumulated depreciation of ₹ 27,494,631/- and WDV of ₹ 19,27,725/-. Remaining W.D.V. of ₹ 19,27,725/- has been adjusted in Statement of Profit and Loss.
9. **Sale of products comprises :** (Refer Note No. 14 "Revenue from Operations")

(Amt. In ₹)

S.No.	Particulars	As at March 31 st , 2015	As at March 31 st , 2014
A.	Manufactured Goods		
i.	H-Acid	1,295,430,225	508,714,056
ii.	Gypsum and Globular Salt	6,958,844	3,021,225
	Sub-Total (A)	1,302,389,069	511,735,281
B.	Traded Goods		
i.	Naphthalene	3,696,820	46,80,000
ii.	Caustic Soda Flakes	-	4,21,21,000
iii.	Others	2,613,951	59,392,487
	Sub-Total (B)	6,310,771	106,193,487
	Total (A+B)	1,308,699,840	617,928,768

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10. Details of cost of raw-material consumed : (Refer Note No. 16 "Cost of Goods sold")

(Amt. In ₹)

S.No.	Particulars	As at March 31 st , 2015	As at March 31 st , 2014
i.	Naphthalene	16,19,72,962	5,65,36,845
ii.	Sulphuric Acid	2,95,23,703	97,41,495
iii.	Oleum 65	3,51,29,635	1,46,13,921
iv.	Caustic Soda Flakes	13,23,90,014	6,02,41,632
v.	Soda Ash	3,14,79,810	1,40,13,113
vi.	Nitric Acid	2,00,61,268	70,36,509
vii.	Cast Iron Powder	5,59,16,614	1,72,37,078
Viii.	Lime Stone Powder	2,07,26,553	1,04,81,690
IX.	Others	2,82,00,565	1,00,08,072
	Total	51,54,01,124	1,99,910,355

11. Details of Purchase of Traded Goods : (Refer Note No. 17 "Purchase of Traded Goods")

(Amt. In ₹)

S.No.	Particulars	As at March 31 st , 2015	As at March 31 st , 2014
i.	Naphthalene	3,599,945	4,247,100
ii.	Soda Ash	-	905,000
iii.	Caustic Soda Flakes	-	41,984,000
iv.	Other Items	2,607,408	56,583,606
	Total	6,207,353	103,719,706

12. The balance of Sundry Debtors, Creditors, Loans & Advances are subject to their confirmation and reconciliation, if any. Bank balance is subject to cheques on hand realization.

13. Disclosures require u/s 22 of the Micro, Small & Medium Enterprises Development Act, 2006:

(Amt. In ₹)

S. No.	Particulars	As at March 31 st , 2015	As at March 31 st , 2014
i.	Principal amount remaining unpaid to any supplier as at the end of the accounting year	1,99,25,738	70,91,484
ii.	Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
iii.	The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
iv.	The amount of interest due and payable for the year	-	-
v.	The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
vi.	The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

Due to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditor.

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14. Segment Reporting :

As the Company's business activity falls within a single primary business segment "H-Acid Chemical product" the disclosure requirements of Accounting Standard (AS) 17 "Segment Reporting" are not applicable.

15. Auditor's Remuneration (Exclusive of service tax): (Amt. In ₹)

	2014-15	2013-14
i. Statutory Audit	200,000	150,000
ii. Tax Audit	50,000	50,000
iii. In other capacity	-	-
Total	2,50,000	2,00,000

16. In the opinion of the Board, current assets, loans and advances have a value at least equal to the amounts at which they are stated in the Balance Sheet, if realized in ordinary course of business.

17. Related Party Disclosure :

- a. Associates: Shree Hari Finvest Pvt Ltd.
- b. Key Managerial Personnel
 - i. Shri K. L. Ramuka
 - ii. Shri B. C. Agrawal
 - iii. Shri H. P. Ramuka
 - iv. Shri S. K. Kedia
 - v. Smt. P. R. Ajmera
- c. Relatives of Directors:
 - i. Shri Anup Ramuka
 - ii. Shri Amit Ramuka
 - iii. Shri Sarthak Agarwal

d. Related Party Transaction during the year: (Amt. In ₹)

Sr.	Particulars	2014-15	2013-14
1.	Managerial remuneration	17,164,000	9,664,000
2.	Salary	7,200,000	6,000,000
3.	Sitting fees	84,000	34,500
4.	Commission to Directors	20,000,000	-

18. As per Accounting Standard-22, issued by the Institute of Chartered Accountants of India, the Deferred Tax Liability of ₹ 180.44 Lakhs (₹ 107.10 Lakhs) has been recognized in the Statement of Profit & Loss. The Deferred Tax Liability arises mainly due to the timing difference of depreciation claimed as per the books of account and the depreciation claimed under the Income Tax Act, 1961. Deferred tax assets in respect of unabsorbed depreciation and carry forward losses are not recognized because there is no virtual certainty that there will be sufficient future taxable income available to realize such assets.

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19. Company has not obtained actuarial valuation report for Post employment or retirement benefits like Gratuity and Leave Encashment etc., hence as required the Company has not followed AS-15. Hence details are required to be presented in notes to accounts as per Actuarial Report is not given.

Provision for Gratuit has been made as per valuation provided by Life Insurance Corporation of Indai (LIC).

20. Earnings Per Share :

As required by Statement of Accounting Standard (AS) – 20 “Earning per Share”, reconciliation of basic and diluted nu

Particulars	31/03/2015	31/03/2014
Net Profit/ (Loss) After Tax (₹)	320,683,377	134,989,050
Weighted average Number of Shares outstanding	4,446,300	4,446,300
Diluted weighted average no. of shares outstanding	4,446,300	4,446,300
Nominal Value of Equity Share (₹)	10/-	10/-
Basic Earnings per Share	72.12	30.36
Diluted Earnings per Share	72.12	30.36

21. Earning In Foreign Exchange:

(Amt. In ₹)

Particulars	2014-15	2013-14
Export of Goods (FOB Basis)	68,403,160	3,18,18,455
Export of Goods through Merchant Exporter	2,356,600	88,83,175
Total	70,759,760	40,701,630

22. Expenditure in Foreign Currency :

(Amt. In ₹)

Particulars	2014-15	2013-14
Commission	8,39,373	-

23. Value of Import Calculated on CIF basis:

(Amt. In ₹)

Particulars	2014-15	2013-14
Purchase of Traded Goods	3,599,945	4,247,100
Raw Materials	104,922,997	53,644,443
Total	1,08,522,942	57,891,543

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24. Details of consumption of imported and indigenous items: (Amt. In ₹)

Particulars	2014-15	2013-14
Imported		
Raw Materials	123,265,476	39,264,964
	(23.92%)	(19.64%)
Indigenous		
Raw Materials	392,135,648	160,645,391
	(76.08%)	(80.36%)

25. Contingent Liability: (Amt. In ₹)

Contingent liabilities and commitments (to the extent not provided for)	2014-15	2013-14
(i) Guarantees	6,009,943	2,484,715
(ii) Demand against Mathadi Board	4,420,536	4,420,536
(iii)		
(iv) Show Cause Notice received by the company from custom/excise department not acknowledge as debt	-	5,506,343
(v) Income Tax Demand (Without adjustment of refund)	29,39,812	29,39,812
(vi) Letter of Credit	44,058,916	
(vii) Bills Discounted	-	-

As Per Our Report of Even Date attached:

For Kailash Chand Jain & Co.
Chartered Accountants
Registration No: 112318W

Kiran Awasthi
Partner

Date: 28th May, 2015
Place: Mumbai

For and on behalf of Board of Directors

K. L. Ramuka
Chairman & Executive Director
DIN: 00040695

S. K. Kedia
Chief Financial Officer

B. C. Agrawal
Managing Director
DIN: 00121080

P. R. Ajmera
Company Secretary

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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:** shreeharichem@gmail.com
Website: www.shreeharichemicals.in

ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING

Members attending the Meeting in person or by Proxy are requested to complete the Attendance slip and hand it over at the entrance of the meeting room.

I hereby record my presence at the Annual General Meeting of the Company at the Registered office at A/8, MIDC, Mahad, Dist. Raigad - 402309, Maharashtra, INDIA on Wednesday, September 23, 2015.

Folio No.:..... DP ID No.:..... Client ID No.:

Name and address of the first holder -.....

Name of the Joint Holder(s) -.....

No of shares -

.....
Full name of the Member (in block letters)

.....
Signature

.....
Full name of the proxy (in block letters)

.....
Signature

ELECTRONIC VOTING PARTICULARS

EVEN Electronic Voting Event Number	USER ID	PASSWORD/PIN

SHREE HARI CHEMICALS EXPORT LTD.

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

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: shreeharichem@gmail.com Website: www.shreeharichemicals.in

Name of the Member (s) :	_____
Registered address:	_____
E-mail Id:	_____ Folio No./Client ID: _____ DP ID No. _____

I/We, being the member(s) of _____ equity shares of the above named Company, hereby appoint

1. Name:.....

Address:.....

E-mail Id: Signature:....., or failing him / her:

2. Name:.....

Address:.....

E-mail Id: Signature:....., or failing him / her:

3. Name:.....

Address:.....

E-mail Id: Signature:....., or failing him / her:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty-Eighth Annual General Meeting of the Company, to be held on the September 23rd, 2015 at A/8, MIDC, Mahad, Dist. Raigad— 402309, Maharashtra, INDIA, and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Sr.No.	Resolution
1.	Adoption of the Audited Financial Statements of the Company for the Financial Year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon.
2.	Declare dividend on equity shares.
3.	Appointment of Director in place of Shri Hanuman Prasad Ramuka (holding DIN 02440114), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4.	Appointment of Auditors and to fix their remuneration.
5.	Appointment of Smt. Ekta Sultania (holding DIN 07134485) as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from March 26, 2015 to March 25, 2020.
6.	Ratification of Remuneration of Cost Auditor for the Financial Years 2014-15 and 2015-16.
7.	Payment of Commission to Shri Kishori Lal Ramuka, Chairman & Executive Director for the Financial Year 2014-15.
8.	Payment of Commission to Shri Bankesh Chandra Agrawal, Managing Director for the Financial Year 2014-15.
9.	Approval to reappointment of Shri Bankesh Chandra Agrawal (holding DIN 00121080) as Managing Director of the Company for a period of three years with effect from March 1, 2015

Signed this ___ day of _____, 2015

Signature of Shareholder _____

Signature of Proxy Holder (s) _____

Affix
Revenue
Stamp of
Re. 1/-

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Please complete all details including details of member(s) in above box before submission.

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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:** shreeharichem@gmail.com
Website: www.shreeharichemicals.in

BALLOT FORM

- (1) Name and Registered Address:
of the Sole/First named
Shareholder
- (2) Name(s) of the :
Joint Holder(s)
(if any)
- (3) Registered Folio No./ :
DP ID No. and Client ID No.
- (4) Number of Share(s) held :
- (5) I/We hereby exercise my/our vote(s) in respect of the Ordinary & Special Resolutions set out in the Notice of the Twenty - Eighth Annual General Meeting (AGM) of the Company to be held on Wednesday, September 23, 2015, by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Sr. No.	Resolution	No of Shares	(FOR) I/We assent to the Resolution	(AGAINST) I/We dissent the Resolution
1.	Adoption of the Audited Financial Statements of the Company for the Financial Year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon.			
2.	Declare Dividend on equity shares.			
3.	Appointment of Director in place of Shri Hanuman Prasad Ramuka (holding DIN 02440114), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.			
4.	Appointment of Auditors and to fix their remuneration.			
5.	Appointment of Smt. Ekta Sultania (holding DIN 07134485) as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from March 26, 2015 to March 25, 2020.			
6.	Ratification of Remuneration of Cost Auditor for the Financial Years 2014-15 and 2015-16.			

SHREE HARI CHEMICALS EXPORT LTD.

7.	Payment of Commission to Shri Kishori Lal Ramuka, Chairman & Executive Director for the Financial Year 2014-15.			
8.	Payment of Commission to Shri Bankesh Chandra Agrawal, Managing Director for the Financial Year 2014-15.			
6.	Appointment of Shri Bankesh Chandra Agrawal (holding DIN 00121080) as Managing Director of the Company for a period of three years with effect from March 1, 2015			

Place:

Date:

(Signature of the Shareholder)

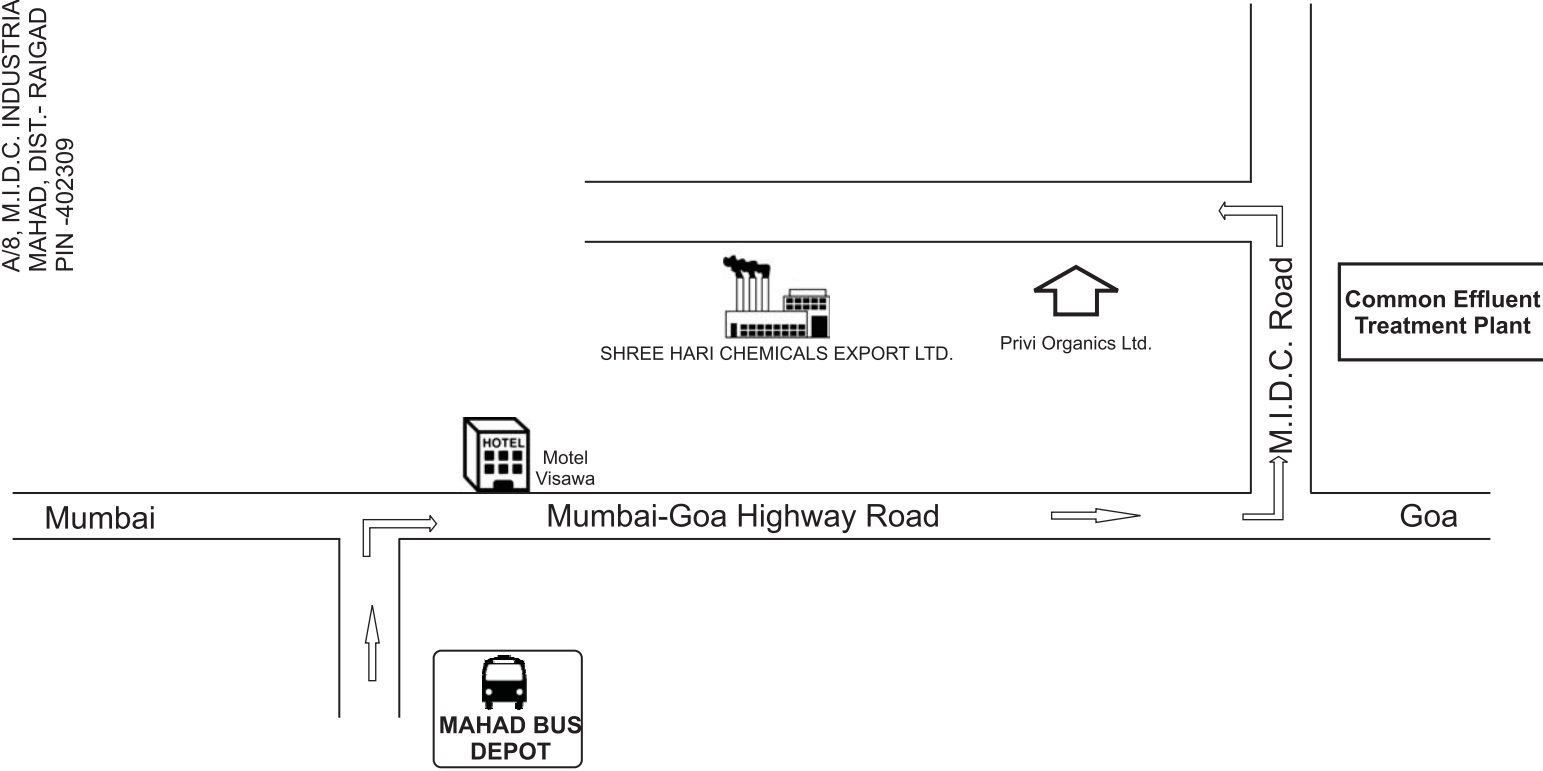
Note: Please read the instructions carefully before exercising your vote

INSTRUCTIONS

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Notice of the AGM.
4. Please complete and sign the Ballot Form (no other form or photo copy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Shri J.U. Poojari (FCS No.: 8102) or failing him Shri Mohammad P. (ACS No. 39232), at the address of the Registrar and Share transfer agent of the Company, M/s. Universal Capital Securities Pvt. Ltd. 21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai – 400093.
5. The Form should be signed by the Member as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
6. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
7. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the Ballot.
8. The voting rights of shareholders shall be in proportion of the share held by them in the paid up equity share capital of the Company as on Wednesday, September 16, 2015 being the cut-off date and as per the Register of Members of the Company.
9. Duly completed Ballot Form should reach the Scrutinizer not later than September 22, 2015 (5.00 p.m. IST). Ballot Form received after that date will be strictly treated as if the reply from the Members has not been received.
10. A Member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in serial no. 9 above.
11. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
12. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.

Route Map to the Venue of the AGM

SHREE HARI CHEMICALS EXPORT LTD.
A/8, M.I.D.C. INDUSTRIAL AREA,
MAHAD, DIST.- RAIGAD
PIN -402309



To,



If not delivered please return to :
SHREE HARI CHEMICALS EXPORT LIMITED
103/104,UNIQUE TOWER,
NEAR KAMAT CLUB, S.V.ROAD,
GOREGAON (W), MUMBAI-400 062