



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: info@shreeharichemicals.in Website: www.shreeharichemicals.in

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the members of **SHREE HARI CHEMICALS EXPORT LIMITED** will be held on Friday, March, 2021 at 11.30 a.m. through video conferencing ("VC") or other audio visual means ("OAVM") to transact the following business:

SPECIAL BUSINESS:

- 1. RECLASSIFICATION OF FEW OF THE 'PROMOTERS AND PROMOTER GROUP' SHAREHOLDERS OF THE COMPANY TO 'PUBLIC CATEGORY SHAREHOLDERS':**

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

"RESOLVED THAT in terms of the provisions of Regulation 31A(3)(a)(iii) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, and subject to necessary approvals from the Stock Exchanges where the equity shares of the Company are listed, namely, BSE Limited or such other authorities as may be empowered in this regard by the SEBI and other appropriate statutory authorities as may be required, approval of the Members be and is hereby accorded to reclassify the status of following persons (hereinafter individually and jointly referred to as the 'Outgoing Promoters') from "Promoter" to the "Public" shareholding of the Company in accordance with the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended :

Sr. No.	Name of the Outgoing Promoter	No. of equity shares held as on the date of this Notice
1	Shri Anup Kishorilal Ramuka	NIL
2	Smt. Geeta Kishorilal Ramuka	NIL
3	Smt. Radhika Anup Ramuka	NIL
4	Shri Amit Kishorilal Ramuka	NIL
5	Smt. Shalini Amit Ramuka	NIL
6	Shri Kailash Chandra Ramuka	NIL
7	Shri Ramchandra Suwalal Ramuka	NIL
8	Smt. Pushpa K. Ramuka	NIL
9	Smt. Meera Ramchandra Ramuka	NIL

RESOLVED FURTHER THAT upon receipt of necessary approval(s) for reclassification for the aforementioned Outgoing Promoters, the Company shall effect such re-classification in the statement of Shareholding pattern of the Company from the immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable, in compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions for the time being in force.

RESOLVED FURTHER THAT the Managing Director/Executive Directors/ Company Secretary of the Company, be and are hereby severally authorised to intimate Stock Exchanges post members approval, and to submit a reclassification application to the Stock Exchanges within the permitted time, and thereby execute all such documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time and to do all such acts and deeds as may be necessary to give effect to this resolution and to settle any questions or difficulties or doubt that may arise in this regard."

NOTES:

1. In view of the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circulars No.14/2020 dated 08.04.2020, No.17/2020 dated 13.04.2020, and No. 39/2020 dated 31.12.2020, (collectively referred to as 'MCA Circulars') permitted the holding of the Extra Ordinary General Meeting ('EGM') through Video Conferencing ('VC') facility or other audio visual means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the EGM of the Company is being held through VC/OAVM on Friday, March 19, 2021 at 11.30 a.m.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. The Statement setting out material facts pursuant to section 102 of the Companies Act, 2013, which sets out details is annexed hereto.
5. The Members can join the EGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
6. In line with the MCA General Circular dated April 13, 2020, the Notice convening the EGM has been uploaded on the website of the Company at www.shreeharichemicals.in and may also be accessed on the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The Notice is also available on the website of NSDL at www.evoting.nsdl.com.
7. Members are requested to notify immediately any change of particulars such as name, postal address, e- mail address, telephone/ mobile numbers, PAN, registering of nomination, bank mandate details etc.:
 - (i) to their Depository Participants (DPs) in respect of their electronic share accounts, and
 - (ii) to the Company's Registrar & Share Transfer Agents, M/s. Universal Capital Securities Pvt. Ltd. ("UCSPL") at C-101, 247 Park, 1st Floor, LBS Road, Gandhi Nagar, Vikhroli (West), Mumbai - 400083, in respect of their physical share folios, if any, quoting their folio numbers.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, accordingly, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
9. SEBI, vide its Circular No. SEBI/LAD-NRO/ GN/2018/24 dated June 8, 2018, amended Regulation 40 of SEBI Listing Regulations pursuant to which after March 31, 2019 transfer of securities could not be processed unless the securities are held in the dematerialized form with a depository.

Members holding shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode.
10. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company or M/s. Universal Capital Securities Pvt. Ltd., Registrar and Share Transfer Agent (R & T Agent) at C-101, 247 Park, 1st Floor, LBS Road, Gandhi Nagar, Vikhroli (West), Mumbai -400083. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants.
11. The Notice of the EGM 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.

12. Members are requested to note the following process for registration of e-mail address for obtaining the Notice of the EGM:

Physical Holding	Send a request to “UCSPL” at C-101, 247 Park, 1st Floor, LBS Road, Gandhi Nagar, Vikhroli (West), Mumbai –400083 providing Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN card (self-attested scanned copy), AADHAR card (self-attested scanned copy) for registering e-mail address
Demat Holding	Please contact your DP and register your e-mail address in your demat account, as per the process advised by your DP.

13. The statutory documents and relevant documents referred to in this Notice of EGM and explanatory statement, will be available electronically for inspection by the Members during the EGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of EGM, i.e. 19th March, 2021. Members seeking to inspect such documents can send an e-mail to Corporate- info@shreeharichemicals.in
14. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

- i. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com) under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVEN of the Company will be displayed. On clicking this link, the Member will be able to view the webcast of the EGM proceedings. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- ii. Members may join the Meeting through Laptops, tablets and iPads for better experience.
- iii. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- v. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at info@shreeharichemicals.in from Tuesday, March 16, 2021 (9.00 a.m. IST) to Thursday, March 18, 2021 (5:00 p.m. IST). Those Members who have pre-registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
- vi. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the EGM through VC/OAVM facility.
- vii. Members who need assistance before or during the EGM, can contact NSDL on evoting@nsdl.co.in/ 1800 1020 990/ 1800 224 430 or contact Ms. Pallavi Mhatre, Manager – NSDL at pallavid@nsdl.co.in/ 022-24994545.

VOTING THROUGH ELECTRONIC MEANS:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Secretarial Standards on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

I. The instructions for members for voting electronically are as under:-

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@parikhassociates.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-1020-990/ 1800-224-430 or send a request at evoting@nsdl.co.in
- II. If you are already registered with NSDL 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 e-voting period commences on Tuesday, March 16, 2021, (10.00 a.m.) and ends on Thursday, March 18, 2021 at (5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of March 12, 2021 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- V. 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 March 12, 2021. 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, as well as voting at the meeting. The members who have not cast vote through remote e-voting shall be entitled to vote at the meeting.

Any person, who acquires shares of the Company and becomes member of the Company after dispatch 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@nsdl.co.in. However, if you are already registered with NSDL 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.nsdl.com.

- VI. Members will be provided with the facility for voting through electronic voting system during the video conferencing proceedings at the EGM and Members participating at the EGM, who have not already cast their vote on the resolutions by remote e-Voting, will be eligible to exercise their right to vote on such resolutions during the proceedings of the EGM.
- VII. The Members who have cast their votes through remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their votes again on such resolutions.

VIII. Smt. Shalini Bhat (FCS No.: 6484) or failing her Shri Mohammad P. FCS No. 10619) of M/s. Parikh & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the e-voting process and the voting at the meeting in a fair and transparent manner.

- IX. The Scrutinizer shall, immediately after the conclusion of voting at the Extra Ordinary General Meeting, unblock the votes cast through remote e-voting prior to the EGM and e-voting during the EGM and make not later than 48 hours 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 authorized by him in writing, who shall countersign the same.
- X. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website, www.shreeharichemicals.in and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman and the same shall be communicated to the BSE Limited where the shares of the Company are listed.

By the Order of the Board

BANKESH CHANDRA AGARWAL
Chairman & Managing Director
DIN: 00121080

Registered Office:

A/8, M.I.D.C. Industrial Area,
Mahad, Dist. Raigad (Maharashtra)
CIN: L99999MH1987PLC044942
Tel: 02145-232177/233492
E-mail: info@shreeharichemicals.in
Website: www.shreeharichemicals.in

Date: February 11, 2021

ANNEXURE TO NOTICE

THE STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE INFORMATION REQUIRED AS PER REGULATION 31A OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATION, 2015 AND SECRETARIAL STANDARDS - 2 ON GENERAL MEETINGS.

Item No:1

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, provides a regulatory mechanism for re-classification of promoters as public shareholders subject to fulfillment of conditions as provided therein.

In this regard the Company had received letters from the following persons falling under the category of promoter/ promoter Group of the Company (hereinafter referred to as Outgoing Promoters) requesting to be reclassified from the Category of "Promoter/Promoter Group" to "Public Category".

Sr. No.	Name of the Outgoing Promoter	No. of equity shares held as on the date of this Notice
1	Shri Anup Kishorilal Ramuka	NIL
2	Smt. Geeta Kishorilal Ramuka	NIL
3	Smt. Radhika Anup Ramuka	NIL
4	Shri Amit Kishorilal Ramuka	NIL
5	Smt. Shalini Amit Ramuka	NIL
6	Shri Kailash Chandra Ramuka	NIL
7	Shri Ramchandra Suwalal Ramuka	NIL
8	Smt. Pushpa K. Ramuka	NIL
9	Smt. Meera Ramchandra Ramuka	NIL

The aforesaid Outgoing Promoters have in their request letter/s informed the Company that owing to the following reasons, they have decided that it would be prudent for them to seek re-classification:

- they are no way related to any of the business carried out by the Company. Further they are not engaged in the Management or day to day affairs of the Company and also do not have any right either to appoint any Director of the Company in any manner whatsoever including by virtue of their shareholding. None of their acts would influence the decision taken by the Company.
- they do not hold any shares and voting rights in the listed entity;
- they do not exercise control over the affairs of the listed entity directly or indirectly;
- they do not have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements;
- they are not represented on the board of directors (including not having a nominee director) of the listed entity;
- they are not acting as a key managerial person in the listed entity;
- they are not 'wilful defaulter' as per the Reserve Bank of India Guidelines;
- they are not a fugitive economic offender.

The Outgoing Promoters have vide their aforementioned request letters also informed the Company that they:

- satisfy all conditions specified in Regulation 31A(3)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- undertake to comply with the requirements specified in Regulation 31A(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at all times.

In view of the above and on the basis of the rationale and the confirmations received from the aforesaid persons, the Board of Directors of the Company at its meeting held on November 11, 2020, analysed the requests made by the Outgoing Promoters and in consideration with the proper compliance of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has considered the application received by the Company for re-classification from Promoter category to Public category, subject to approval by the Members, SEBI, BSE Limited wherein the equity shares of the Company are listed or any other regulatory body as may be required.

As required under Regulation 31A(8)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has intimated the Stock Exchanges of receipt of application for re-classification from the 'Promoter and Promoter Group' category to 'Public' category on October 29, 2020 and accordingly the extract of the minutes of the meeting of the Board of Directors of the Company approving the re-classification was submitted to the Stock Exchanges on November 11, 2020.

Further, as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfills the minimum public shareholding requirement of at least 25% shareholding and the proposed re-classification is not intended to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.

Pursuant to Regulation 31A(3)(a)(iii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the aforesaid request for re-classification of the Outgoing Promoters is being put up for the approval by way of an Ordinary Resolution. However, in view of the Outgoing Promoters not holding any shares in the Company, the requirement of, the promoter(s) seeking re-classification and persons related to the promoter(s) seeking re-classification not to vote to approve such re-classification request is not applicable.

The Board recommends the Ordinary Resolution as set out in Item No. 1 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution set out in Item No. 1 of the Notice.

By the Order of the Board

BANKESH CHANDRA AGARWAL
Chairman & Managing Director
DIN: 00121080

Registered Office:

A/8, M.I.D.C. Industrial Area,
Mahad, Dist. Raigad (Maharashtra)
CIN: L99999MH1987PLC044942
Tel: 02145-232177/233492
E-mail: info@shreeharichemicals.in
Website: www.shreeharichemicals.in

Date: February 11, 2021