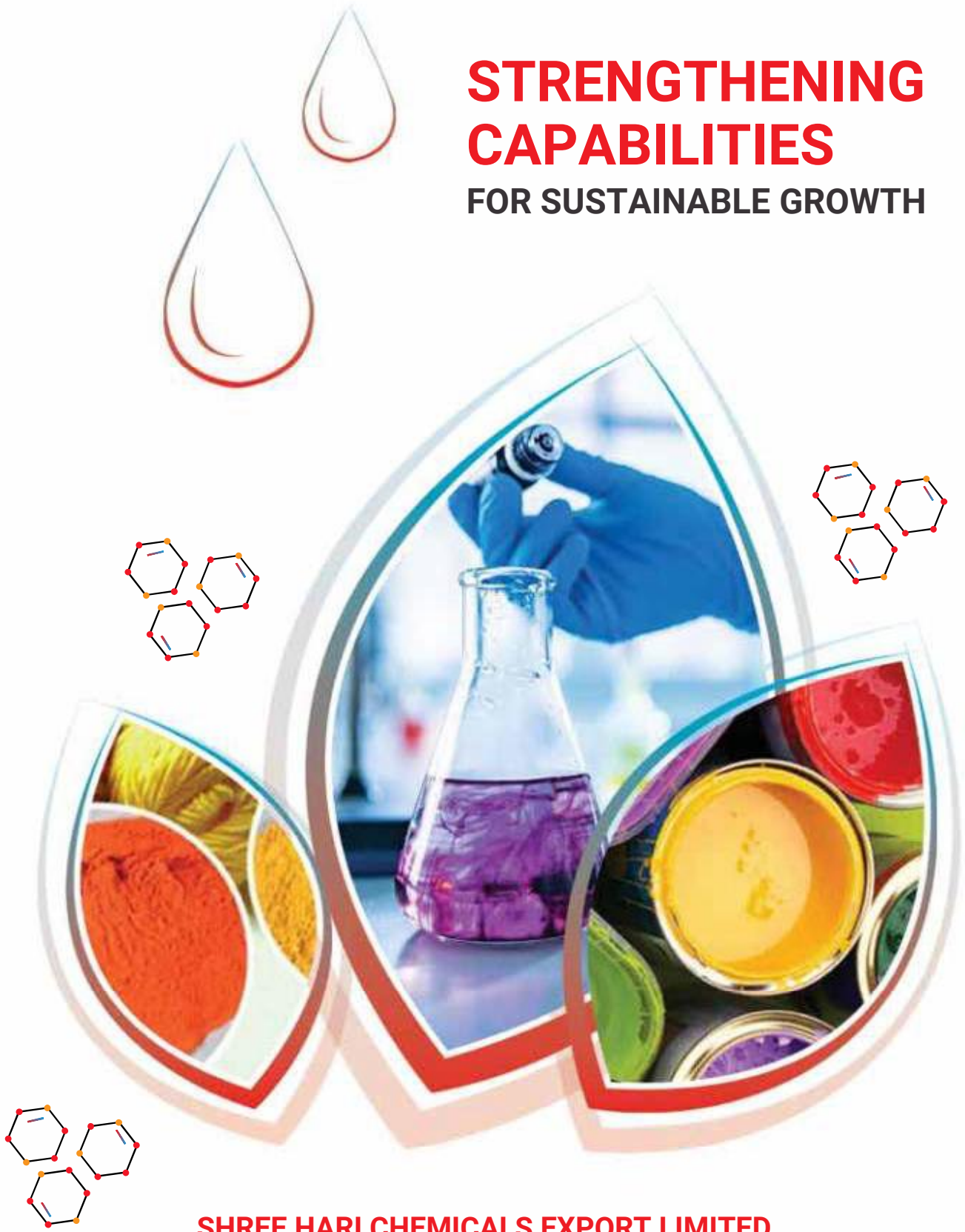


36<sup>TH</sup> ANNUAL REPORT  
**2022-23**



# **STRENGTHENING CAPABILITIES**

**FOR SUSTAINABLE GROWTH**



**SHREE HARI CHEMICALS EXPORT LIMITED**

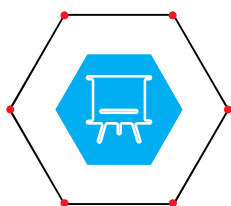
*Manufacturer of Dyes and Dyes Intermediates*

# ACROSS THE PAGES



## Corporate Overview (01-09)

01 Theme Introduction
02 Company Introduction
04 Chairman's Message
05 Strong and Sustainable
07 Product Portfolio
08 Board of Directors
09 Corporate Information



## Statutory Reports (10-58)

10 Notice
31 Board's Report
43 Management Discussion & Analysis
45 Report on Corporate Governance
58 Auditor's Report on Corporate Governance



## Financial Statements (60-101)

60 Independent Auditor's Report
68 Statement of Assets and Liabilities
69 Statement of Profit and Loss
70 Cashflow Statement
71 Statement Of Changes In Equity
73 Notes to Standalone Financial Statements

## INVESTOR INFORMATION

CIN	L99999MH1987PLC044942
BSE Code	524336
AGM Date	Wednesday, September 27, 2023
AGM Mode	Video Conferencing (VC)/Other Audio Visual Means (OAVM)

**DISCLAIMER:** This document contains statements about expected future events and financials of Shree Hari Chemicals Export Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results, and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Annual Report.



Please find our online version at:

<http://www.shreeharichemicals.in/annualreports.aspx>

Simply scan the QR code below to view our Report



# STRENGTHENING CAPABILITIES

## FOR SUSTAINABLE GROWTH

At Shree Hari Chemicals Export Limited ('Shree Hari' or 'SHCEL' or 'the Company'), we believe in constant improvement and upgradation in strengthening our capacities and capabilities to give value-added products and add customised touch in a wide range of applications.

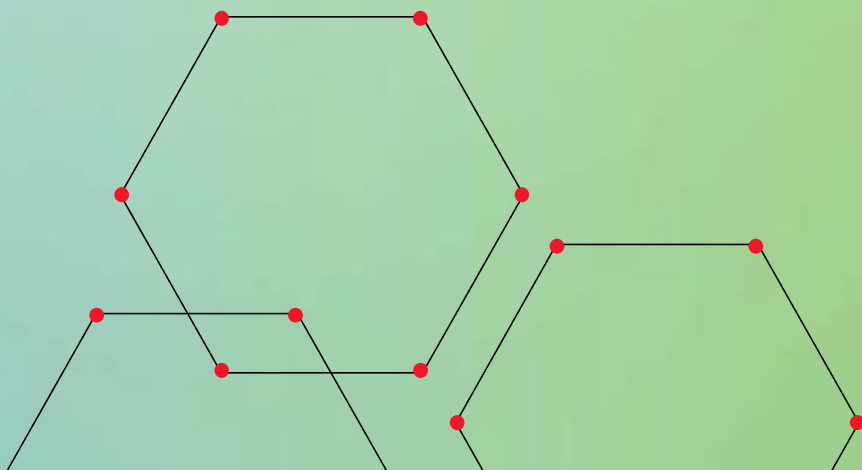
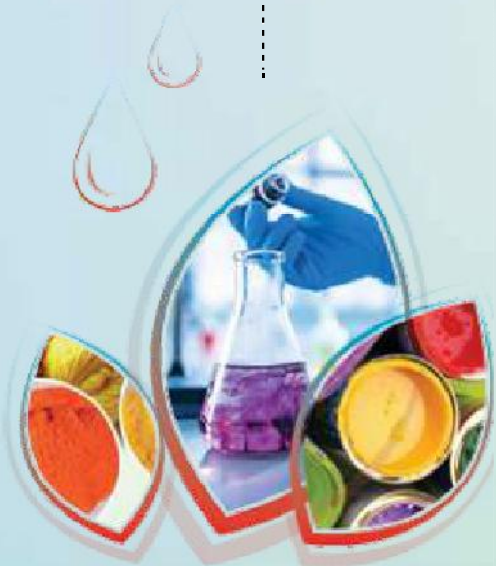
We are consistently expanding the scope of solutions we offer and adapting best practices in doing so.

We endeavour to excel our offerings through continuous R&D and technological advancement.

We strive to bring operational efficiency in our formulations and explore opportunities and applications of our products across industries in our zest to provide the best quality products and maintain customer loyalty.

We devise, deduce, develop and with dedication and determination derive best offerings in dyes intermediate for our customers while always standing strong on maintaining safe and clean ecological biodiversity.

We are strengthening our capabilities for a Sustainable Growth!





# AMONG THE ELITES IN DYES INTERMEDIATE

Shree Hari Chemicals Export Limited is one of the leading manufacturers and exporters of best quality Dyes Intermediate (H-Acid) in India

## WHAT WE DO

Our efforts are cumulatively directed into indigenously manufacturing and exporting and domestically supplying dyes intermediate. Backed by accomplished technological innovation and research we have emerged as a leading manufacturer of finest and best quality dyes intermediate imparting value added and enhanced use to end products. Our products are developed with keen eyesight for maximum customer satisfaction and environment protection. Our products are intermittently used in dyeing process and applied to fibres such as cotton, silk, wool, nylon and acrylic fibres.

## HOW WE DO

After thorough technological research and development, implicit use of knowledge, expertise and experience of qualified professionals, and operational excellence we derive entire formulation process of H-acid which is then manufactured at our ingeniously designed state-of-the-art manufacturing facility at Mahad, Raigad. SHCEL supplies high-grade and value-added dyes intermediate strictly adhering to international best practices. By continuously strengthening our capabilities and support of dedicated and passionate team we are focused on developing excellence in our products and offerings with a strategic customer-centric research and development.

**6**  
WOMEN EMPLOYEE

**6**  
COUNTRIES  
PRODUCTS EXPORTED

**71**  
EMPLOYEES AS ON  
MARCH 2022-23

**B2B**  
BUSINESS MODEL

**LEADING  
MANUFACTURERS  
OF H-ACID IN INDIA**

**WIDE GEOGRAPHICAL  
REACH  
IN INDIA DIRECTLY AND  
THROUGH AGENTS**

**270 TONNES**  
PRODUCTION CAPACITY AT OUR  
STATE-OF-THE-ART MANUFACTURING  
FACILITY AT MAHAD, RAIGAD







## Vision

To become one of the largest manufacturers of Dye Intermediate in the World



## MISSION

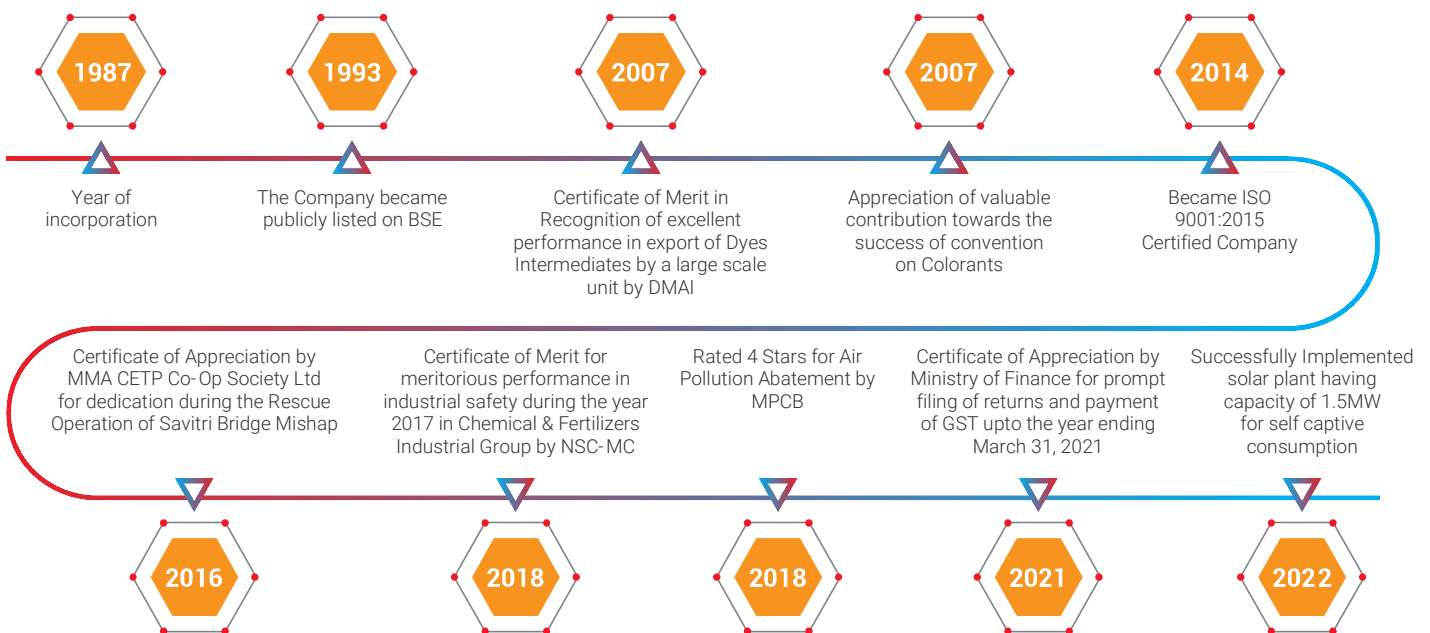
- To ensure sustainable growth
- To enhance shareholders value
- To provide quality and customised products
- To continue to invest in R&D and technology
- To contribute positively to the environment



## VALUE

- S**-Self Integrity
- H**-Hard work
- C**-Customer Satisfaction
- E**- Encourage Employees
- L**- Leadership

## HOW WE STARTED



- OUR EXPERIENCE OF OVER THREE DECADES
- CONTINUOUS IMPROVEMENT IN PRODUCTION CAPACITIES
- IMPECCABLE R&D AND TECHNOLOGICAL ADVANCEMENT
- VALUE ADDED PRODUCTS WITH CUSTOMER FOCUS AND QUALITY

has invariably led the Company in achieving growth and efficiencies of economies of scale, earned unmatched customer loyalty and induced sustainability across the organisation. This has added to the repute of the organisation.





## CHAIRMAN'S MESSAGE



“ **THERE ARE NO SECRETS TO SUCCESS. IT IS THE RESULT OF PREPARATION, HARD WORK AND LEARNING FROM EXPERIENCE** ”

### Dear Shareholders,

On behalf of the Board of Directors of Shree Hari Chemicals Export Limited, I am pleased to present the 36th Annual Report of the Company for the financial year ended 31st March, 2023.

In 2022, amid a slow recovery from the impact of the COVID-19 pandemic, the world economy has continued to be buffeted by multiple, inter-connected crises, such as the tension in US-China relationship, Ukraine-Russia conflict, food and energy crisis, high inflation and interest rate hike etc.

The operating environment throughout the year was characterized by complexity and uncertainty, which had led to the fluctuation in the prices of our raw materials; the low level of production utilisation rates among Chinese manufacturers, and the intensified competition. We firmly believe that sustainability is the critical ingredient of organisational and technological innovations that generate positive impact on both financial performance as well as overall business growth. In-line with this, we are steadily investing to innovate our product portfolio and expand our process expertise to deliver sustainable outcomes.

Your Company is convinced that the creation of value in medium-to-long term, relies on effective integration of business, social and environmental performance. This will create sustained shareholder value and will be critical driver to continued success in the future.

India has the potential to become a major player in the global chemicals industry due to its rapid economic growth, expanding middle-class population and lower labour costs. Looking ahead, we are confident of seizing more opportunities and accelerating our growth trajectory. Our focus remains on maintaining agility to capitalise on changing industry landscape.

I express my sincere gratitude to our stakeholders, including shareholders and investors, for their unwavering support. Our dedicated employees have played a vital role in achieving our objectives and fulfilling our vision, while the guidance of our esteemed Board members has been invaluable. To conclude, I thank everyone for being part of our Company's prosperous journey. We are honoured to be associated with you as we pursue sustainable growth and value creation.

Warm Regards,

**Bankesh Chandra Agrawal**  
Chairman and Managing Director

# STRONG AND SUSTAINABLE

## OUR STRENGTH COMES FROM



INDUSTRY LEADING  
PRODUCTION CAPACITIES.



COMMITMENT TO  
SUSTAINABILITY

### PRODUCTION CAPACITY BUILT-UP

**30 tonnes**

Production  
Capacity at the  
time of inception  
in 1989

**270 tonnes**

Current  
Production  
Capacity

**100%**

**ZERO DISCHARGE OF  
HARMFUL CHEMICALS (ZDHC)**

**SOLAR-GENERATED  
ELECTRICITY  
FOR MAHAD, RAIGAD PLANT**

**3**

**BY-PRODUCTS SOLD  
TO CEMENT INDUSTRY**





# STRENGTHENING STRATEGIES

## EARLY ENTRANTS IN DYES INTERMEDIATE:

We are one of the early organised players of dyes intermediate manufacturing with zero effluent discharge and eco-friendly processes that has made us globally acceptable and renowned and considerably enhanced our market share in the industry.

## DIVERSIFIED CUSTOMER BASE AND LOYALTY:

Our product offerings ensures excellence in use and functionality. Having been in the industry with over 3 decades of experience and expertise has earned reputa and undying customer loyalty. Our products are developed with utmost care to the environment and under best quality process.

## RESEARCH AND DEVELOPMENT AND TECHNOLOGICAL ADVANCEMENT:

Our R&D laboratories are equipped with technologically advanced equipment and is continuously upgraded and strictly adhered to internationally best practices.

## DIVERSIFIED PRODUCT APPLICATION:

Our consistent endeavour towards improvement and an unwavering focus on core competencies will enable us to develop a extensive range of intermediate and reactive dyes for a wide variety of applications.

## STRICT ADHERENCE TO REGULATORY PROTOCOLS:

Our manufacturing processes undergo strict quality and regular checks. Being vigilant towards environment concerns we adopt strict regulatory protocols throughout our value chain. There is zero discharge of harmful effluents and the waste products is disposed without having harmful effect.





## STRENGTHENING PRODUCT PORTFOLIO

Our drive to continuously improve our processes and practices with an urge to develop safe and sustainable products enable us to bring operational efficiency and develop and innovate products with wide applications across industry.

### H-ACID

We are the leading and the largest Indian manufacturer, exporter, importer and supplier of 1-Amino-8-Naphtol-3, 6 Disulfonic Acid, H Acid for use as dyestuffs

### ACID DYES

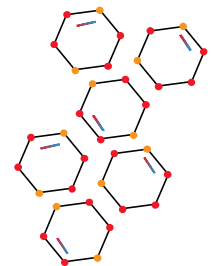
Acid dyes are applied to fibres such as silk, wool, nylon and modified acrylic fibres from neutral to acid dye baths. These are used both commercially and by the studio dyer to dye protein/animal fibres such as wool, silk, mohair, angora, alpaca and some nylons and synthetics.

### DIRECT DYES

Direct dyes are usually applied with the addition of electrolyte at or near the boil in the machines capable of running at atmospheric pressure. But in HTHP dyeing machines it is carried out at temperatures above the boil in case of pure as well as blended yarns

### REACTIVE DYES

Reactive dyes are used for dyeing cellulose, protein and polyamide fibres. Textile materials dyed with reactive dyes have very good wash fastness with rating Reactive dye gives brighter shades and has moderate rubbing fastness.





## BOARD OF DIRECTORS

### Shri Bankesh Chandra Agrawal

Chairman and Managing Director



Shri Bankesh Chandra Agrawal is a promoter director of the Company. He is a Bachelor of Commerce and a qualified Cost and Management Accountant. He has over 46 years of experience in Yarn & Chemical Industry.

### Shri Sarthak Bankesh Agarwal

Executive Whole time Director



Shri Sarthak Agarwal is Bachelor of Commerce and a holder of M.B.A degree. He has over 10 years of experience in the Textile & Chemical Business

### Shri Nihit Agarwal

Executive Whole time Director



Shri Nihit Agarwal is a B.Tech from UDCT, Mumbai. He has over 7 years of experience in the Textile Business.

### Shri Sanjay Kashiprasad Kedia

Whole time Director & CFO



Shri Sanjay Kedia is Bachelor of Commerce and a Member of Institute of Chartered Accountants of India. He has over 24 years of experience in the Chemical Industry.

### Smt. Ekta Sumit Sultania

Independent Director



Smt. Ekta Sultania is Bachelor of Science. She is an Independent Woman Director of the Company since 2015. She has over 12 years of versatile experience in the Business.

### Shri Parag Dilip Agrawal

Independent Director



Shri Parag Agarwal is Bachelor of Engineering and a holder of Bachelor degree of International Gemological Institute. He has over 18 years of experience in the Business.

### Shri Vrijanand Ramprasad Gupta

Independent Director



Shri Vrijanand Gupta holds a Bachelors Degree in Commerce and is a Chartered Accountant. He has over 44 years of experience in various Industries.

### Mr. Shri Ram Gupta

Independent Director



Mr. Shri Ram Gupta is a chartered Accountant by profession and has a rich and varied experience over 41 years in Finance, Banking, Procurement, Direct and indirect Taxation.

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

**Shri Bankesh Chandra Agrawal**  
Chairman & Managing Director

**Shri Sarthak Bankesh Agarwal**  
Whole time Director

**Shri Nihit Agarwal**  
Whole time Director

**Shri Sanjay Kashiprasad Kedia**  
Whole time Director

**Smt. Ekta Sumit Sultania**  
Independent Director

**Shri Parag Dilip Agrawal**  
Independent Director

**Shri Vrijanand Gupta**  
Independent Director

**Mr. Shri Ram Gupta**  
Independent Director

**COMPANY SECRETARY**  
Ms. Urvashi Pandya

## BANKERS

### STATE BANK OF INDIA

Devchand House, Ground Floor,  
Dr. A. B. Road, Worli, Mumbai - 400018.

## AUDITORS

### Kailash Chand Jain & Co.

Chartered Accountants  
"Edena" 1st Floor, 97,  
Maharshi Karve Road,  
Near Income Tax Office,  
Mumbai 400 020.

## REGISTERED OFFICE

A/8, MIDC, Mahad, Dist. Raigad  
Maharashtra 402 309  
CIN: L99999MH1987PLC044942  
Website: [www.shreeharichemicals.in](http://www.shreeharichemicals.in)  
Email: [info@shreeharichemicals.in](mailto:info@shreeharichemicals.in)

## REGISTRAR & TRANSFER AGENTS

M/s. Universal Capital Securities Private Limited  
C-101, 247 Park, 1st Floor, LBS Road,  
Gandhi Nagar, Vikhroli (West),  
Mumbai - 400083  
CIN: U74200MH1991PTC062536  
Tel: 28257641/ 28366620 | Fax: 28207207  
Website: <http://www.unisec.in>  
Email : [info@unisec.in](mailto:info@unisec.in)

## CORPORATE OFFICE

401/402, A Wing Oberoi Chambers,  
OPP. SAB TV, New Link Road,  
Andheri (West)  
Mumbai-400053  
Tel. : 022 - 49634834  
Website: [www.shreeharichemicals.in](http://www.shreeharichemicals.in)  
Email : [info@shreeharichemicals.in](mailto:info@shreeharichemicals.in)

**SHREE HARI CHEMICALS EXPORT LIMITED**

Corporate Identification No. (CIN) - L99999MH1987PLC044942  
Registered Office: A/8, MIDC, Mahad, Dist. Raigad- 402309, Maharashtra  
Tel: 022-49634834 E-mail: info@shreeharichemicals.in  
Website: www.shreeharichemicals.in

**NOTICE**

Notice is hereby given that the **THIRTY SIXTH** Annual General Meeting of the members of **SHREE HARI CHEMICALS EXPORT LIMITED** will be held on Wednesday, September 27, 2023 at 11.30 a.m. through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") 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 31, 2023, together with the Reports of the Board of Directors and the Auditor's thereon.
2. To appoint a Director in place of Shri Nihit Agarwal (DIN: 07586882) who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder and SEBI (Listing Obligations and Disclosures Requirement)(Amendment) Regulations, 2018 notified by SEBI by way of Notification No. SEBI/ LAD-NRO/GN/ 2018/ 10 dated May 9, 2018, (including any statutory modification (s) or re-enactment (s) thereof for the time being in force) and subject to other consents required, if any, approval of the Company be and is hereby accorded to the re-appointment of Shri Bankesh Chandra Agrawal (DIN: 00121080) as the Chairman & Managing Director of the Company and payment of remuneration to him for a period of 3 (three) years with effect from November 11, 2023 to November 10, 2026 on the terms and conditions as approved by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the Notice convening this Meeting with liberty to the Board of Directors/Nomination and Remuneration Committee to alter and vary the terms and conditions of Chairman & Managing Director and/or remuneration as it may deem fit and as may be acceptable to Shri Bankesh Chandra Agrawal.

**RESOLVED FURTHER THAT** in the event of any statutory amendment or relaxation by the Central Government to Schedule V of the Companies Act, 2013 or any amendment in the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 from time to time, the Board/Nomination and Remuneration Committee 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.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally 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."

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder and SEBI (Listing Obligations and Disclosures Requirement)(Amendment) Regulations, 2018 notified by SEBI by way of Notification No. SEBI/ LAD-NRO/GN/ 2018/ 10 dated May 9, 2018, (including any statutory modification (s) or re-enactment (s) thereof for the time being in force) and subject to other consents required, if any, approval of the Company be and is hereby accorded to the re-appointment of Shri Sarthak Agarwal (DIN: 03613314) as Whole time Director of the Company and payment of remuneration to him for a period of 3 (three) years with



effect from November 11, 2023 to November 10, 2026 on the terms and conditions as approved by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the Notice convening this Meeting with liberty to the Board of Directors/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment and/ or remuneration as it may deem fit and as may be acceptable to Shri Sarthak Agarwal.

**RESOLVED FURTHER THAT** in the event of any statutory amendment or relaxation by the Central Government to Schedule V of the Companies Act, 2013 or any amendment in the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 from time to time, the Board/Nomination and Remuneration Committee 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.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally 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.”

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder and SEBI (Listing Obligations and Disclosures Requirement)(Amendment) Regulations, 2018 notified by SEBI by way of Notification No. SEBI/ LAD-NRO/GN/ 2018/ 10 dated May 9, 2018, (including any statutory modification (s) or re-enactment (s) thereof for the time being in force) and subject to other consents required, if any, approval of the Company be and is hereby accorded to the re-appointment of Shri Nihit Agarwal (DIN: 07586882) as Whole time Director of the Company and payment of remuneration to him for a period of 3 (three) years with effect from November 11, 2023 to November 10, 2026 on the terms and conditions as approved by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the Notice convening this Meeting with liberty to the Board of Directors/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment and/ or remuneration as it may deem fit and as may be acceptable to Shri Nihit Agarwal.

**RESOLVED FURTHER THAT** in the event of any statutory amendment or relaxation by the Central Government to Schedule V of the Companies Act, 2013 or any amendment in the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 from time to time, the Board/Nomination and Remuneration Committee 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.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally 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.”

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

**“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 payment of remuneration of Rs. 25,000/- per annum plus applicable taxes and reimbursement of travelling and out of pocket expenses payable to M/s. V.B. Modi & Associates, Cost Accountants, (ICWA Registration No. 004861) who have been appointed as Cost Auditors to conduct the audit of the cost records for the financial year 2023-24.”

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

**“RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing



Regulations'), the applicable provisions of the Companies Act, 2013 ('Act'), if any, read with relevant rules, if any, the approval of the Members be and is hereby accorded to the Company, to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Shubhalakshmi Polyesters Limited ('SPL') who is a related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and SPL for the purchase and sale of goods, rendering and receipt of services and other business related transactions to be entered into for the financial year 2023-2024 and upto the next Annual General Meeting of the Company to be held in the financial year 2024, for an aggregate value upto Rs. 50 Crore (Rupees Fifty Crore), provided that such contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**NOTES:**

1. Ministry of Corporate Affairs ('MCA') has vide its General Circular dated May 5, 2020 read with General Circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility or Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 ('SEBI Circulars') has also granted certain relaxations. 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 and SEBI Circulars, the AGM of the Company is being held through VC/OAVM on Wednesday, September 27, 2023 at 11.30 a.m.
2. Pursuant to section 105 of the Companies Act, 2013 ("the Act"), a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since, this AGM 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. The Statement setting out material facts pursuant to section 102 of the Companies Act, 2013, which sets out details relating to item no. 3 to 7 of the Notice, and Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings in respect of directors seeking appointment/ reappointment under item no 2 to 5.

6. In compliance with the aforementioned MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 36th AGM has been uploaded on the website of the Company at [www.shreeharichemicals.in](http://www.shreeharichemicals.in) and may also be accessed on the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://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.:
- to their Depository Participants (DPs) in respect of their electronic share accounts, and
  - to the Company's Registrar & Share Transfer Agent, 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. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the Company had stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation.
- Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only, while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of the Company. It may be noted that any service request can be processed only after the folio is KYC compliant.
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). Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
12. During the 36th AGM, Members may access the electronic copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, on the website of the Company at [www.shreeharichemicals.in](http://www.shreeharichemicals.in).
13. Pursuant to the provisions of the 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 Investor 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.



14. Pursuant to the provision of Section 124(6) of the Act, read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“the IEPF Rules”) and amendments thereto, shares on which dividend has been unpaid/unclaimed for seven consecutive years or more shall be transferred to the demat account of the IEPF Authority except for shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority restraining any transfer of the shares.

The Members/claimants whose shares, unclaimed dividend, etc. have been transferred to the Fund may claim the shares by making an application to IEPF Authority in Form IEPF-5 (available on [iepf.gov.in](http://iepf.gov.in)) along with requisite fee as decided by the Authority from time to time.

15. SEBI vide circular dated November 03, 2021 and SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD 1/P/CIR/2023/37 dated March 16, 2023 has mandated the listed companies to have PAN, KYC, bank details and Nomination of all shareholders holding shares in physical form. Folios wherein any one of the cited details / documents are not available with us, on or after October 01, 2023, shall be frozen as per the aforesaid SEBI circular.

The investor service requests forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and the said SEBI circulars are available on the website [www.shreeharichemicals.in](http://www.shreeharichemicals.in).

In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest.

The Company has sent a letter to the shareholders holding shares in physical form in relation to the aforesaid SEBI Circular. In respect of shareholders who hold shares in the dematerialized form and wish to update their PAN, KYC, Bank Details and Nomination are requested to contact their respective Depository Participants.

16. Since the AGM will be held through VC / OAVM, the Route Map is not required to be annexed in this Notice.

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

- i. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. 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.
- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further Members will be required to allow Camera and 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 Laptop 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. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [info@shreeharichemicals.in](mailto:info@shreeharichemicals.in). The same will be replied by the company suitably.



- vi. 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](mailto:info@shreeharichemicals.in) from Wednesday, September 20, 2023 (9.00 a.m. IST) to Saturday, September 23, 2023 (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 AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- vii. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the 36th AGM through VC/OAVM facility.
- viii. Members who need assistance before or during the AGM, can contact NSDL on toll free no. 1800 1020 990 and 1800 22 44 30 or contact Mr. Abhijeet Gunjal on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### 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 (SS-2) 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 36th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

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

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

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


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

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

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

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



	<ol style="list-style-type: none"><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li></ol> <div data-bbox="794 745 1171 969" style="text-align: center;"><p>NSDL Mobile App is available on</p></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li><li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li></ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) by email to M/s. Universal Capital Securities Pvt. Ltd., Registrar and Share Transfer Agent (R & T Agent) at [info@uniseq.in](mailto:info@uniseq.in) or Company at [info@shreeharichemicals.in](mailto:info@shreeharichemicals.in)



2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**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](mailto:cs@parikhassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or to Mr. Abhijeet Gunjal send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - I. 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.
  - II. 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).
  - III. The e-voting period commences on Sunday, September 24, 2023 at 9.00 a.m. (IST) and ends on Tuesday, September 26, 2023 at 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 of Wednesday, September 20, 2023 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.



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 Wednesday, September 20, 2023. 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](mailto: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](http://www.evoting.nsdl.com).

V. Members will be provided with the facility for voting through electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, 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 AGM.

VI. The Members who have cast their votes through remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their votes again on such resolutions.

VII. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

VIII. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

IX. Smt. Shalini Bhat (FCS No.: 6484) or failing her Shri Mohmmad 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.

X. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, unblock the votes cast through remote e-voting prior to the AGM and e-voting during the AGM 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.

XI. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website, [www.shreeharichemicals.in](http://www.shreeharichemicals.in) and on the website of NSDL [www.evoting.nsdl.com](http://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 AGRAWAL**  
**Chairman & Managing Director**  
**DIN: 00121080**

**Registered Office:**

A/8, M.I.D.C. Industrial Area,  
Mahad, Dist. Raigad (Maharashtra)  
**CIN:** L99999MH1987PLC044942  
**Tel:** 022-49634834  
**E-mail:** [info@shreeharichemicals.in](mailto:info@shreeharichemicals.in)  
**Website:** [www.shreeharichemicals.in](http://www.shreeharichemicals.in)

Date: August 14, 2023

**ANNEXURE TO NOTICE****THE STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE INFORMATION REQUIRED AS PER REGULATIONS 36(3) & 36(5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETING.****Item No. 2**

Shri Sarthak Agarwal (DIN: 03613314) 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.

His brief resume, the nature of his expertise in specific functional areas, names of companies in which he holds Directorship, Committee Memberships / Chairmanships, his shareholding etc., are separately annexed hereto.

The Board recommends the approval by the members for re-appointment of Director.

Shri Sarthak Agarwal is interested in the said resolution as it relates to his own appointment.

Shri Bankesh Chandra Agrawal, Chairman and Managing Director of the Company being relative is interested in the said resolution. None of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the Resolution at item No. 2 of the Notice.

**Item No. 3**

The Board of Directors of the Company (the "Board") at its Meeting held on May 25, 2023 approved the re-appointment of Shri Bankesh Chandra Agrawal (DIN: 00121080) as the Chairman & Managing Director of the Company for a period of three years with effect from November 11, 2023 to November 10, 2026, on the recommendations of the Nomination and Remuneration Committee.

Pursuant to Section 196 of the Act, appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person. Shri Bankesh Chandra Agrawal has attained the age of 72 years and considering his qualification, experience and industry expertise, his re-appointment as Chairman & Managing Director will be in the interest of the Company.

The re-appointment of Shri Bankesh Chandra Agrawal and the remuneration payable to him on his re-appointment is required to be approved by a Special Resolution by the members of the Company. The terms of the remuneration are as follows:

- a) Consolidated remuneration upto Rs. 11,00,000 /- (Rupees Eleven Lakhs) per month.
- 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 Sections 197 of the Companies Act, 2013.
- c) The Chairman & 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. He shall be entitled to encash leave at the end of his tenure as Chairman & Managing Director
  - iv. Provision for Car and Telephone at the residence of the Whole time Director and Mobile Phones for the purpose of business of the Company shall not be treated as perquisites.



- d) The Chairman & Managing Director shall not be liable to retire by rotation.

The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) (Amendment) Regulation, 2018 to be made effective from April 1, 2019 issued by SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018 requires the listed entities to avail approval of shareholders by way of Special Resolution for payment of annual remuneration to Promoter Executive Director which exceeds Rs. 5 crores or 2.5 per cent of the net profits of the listed entity, whichever is higher; or where there is more than one such Director, the aggregate annual remuneration to such Directors exceeds 5 per cent of the net profits of the listed entity.

Accordingly, the necessary special resolution for appointment of Shri Bankesh Chandra Agrawal as Chairman & Managing Director and payment of remuneration to him is set out at Item No. 3 of the Notice.

A Statement showing the additional information required to be given along with a Notice calling General Meeting as required under Section II of Part II of the Schedule V to the Companies Act, 2013 is annexed.

His brief resume, the nature of his expertise in specific functional areas, names of companies in which he holds Directorship, Committee Memberships / Chairmanships, his shareholding etc., are separately annexed hereto.

Shri Bankesh Chandra Agrawal is concerned or interested in the said resolution as it relates to his own re-appointment. Shri Sarthak Agarwal and Shri Nihit Agarwal, Whole Time Directors of the Company being related are interested in the said resolution. None of the other Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in the Resolution at Item No. 3 of the Notice.

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

The Board of Directors of the Company (the "Board") at its Meeting held on May 25, 2023 approved the re-appointment of Shri Sarthak Agarwal as Whole time Director of the Company for a period of three years with effect from November 11, 2023 to November 10, 2026, on the recommendations of the Nomination and Remuneration Committee.

The re-appointment of Shri Sarthak Agarwal and the remuneration payable to him on his re-appointment is also subject to the approval of the Members of the Company. The terms of the remuneration are as follows:

- a) Consolidated remuneration upto Rs. 10,00,000 /- (Rupees Ten Lakhs) per month.
- 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 Sections 197 of the Companies Act, 2013.
- c) The Whole time 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. He shall be entitled to encash leave at the end of his tenure as Whole time Director.
  - iv. Provision for Car and Telephone at the residence of the Whole time Director and Mobile Phones for the purpose of business of the Company shall not be treated as perquisites.
- d) The Whole time Director shall be liable to retire by rotation.

The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) (Amendment) Regulation, 2018 to be made effective from April 1, 2019 issued by SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018 requires the listed entities to avail approval of shareholders by way of Special Resolution for payment of annual remuneration to Promoter Executive Director which exceeds Rs. 5 crores or 2.5 per cent of the net profits of the listed entity, whichever is higher; or where there is more than one such Director, the aggregate annual remuneration to such Directors exceeds 5 per cent of the net profits of the listed entity.

Accordingly, the necessary special resolution for appointment of Shri Sarthak Agarwal as Whole- Time Director and payment of remuneration to him is set out at Item No. 4 of the Notice.

A Statement showing the additional information required to be given along with a Notice calling General Meeting as required under Section II of Part II of the Schedule V to the Companies Act, 2013 is annexed.

His brief resume, the nature of his expertise in specific functional areas, names of companies in which he holds Directorship, Committee Memberships / Chairmanships, his shareholding etc., are separately annexed hereto.

Shri Sarthak Agarwal is concerned or interested in the said resolution as it relates to his own re-appointment. Shri Bankesh Chandra Agrawal, Chairman & Managing Director and Shri Nihit Agarwal, Whole Time Director of the Company being related are interested in the said resolution. None of the other Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in the Resolution at Item No. 4 of the Notice.

#### **Item No. 5**

The Board of Directors of the Company (the "Board") at its Meeting held on May 25, 2023 approved the re-appointment of Shri Nihit Agarwal as Whole time Director of the Company for a period of three years with effect from November 11, 2023 to November 10, 2026, on the recommendations of the Nomination and Remuneration Committee.

The re-appointment of Shri Nihit Agarwal and the remuneration payable to him on his re-appointment is also subject to the approval of the Members of the Company. The terms of the remuneration are as follows:

- a) Consolidated remuneration upto Rs. 10,00,000 /- (Rupees Ten Lakhs) per month.
- 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 Sections 197 of the Companies Act, 2013.
- c) The Whole time 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. He shall be entitled to encash leave at the end of his tenure as Whole time Director.
  - iv. Provision for Car and Telephone at the residence of the Whole time Director and Mobile Phones for the purpose of business of the Company shall not be treated as perquisites.





d) The Whole time Director shall be liable to retire by rotation.

The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) (Amendment) Regulation, 2018 to be made effective from April 1, 2019 issued by SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018 requires the listed entities to avail approval of shareholders by way of Special Resolution for payment of annual remuneration to Promoter Executive Director which exceeds Rs. 5 crores or 2.5 per cent of the net profits of the listed entity, whichever is higher; or where there is more than one such Director, the aggregate annual remuneration to such Directors exceeds 5 per cent of the net profits of the listed entity.

Accordingly, the necessary special resolution for appointment of Shri Nihit Agarwal as Whole- Time Director and payment of remuneration to him is set out at Item No. 5 of the Notice.

A Statement showing the additional information required to be given along with a Notice calling General Meeting as required under Section II of Part II of the Schedule V to the Companies Act, 2013 is annexed.

His brief resume, the nature of his expertise in specific functional areas, names of companies in which he holds Directorship, Committee Memberships / Chairmanships, his shareholding etc., are separately annexed hereto.

Shri Nihit Agarwal is concerned or interested in the said resolution as it relates to his own re-appointment. Shri Bankesh Chandra Agrawal, Chairman & Managing Director and Shri Sarthak Agarwal, Whole Time Director of the Company being related are interested in the said resolution. None of the other Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in the Resolution at Item No.5 of the Notice.

#### **Item No. 6**

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. V.B. Modi & Associates, Cost Accountants (Firm Registration No. 004861) to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2024. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors.

The Board recommends the Ordinary Resolution set out at Item No. 6 for the approval of Members.

None of the Directors or Key Managerial Personnel or their relatives, is concerned or interested, in any way, in this Resolution.

#### **Item No. 7**

##### **Background, details and benefits of the transaction**

The Company is manufacturer of Dye intermediates (H-Acid), which is mainly used for manufacturing of dyes and such dyes are further used in dyeing process of fibers such as cotton, silk, wool, nylon and acrylic. Shubhalakshmi Polyesters Limited ('SPL') carries out businesses of manufacturing of textiles, yarn and other aligned verticals and is a related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.

It is envisaged that there can be various transactions including purchase and sale of goods, availing of services and other business transactions which would ensure revenue and cost synergies. These transactions will not only help smoothen business operations for all the companies, but also ensure consistent flow of desired quality and quantity of material without interruptions and also lead to stronger market position and other financial benefits.

As per the provisions of section 177 of the Companies Act, 2013 read with rules made thereunder and Regulation 23 of SEBI Listing Regulations, transactions with related parties require prior approval of Audit committee.

Further, in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds Rs. 1,000 crore or 10% of annual consolidated turnover of the company as per the last audited financial statements of the company, whichever is lower, and shall require prior approval of shareholders by means of an Ordinary Resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

The Management has provided the Audit Committee with the details of the proposed transactions including material terms. The Audit Committee, after reviewing all necessary information, has granted approval for entering into transactions/ contracts/ arrangement/s with SPL. The Committee has also noted that the said transaction will be on an arms' length basis and in the ordinary course of business of the Company.

**Disclosure and other obligations of listed entities in relation to Related Party Transactions ("RPT") as required under SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are as follows:**

1.	A summary of the information provided by the management of the listed entity to the audit committee	
a.	Type, material terms and particulars of the proposed transaction	Transactions for Purchase and sale of goods, rendering and receipt of services and other business transactions at arm's length and ordinary course of business.
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Shubhlaxmi Dyetex Private Limited is a part of promoter group as per Regulation 2(pp) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. SPL is a subsidiary of Shubhlaxmi Dyetex Private Limited and hence related parties.  Shri Bankesh Chandra Agrawal, Chairman & Managing Director of the Company together with relatives holds 5.36% of shareholding of SPL.
c.	Tenure of the proposed transaction (particular tenure shall be specified);	F.Y. 2023-2024 and upto the AGM of the Company to be held in the financial year 2024
d.	Value of Transaction	Aggregate value upto Rs. 50 Crore (Rupees Fifty Crore)
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction;	49.02 % of the Turnover



2.	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary</p> <p>i. details of the source of funds in connection with the proposed transaction</p> <p>ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments</p> <ul style="list-style-type: none"><li>• nature of indebtedness;</li><li>• cost of funds; and</li><li>• tenure</li></ul> <p>iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	Not Applicable
3.	Justification as to why the RPT is in the interest of the listed entity	Please refer to the 'Background details and benefits of the transactions' above.
4.	A copy of the valuation or other external party report, if any such report has been relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	N.A.
5.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 7.

Shri Bankesh Chandra Agrawal, Chairman & Managing Director, Shri Sarthak Agarwal and Shri Nihit Agarwal, Whole Time Directors of the Company being related are interested in the said resolution. None of the other Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in the Resolution at Item No. 7 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of Item No. 7 of this Notice to the Shareholders for approval.

**ADDITIONAL INFORMATION AS REQUIRED UNDER SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013****I. GENERAL INFORMATION**

(1)	Nature of Industry	Chemical Industry
(2)	Date or expected date of commencement of commercial production	The Company has been in business Since 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

(Rs. In Lakhs)

(4) Financial Performance	2020-21	2021-22	2022-23
Turnover	5615.97	7644.50	10257.50
Net profit / (Loss) before Tax	123.14	106.40	- 2644.91
Net profit/ (Loss) after tax	84.49	67.78	-1980.22
Amount of Dividend paid	-	-	-
Rate of Dividend declared	-	-	-
Earnings before interest, depreciation & taxes	282.80	387.54	-1583.09
% of EBIDTA to turnover	5.03	5.07	- 15.43
Export performance and net foreign exchange collaborations	-	-	-
(5) Foreign investments or collaborators, if any.	NIL		

**II. INFORMATION ABOUT THE APPOINTEE**

	SHRI BANKESH CHANDRA AGRAWAL	SHRI SARTHAK AGARWAL	SHRI NIHIT AGARWAL
(1) Background details	<b>Designation:</b> Chairman & Managing Director <b>Father's name:</b> Shri Babulal Agarwal <b>Nationality:</b> Indian <b>Date of Birth:</b> 29.10.1951 <b>Qualifications :</b> B.Com, AICWA <b>Experience:</b> Over 46 years in Yarn & Chemical Industry.	<b>Designation:</b> Whole time Director <b>Father's name:</b> Shri Bankesh Chandra Agrawal <b>Nationality:</b> Indian <b>Date of Birth:</b> 11.12.1991 <b>Qualifications:</b> B.Com, MBA. <b>Experience:</b> Over 10 years of experience in Textile & Chemical Industry.	<b>Designation:</b> Whole time Director <b>Father's name:</b> Shri Ajay Agarwal <b>Nationality:</b> Indian <b>Date of Birth:</b> 21.08.1993 <b>Qualifications:</b> B. Tech <b>Experience:</b> Over 7 years of experience in Textile & Chemical Industry.



2) Past remuneration	Rs. 98.40 lakhs for the financial year 2022-23	Rs. 60 lakhs for the financial year 2022-23	Rs. 84 lakhs for the financial year 2022-23
(3) Recognition or awards	None	None	None
(4) Job profile and his suitability	The Chairman & Managing Director shall be responsible for day to day over all affairs of the Company.	The Whole-Time Director shall be responsible for Management of Marketing activities.	The Whole-Time Director shall be responsible for Management of Plants and R & D activities.
	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.	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.	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.
(5) Remuneration proposed	Upto Rs. 11,00,000 per month including all other perquisites.	Upto Rs. 10,00,000 per month including all other perquisites.	Upto Rs. 10,00,000 per month including all 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 etc. the remuneration proposed to be paid to is very low.	Compared to the remuneration with respect to the industry, size of the Company etc. the remuneration proposed to be paid to is very low.	Compared to the remuneration with respect to the industry, size of the Company etc. the remuneration proposed to be paid to is very low.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	The Chairman & Managing Director has no other pecuniary relationship with the Company or with the managerial personnel except the remuneration being paid to him as Whole time Director of the Company.	The Whole time Director has no other pecuniary relationship with the Company or with the managerial personnel except the remuneration being paid to him as Whole time Director of the Company.	The Whole time Director has no other pecuniary relationship with the Company or with the managerial personnel except the remuneration being paid to him as Whole time Director of the Company.
	There is no relationship between Directors inter-se and the KMPs except Shri Bankesh Chandra Agrawal, Chairman & Managing Director, Shri Sarthak Agarwal, Whole Time Director Shri Nihit Agarwal, Whole Time Director are related.	There is no relationship between Directors inter-se and the KMPs except Shri Bankesh Chandra Agrawal, Chairman & Managing Director, Shri Sarthak Agarwal, Whole Time Director Shri Nihit Agarwal, Whole Time Director are related.	There is no relationship between Directors inter-se and the KMPs except Shri Bankesh Chandra Agrawal, Chairman & Managing Director, Shri Sarthak Agarwal, Whole Time Director Shri Nihit Agarwal, Whole Time Director are related.



**III. OTHER INFORMATION**

(1) Reasons of loss or inadequate profits	Market Conditions
(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.	With the curtailment in expenses and increase in the turnover the Company expects to make profit to the tune of approximately Rs. 3.23 Crores.

Services of the Whole time Director may be terminated by either party, giving the other party three months' notice or the Company paying three months' salary in lieu thereof. There is no separate provision for payment of severance fees.

**IV. DISCLOSURES**

Details such as remuneration, service contract, notice period etc. of the Directors have been disclosed in the Corporate Governance Report. The Company has not granted any stock options to its Directors.

**By the Order of the Board**

**BANKESH CHANDRA AGRAWAL**  
Chairman & Managing Director  
DIN: 00121080

**Registered Office:**

A/8, M.I.D.C. Industrial Area,  
Mahad, Dist. Raigad (Maharashtra)  
**CIN:** L99999MH1987PLC044942  
**Tel:** 022-49634834  
**E-mail:** info@shreeharichemicals.in  
**Website:** www.shreeharichemicals.in

Date: August 14, 2023



**INFORMATION AS REQUIRED UNDER REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

Particulars	Shri Bankesh Chandra Agrawal	Shri Sarthak Agarwal	Shri Nihit Agarwal
Age	71 years	31 Years	30 Years
Date of Appointment	09.10.1987	29.10.2020	29.10.2020
Qualification	B.Com, AICWA	B.Com, MBA	B. Tech
Expertise/Experience in specific functional area	Over 46 years in Yarn & Chemical Industry.	Over 10 years of experience in Textile & Chemical Industry	Over 7 years of experience in Textile & Chemical Industry
Directorships in other companies (including those listed entities from which the person has resigned in the past three years)	1. Shree Hari Finvest Limited 2. Shubhlaxmi Dyetex Private Limited 3. Ompareek Investment Company Limited	1. Raviqu Infrastructure Private Limited 2. Shree Hari Finvest Ltd 3. Ompareek Investment Company Limited 4. ABR Entrepreneur Services Private Limited	1. Raviqu Infrastructure Private Limited 2. Shree Hari Finvest Ltd 3. Ompareek Investment Company Limited 4. ABR Entrepreneur Services Private Limited 5. New Era Cleantech Solution Private Limited 6. Asian Diamond Tech Private Limited 7. Rise & Implied E-Commerce Ventures Private Limited
Memberships of Committees in companies (Includes only Audit & Stakeholders Relationship Committee) (including those listed entities from which the person has resigned in the past three years)	None	None	None
No. of shares held in the Company	61,200 Equity Shares	3000 Equity Shares	3000 Equity Shares
Relationship between Directors inter-se and the KMPs	There is no relationship between Directors inter-se and the KMPs except Shri Bankesh Chandra Agrawal, Shri Sarthak Agarwal, Whole Time Director and Shri Nihit Agarwal, Whole Time Director are related.	There is no relationship between Directors inter-se and the KMPs except Shri Bankesh Chandra Agrawal, Shri Sarthak Agarwal, Whole Time Director and Shri Nihit Agarwal, Whole Time Director are related.	There is no relationship between Directors inter-se and the KMPs except Shri Bankesh Chandra Agrawal, Shri Sarthak Agarwal, Whole Time Director and Shri Nihit Agarwal, Whole Time Director are related.
Number of Board meetings attended during 2022-23	4	4	4
Last Remuneration Drawn	Rs. 98.40 lakhs for the financial year 2022-23	Rs. 60 lakhs for the financial year 2022-23	Rs. 84 lakhs for the financial year 2022-23
In case of independent director, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	NA	NA

## BOARD'S REPORT

To  
The Members,

### SHREE HARI CHEMICALS EXPORT LIMITED

The Directors have pleasure in presenting the Thirty-Sixth Annual Report together with the Audited Financial Statements of the Company for the financial year ended on March 31, 2023.

### FINANCIAL RESULTS:

The summary of financial performance of the Company for the year under review is given below:

(Rs. in Lakhs)

Particulars	2022-2023	2021-2022
Revenue from Operations	10257.50	7644.50
Other Income	95.04	363.61
<b>Profit/ (Loss) Before Depreciation &amp; Tax</b>	<b>-2432.43</b>	<b>247.27</b>
Less: Depreciation	212.48	140.87
Profit/(Loss) Before Tax	-2644.91	106.40
Less: Provision for Taxation		
Current Tax	-	-
Deferred Tax	-664.70	38.62
Short/Excess provision of Income Tax	-	-
<b>Profit/(Loss) After Tax</b>	<b>-1980.21</b>	<b>67.78</b>
Other Comprehensive Income	19.27	2.20
<b>Total Comprehensive Income for the Year</b>	<b>-1960.94</b>	<b>69.99</b>

### OPERATIONS/ STATE OF COMPANY'S AFFAIRS

During the year under review, sales were Rs. 10257.50 Lakhs as against Rs. 7644.50 Lakhs during the corresponding previous year resulting in a loss of Rs. 1960.94 Lakhs as against profit of Rs. 69.99 Lakhs for the previous year.

### TRANSFER TO GENERAL RESERVES

There was no transfer of amount to General Reserve.

### DIVIDEND

Your directors do not recommend any dividend on the equity shares of the Company for the financial year 2022-23.

### 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 31st March, 2023 and the date of the report.



## **NUMBER OF MEETINGS OF BOARD OF DIRECTORS**

4 (Four) meetings of the Board of Directors were held during the year. Details of the Meetings of the board are referred in the Corporate Governance Report, which forms part of this report.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

### **Appointment and Cessation:**

Shri Nihit Agarwal (DIN: 07586882), Director of the Company, retires at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

Shri Bankesh Chandra Agrawal (DIN: 00121080) was re-appointed as Chairman & Managing Director of the Company for a period of three years with effect from November 11, 2023 to November 10, 2026 at the meeting of the Board of Directors of the Company held on May 25, 2023 subject to the approval of members. The resolution seeking approval of the members for his re-appointment and remuneration has been incorporated in the notice of the ensuing AGM.

Shri Sarthak Agarwal (DIN: 03613314) and Shri Nihit Agarwal (DIN: 07586882), were re-appointed as Whole time Directors of the Company for a period of three years with effect from November 11, 2023 to November 10, 2026 at the meeting of the Board of Directors of the Company held on May 25, 2023 subject to the approval of members. The resolutions seeking approval of the members for their re-appointment and remuneration has been incorporated in the notice of the ensuing AGM.

None of the Directors of the Company resigned during the financial year 2022-23.

### **Key Managerial Personnel ('KMP'):**

In terms of the provisions of Sections 2(51) and 203 of the Act, the following are the KMPs of the Company:

Shri Bankesh Chandra Agrawal, Chairman & Managing Director

Shri Sarthak Agarwal, Whole Time Director

Shri Nihit Agarwal, Whole Time Director

Shri Sanjay Kedia, Whole Time Director & CFO

Ms. Urvashi Pandya, Company Secretary & Compliance Officer

## **DECLARATIONS FROM INDEPENDENT DIRECTORS**

Pursuant to the provisions of Section 149 of the Act, the independent directors have submitted declarations that each of them meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 ("the Act") along with Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). There has been no change in the circumstances affecting their status as independent directors of the Company.

In terms of Regulation 25(8) of SEBI Listing Regulations, independent directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

In the opinion of the Board, the independent directors possess appropriate balance of skills, experience and knowledge, as required.

## **AUDIT COMMITTEE**

The details pertaining to composition of audit committee are included in the Corporate Governance Report, which forms part of this report.

## VIGIL MECHANISM

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) Mechanism formulated by the Company provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Managing Director/ Chairman of the Audit Committee in exceptional cases. The policy is placed on website of the Company weblink: <http://www.shreeharichemicals.in/policies.aspx>

## 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 are placed on the website of the Company. The web link is <http://www.shreeharichemicals.in/policies.aspx>. There has been no change in the policies since the last fiscal year. We affirm that the remuneration paid to the directors is as per the terms laid out in the remuneration policy of the Company.

## 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 and statutory 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 2021-22.

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 subsidiaries/ joint ventures/ associates.

## ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) and Section 92 of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 Annual Return of the Company as at 31st March, 2023 is uploaded on the website of the Company at <http://www.shreeharichemicals.in/annualreturn.aspx>





## STATUTORY AUDITORS

As per the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, /s. Kailash Chand Jain & Co., Chartered Accountants, Mumbai, (FRN No. 112318W) were appointed as Statutory Auditors of the Company for a period of five years from the conclusion of the Thirty-Fifth AGM till the conclusion of the Fortieth AGM to be held in 2027.

The Statutory Auditors have confirmed that they are not disqualified to act as Auditors and are eligible to hold office as Statutory Auditors of the Company for the financial year 2023-24.

## COST AUDIT

The maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is required by the Company and accordingly such accounts and records are made and maintained.

The Board of Directors have appointed M/s. V. B. Modi & Associates, Cost Accountants, as Cost Auditors for the financial year 2023-24.

In accordance with the requirement of the Central Government and pursuant to Section 148 of the Act, your Company carries out an annual audit of cost accounts of the Company.

## SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, M/s. Parikh & Associates, Practicing Company Secretaries were appointed as the Secretarial Auditors for auditing the secretarial records of the Company for the financial year 2022-23. The Secretarial Auditors' Report is annexed as **Annexure I**.

## STATUTORY AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT

The Statutory Auditors' report and Secretarial Auditor's report does not contain any qualifications, reservations or adverse remarks. During the year under review, there were no instances of fraud reported by the auditors, under Section 143(12) of the Companies Act, 2013 to the Audit Committee or the Board of Directors.

## SECRETARIAL STANDARDS

The company has devised proper systems to ensure compliance with the provisions of all applicable secretarial standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

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

### 1. Conservation of energy:

#### a. Steps taken / impact on conservation of energy:

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

#### b. Steps taken by the company for utilising alternate sources of energy including waste generated:

The Company has successfully started 1.5 MW solar power plant as an alternate and natural source of energy.

#### c. The Capital invested on energy conservation equipment: None

### 2. Technology absorption :

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

#### b. Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc.: Not Applicable

#### 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: NIL

**3. Foreign exchange earnings and Outgo :**

(Rs. in Lakhs)

Foreign exchange earnings and outgo	2022-23
a. Foreign exchange earnings	-
b. Foreign exchange outgo	-

**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 II**.

**DEPOSITS FROM PUBLIC**

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

**SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORY/ JUDICIAL AUTHORITIES**

There are no significant or material orders passed by any regulator or judicial authorities that would impact the going concern status of the Company and its future operations.

**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. The details of the loans and guarantees given and investments made by the Company are provided as under:

(Rs. in Lakhs)

Particulars	2022-23
a. Loans	Nil
b. Investments	Nil
c. Guarantees/ Securities	Nil

**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**

As per the provisions of Section 135 of the Companies Act, 2013 ("the Act") read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company was not required to spend any amount towards CSR Activities and there was no previous unspent amount required to be spent during the financial year 2022-23. For other details regarding the CSR Committee, please refer to the Corporate Governance Report, which is a part of this report. The policy is available on <http://www.shreeharichemicals.in/policies.aspx>.

**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 III**.



### EVALUATION OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

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

Sr. No.	Performance evaluation of	Performance evaluation performed by	Criteria
1	Each Individual 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 complied with provisions relating to the constitution of Internal Complaints Committee and 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.

The Company has not received any complaint of sexual harassment during the financial year 2022-23.

### LISTING FEES

The Company has paid the listing fees to BSE Limited for the financial year 2023-24.

### INSIDER TRADING REGULATIONS AND CODE OF DISCLOSURE

The Board of Directors has adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015 and is available on our website. The web link is <http://www.shreeharichemicals.in/policies.aspx>.

### CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS

As per SEBI Listing Regulations, the Corporate Governance Report with Auditor's Certificate thereon and the Management Discussion and Analysis Report, forms part of this Annual Report.

**ACKNOWLEDGEMENT**

We thank our customers, vendors, dealers, investors, business associates and bankers for their continued support during the year. We place on record our appreciation of the contribution made by employees at all levels. Our resilience to meet challenges was made possible by their hard work, solidarity, co-operation and support.

We thank the Government of India and the State Governments where we have operations and other regulatory authorities and government agencies for their support and look forward to their continued support in the future.

**For and on behalf of the Board**

**BANKESH CHANDRA AGRAWAL**  
**Chairman & Managing Director**  
**DIN: 00121080**

Place: Mumbai

Date: May 25, 2023



## ANNEXURE I

**FORM No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2023**  
(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 Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information to the extent provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and the Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on 31st March, 2023, 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 the Company for the financial year ended on 31st March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Securities And Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder 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, 2015 and amendments from time to time;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; (Not applicable to the Company during the audit period)
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the audit period)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the audit period)
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period)



- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 and amendments from time to time; (Not applicable to the Company during the audit period)
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)
- vi) Other laws specifically applicable to the Company namely:
  - a) Factories Act, 1948
  - b) Water (Prevention and control of pollution) Act, 1974
  - c) The Air (Prevention and Control of Pollution) Act, 1981
  - d) Hazardous Waste (Management, Handling & Transboundary movement) Rules, 2008
  - e) Public Liability Act, 1991

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- (ii) The Listing Agreements entered into by the Company with BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards 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 period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, 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 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 no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

**For Parikh & Associates  
Company Secretaries**

**Signature:  
J. U. Poojari  
Partner**

**FCS No: 8102 CP No: 8187  
UDIN: F008102E000375293  
PR No.: 1129/2021**

Place: Mumbai

Date: May 25, 2023

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.



## '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 & Associates  
Company Secretaries**

**Signature:  
J. U. Poojari  
Partner**

**FCS No: 8102 CP No: 8187  
UDIN: F008102E000375293  
PR No.: 1129/2021**

Place: Mumbai  
Date: May 25, 2023

**ANNEXURE II**

**Information pursuant to Section 197(12) of the Companies Act 2013  
[Read with Rule 5(1) of the Companies (Appointment and Remuneration of  
Managerial Personnel) Rules 2014]**

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Name of the Directors		% increase/decrease in remuneration in the financial year
<b>@Non –Executive Independent Directors</b>		
Shri Virjanand Gupta	N.A	-
Smt. Ekta Sultania	N.A	-
Shri Parag Agrawal	N.A	-
Mr. Shri Ram Gupta	N.A	-
<b>Executive Directors /KMP</b>		
Shri Bankesh Chandra Agrawal (Chairman & Managing Director)	37.72:01	-
Shri Sarthak Agarwal (Whole Time Director)	23.00:01	-
Shri Nihit Agarwal (Whole Time Director)	32.20:01	40.00 %
Shri Sanjay Kedia (Whole Time Director & CFO)	14.26:01	-
Ms. Urvashi Pandya (Company Secretary)	1.26:01	-

@None of the Non-executive Directors were paid any remuneration during the year except sitting fees

- (ii) The percentage increase in the median remuneration of employees in the financial year 2022-23 compared to 2021-22: -69.00% due to decrease in total number of employees.
- (iii) The number of permanent employees on the rolls of Company as on 31.03.2023: 71 Employees.
- (iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: During the year there has been no exceptional increase in managerial remuneration.
- (v) Remuneration is as per the remuneration policy of the Company.
- (vi) During the year there were no employees who were in receipt of remuneration in the aggregate of rupees One Crore two lakhs for the year or rupees Eight lakhs fifty thousand per month if employed for part of the year.
- (vii) The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in a separate annexure forming part of this report. Further the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Compliance Officer.

Place: Mumbai  
Date: May 25, 2023

**For and on behalf of the Board**  
**BANKESH CHANDRA AGRAWAL**  
Chairman & Managing Director  
DIN: 00121080



## ANNEXURE – III

### 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 arm's 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 as meeting required under first proviso to section 188
Smt. Suman Wife of Shri Bankesh Chandra Agrawal (Chairman & Managing Director )	Rent	Rent Agreement of three years with effect from 01.12.2021	Monthly Rent of Rs. 2.75 Lakhs (During the FY 2022-23 Rs. 33.00 Lakhs)	In the ordinary course of business	13.11.2021	N.A	N.A
Smt. Priyamvada Agarwal Wife of Shri Sarthak Agarwal (Whole Time Director)	Employment	Continuous	Monthly Salary of Rs.2.00 Lakhs (During the FY 2022-23 Rs.24.00 Lakhs) and services	Smt. Priyamvada Agarwal is a Chartered Accountant and her knowledge  would be beneficial to the company.	11.11.2020	N.A	N.A
Smt. Shalini Kedia Wife of Shri Sanjay Kedia . (Whole Time Director & CFO)	Employment	Continuous	Monthly Salary of Rs. 1.43 Lakhs (During the FY 2022-23 Rs. 17.20 Lakhs)	Smt. Shalini Kedia is a Bachelor of Arts (B. A.) and her knowledge and services would be beneficial to the company.	08.11.2019	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

**BANKESH CHANDRA AGRAWAL**  
Chairman & Managing Director  
DIN: 00121080

Place: Mumbai  
Date: May 25, 2023

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### A. INDUSTRY STRUCTURE AND DEVELOPMENT

Covering more than 80,000 commercial products, India's chemical industry is extremely diversified and can be broadly classified into bulk chemicals, specialty chemicals, petrochemicals, polymers, and fertilisers. India accounts for 16-18% of the world production of dyestuffs and dye intermediates. India holds a strong position in exports and imports of chemicals at a global level and ranks 14th in exports and 8th in imports at global level (excluding pharmaceuticals).

The Indian government recognises chemical industry as a key growth element and forecast to increase share of the chemical sector to ~25% of the GDP in the manufacturing sector by 2025. Under the Union Budget 2023-24, the government allocated Rs. 173.45 crore to the Department of Chemicals and Petrochemicals. The Government of India is considering launching a production linked incentive (PLI) scheme in the chemical sector to boost domestic manufacturing and exports.

A 2034 vision for the chemicals and petrochemicals sector has been set up by the government to explore opportunities to improve domestic production, reduce imports and attract investments in the sector. The government plans to implement production-link incentive system with 10-20% output incentives for the agrochemical sector; to create an end-to-end manufacturing ecosystem through the growth of clusters.

### B. OPPORTUNITIES & THREATS

#### Opportunities

At a broader level, structural shifts are going to be critical for 'Make in India' to take shape. While 'China+1' is still taking form, India's neighbours and peers have already taken off on a steeper plane. What this brings to the fore, is that it is essential to explore, diversify and build scale by integrating the value chain, and not simply by focusing on a single segment of the industry. 'Atmanirbhar' will succeed, only when the industry builds capabilities across the value chain. This shall reduce dependence on imports, deleverage risks emanating from supply chain disruptions, and more importantly boost the economy.

#### Threats

India has a strong vision to be a digital economy. In order to turn this goal into a reality, the Indian chemical Industry has a major role to play. Often the sector faces key challenges such as inadequate infrastructure facilities, high costs of basic raw materials like natural gas and crude oil, high cost

of capital, and the need for technological modernization of its facilities. The charter for stabilization has already been prescribed by the government with PLI (Production Linked Incentives) initiatives such as Aatmanirbhar Bharat, Make in India, etc. However, one of the biggest challenges faced as an industry is contracting gross margins due to soaring raw material costs and increasing operating costs.

### C. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

Since the company operates mainly in single product which is DYE Intermediate - H-Acid (1-Amino, 8-Naphthol, 3-6 Disulphonic acid), therefore the financial performance is related to that product.

### D. OUTLOOK

At Shree Hari Chemicals Export Limited, we have successfully set-up solar power plants. The same will help to save cost significantly. We also have plans in place to backwardly integrate through raw material production over the next 3 to 5 years to achieve complete integration. Overall, the future growth prospects for the Company is very bright. Our 2022-23, outlook is to explore the trends that can help organizations turn risks into advantages and capture growth.

### E. RISKS & CONCERNS

The Company faces several risks which can affect the smooth functioning of the Company's operations such as Competition risk, foreign currency exchange rate risk, raw material price risk and environmental risk. Risk management at the Company is continuously analyzing and managing all the risks posed to the business.

### F. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company follows Internal Control Systems which covers all business aspects to provide reasonable assurance that all assets are safeguarded, transactions are authorized, recorded and reported properly, as per applicable statutes. The Company generally adheres to rules, policy, statutes and laws ensuring that statutory compliances are followed thoroughly. The Company's Audit Committee reviews and takes suitable actions for any deviation, observation or recommendation suggested by the Internal Auditor, who is an independent auditor mandated to conduct internal audit. The Company also adheres to environment protection laws. The employees of the Company follow the Code of Conduct devised for conducting the business of the Company.



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### G. FINANCIAL PERFORMANCE

(Rs. In Crore except EPS)

Particulars	2022-23	2021-22
Revenue	103.57	80.08
Earnings before interest, depreciation & taxes	-22.48	387.54
Profit Before Tax	-26.45	1.99
Profit for the Year	-19.61	0.69
Total Assets	89.53	93.36
EPS	-44.10	1.57

### H. HUMAN RESOURCES / INDUSTRIAL RELATIONS

The Company believes that the quality of the employees is the key to its success and is committed to equip them with skills, enabling them to seamlessly evolve. Company truly values its human resources, who have committed themselves to the Company's Mission and Vision. An effective talent management strategy and an optimum workforce helps us meet the demand for talent in our business. We have been focusing on training and development for enhancing the capabilities of our personnel and building on their core technical skills throughout the year. Company maintained harmonious Industrial relations and believes in healthy competition.

The Company has total strength of 71 employees.

### I. DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

There were significant changes in the following ratios as compared to the immediately previous financial year:

Name of Metric	FY 2022-23	FY 2021-22	% Change increase (decrease)	Explanation in case change is 25% or more, as compared to the previous year
Inventory Turnover	3.85	3.11	23.76	-
Current Ratio	0.81	1.34	(39.78)	Increase in Borrowing
Debt Equity Ratio	1.66	0.60	177.25	Increase in Borrowing and decrease in profitability
Interest Coverage Ratio	-9.76	5.14	(289.96)	Increase in Borrowing
Debtors' Turnover	4.60	3.71	23.98	-
Operating Profit Margin (%)	-18.55 %	11.00 %	(168.73)	Increase in price of Raw Material
Net Profit Margin (%)	-19.31%	0.89%	(2277.24)	Decrease in profitability

### J. DETAILS OF ANY CHANGE IN RETURN ON NET WORTH

During the year under review the Net Worth of the Company was Rs. 17.94 Crore as against Rs. 37.55 Crore corresponding to previous year.

The Return on Net Worth was -109% in the current year and was 1.86 % in the previous year.

The Return on Net Worth has now been changed by - 110.86% due to market conditions.

### CAUTIONARY STATEMENT

Certain statements made in this Report relating to the Company's outlook, estimates, predictions etc. may constitute 'forward-looking statements' within the meaning of applicable laws and regulations. Actual results may differ from such estimates, whether express or implied. Several factors that could make a difference to Company's operations include climatic conditions and economic conditions affecting demand and supply, changes in Government regulation tax regimes, natural calamities, etc. over which the Company does not have any direct control.



## REPORT ON CORPORATE GOVERNANCE

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred to as Listing Regulations), given below is a report on the Corporate Governance in the Company:

### I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy of Corporate Governance is to protect the long-term interest of the shareholders while respecting interest of other stakeholders and society at large.

The Company is committed to good corporate governance and transparency in its dealings and lays emphasis on integrity and regulatory compliance.

### II. BOARD OF DIRECTORS

i. The Board of Directors comprises of three Promoter Directors (Chairman & Managing Director and two Whole time Directors), one Whole-time Director and four Non-Executive Independent Directors including one woman director. The Executive Chairman & Managing Director and the Whole-time Directors conduct the day to day management of the Company subject to the supervision and control of the Board of Directors.

ii. None of the Directors on the board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or Chairman of more than five committees across all the public companies in which he or she is a Director. Necessary disclosure regarding Committee positions in other public companies and Directorship in Listed Entities as on March 31, 2023 have been made by the Directors. Shri Bankesh Chandra Agrawal, Shri Sarthak Agarwal and Shri Nihit Agarwal are related to each other.

None of the Directors hold office in more than 20 companies and in more than 10 public companies as prescribed under Section 165(1) of the Companies Act, 2013 ("the Act"). No Director holds Directorships in more than 7 listed companies. Further, none of the Non-Executive Directors serve as Independent Director in more than 7 listed companies as required under the Listing Regulations.

iii. Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. The maximum tenure of the Independent Directors is in compliance with the Act. None of the Independent Directors are Directors in more than seven listed companies and are not serving as Whole Time Directors of more than three companies. Further, the Managing Director & CEO and the Executive Director do not serve as Independent Directors in any listed company. All Independent Directors have confirmed that they meet the criteria as mentioned under Section 149 of the Act and Listing Regulations. The terms and conditions of appointment of the Independent Directors are disclosed on the website of the Company. In the opinion of the Board, the Independent Directors fulfill the conditions of independence specified in the Act and the SEBI Listing Regulations and are independent of the management.

iv. The Company held Four (4) Board Meetings during the financial year 2022-2023. The dates on which the said meetings were held are as follows:

May 27, 2022, August 10, 2022, November 14, 2022 and February 14, 2023.

v. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the last annual general meeting and number of Directorships and Committee Chairmanships/Memberships held by them in other listed companies and public companies as on March 31, 2023 are given herein below. Other directorships do not include directorships of private limited companies, foreign companies and companies under Section 8 of the Act, Chairmanships/Memberships of Board Committees shall include Audit Committee and Stakeholders' Relationship Committee alone.



Name of Director	Category	Number of meetings during the financial year 2022-2023		Attendance at the last AGM	Number of Directorships in other Public Companies	No. of Committees positions held in other public companies		Directorship in other Listed Entity and Category of Directorship
		Held	Attended			Member	Chairman	
Shri Bankesh Chandra Agrawal	Chairman & Managing Director	4	4	Yes	2	None	None	None
Shri Sarthak Agarwal	Whole-Time Director	4	4	Yes	2	None	None	None
Shri Nihit Agarwal	Whole-Time Director	4	4	Yes	2	None	None	None
Shri Sanjay Kedia	Whole-Time Director	4	4	Yes	None	None	None	None
Shri Vrijanand Gupta	**I & N.E.D.	4	4	Yes	None	None	None	None
Smt. Ekta Sultania	**I & N.E.D.	4	4	No	None	None	None	None
Shri Parag Agrawal	**I & N.E.D.	4	4	No	None	None	None	None
Mr. Shri Ram Gupta	**I & N.E.D.	4	4	NA	2	2	2	None

\*\*I & N.E.D. – Independent & Non-Executive Director.

- vi. During the year 2022-23, information as mentioned in Schedule II Part A of SEBI Listing Regulations, has been placed before the Board for its consideration.
- vii. The terms and conditions of appointment of Independent Directors are disclosed on the website of the Company. (weblink: <http://www.shreeharichemicals.in/policies.aspx>).
- vii. During the year, one meeting of the Independent Directors was held on February 14, 2023.
- viii. The Board periodically reviews the compliance reports of all laws applicable to the company.
- viii. None of the Non-executive directors of the company hold any equity shares in the company.
- ix. Familiarisation Programme: Kindly refer to the Company's website for details of the familiarisation programme for Independent Directors in respect of their roles, rights, responsibilities in the Company, nature of the industry in which Company operates, business model of the Company and related matters. (weblink: <http://www.shreeharichemicals.in/policies.aspx>).

- x. The Board has identified the following skills/ expertise/ competencies fundamental for the effective functioning of the Company available with the Board:

Board Service and Governance	Service on a public company board to develop insights about maintaining board and management accountability, protecting shareholder interests, and observing appropriate governance practices.
Strategy and strategic planning	Ability to think strategically, to identify and critically assess strategic opportunities and threats and develop effective strategies in the context of objectives of the Company.

The Core skills / expertise / competencies possessed by the Directors of the company, with respect to the company's operational affairs, are stated as hereunder:

Name of Directors	Details of skills/competencies
Shri Bankesh Chandra Agrawal	Financial Management, Strategy Planning
Shri Sarthak Agarwal	Human Resources Management and Development Acumen
Shri Nihit Agarwal	General Management and Business Operations
Shri Sanjay Kedia	Financial Administration and Public Policy / Governmental Regulations
Smt. Ekta Sultania	Product Planning and Development
Shri Virjanand Gupta	Corporate Governance and Business Development
Shri Parag Agrawal	Strategy Planning and Risk Management
Mr. Shri Ram Gupta	Financial Administration and Business Development

- xi. The details in respect of director to be appointed/re-appointed as per Regulations 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings shall be provided along with the notice calling the Annual General Meeting.
- xii. Details of the equity shares held by the Directors as on March 31, 2023 are given below:

Name	Category	Number of equity Shares
Shri Bankesh Chandra Agrawal	Non Independent, Executive	61,200
Shri Sarthak Agarwal	Non Independent, Executive	3,000
Shri Nihit Agarwal	Non Independent, Executive	3,000

- xiii. The Company has not issued any convertible instruments.
- xiv. The Company confirms that in the opinion of the board, the independent directors fulfil the conditions specified in these regulations and are independent of the management.
- xv. During the financial year 2022-23, none of the Independent Director had resigned from the Board of Directors of the Company.

### III. AUDIT COMMITTEE

#### a) Brief description of terms of reference:

Committee is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations and Section 177 of the Act. The terms of reference to Audit Committee, inter-alia, covers all the matters specified under Section 177 of the Act and also all the matters listed under Part C of Schedule II of SEBI Listing Regulations as amended from time to time such as oversight of the Company's financial reporting process; recommending the appointment/reappointment, remuneration and terms of appointment of statutory auditors; review and monitor the Auditors independence and performance and effectiveness of audit process; approval of transactions with related parties; sanctioning of loans and investments; evaluation of internal financial control and risk



management system; reviewing with the management annual financial statements and Auditors report thereon; quarterly financial statements and other matters as covered under role of Audit Committee in Schedule II of SEBI Listing Regulations. The Audit Committee has powers, inter-alia, to investigate any activity within its terms of reference and to seek information from any employee of the Company as well as seek outside legal and professional advice.

The Audit committee reviews all the information that is required to be mandatorily reviewed by it under the corporate governance.

**b) Composition, name of members and chairperson:**

The Audit Committee consists of three Independent Non-Executive Directors and one Non Independent, Executive Director.

They have vast experience and knowledge of corporate affairs and financial management and possess strong accounting and financial management expertise.

The Audit Committee comprises of Smt. Ekta Sumit Sultania, Shri Vrijanand Gupta, Shri Bankesh Chandra Agrawal and Shri Parag Agrawal. Smt. Ekta Sumit Sultania is a Chairperson of the Committee.

**c) Audit Committee meetings and the attendance during the financial year 2022-2023:**

The Audit Committee met Four (4) times during the year. The dates on which the Audit Committee Meetings were held are as follows:

May 27, 2022, August 10, 2022, November 14, 2022 and February 14, 2023.

The details of Meetings attended by the Directors during the year 2022-2023 are given below:

Name of Director	No. of meetings held	No. of meetings attended
Smt. Ekta Sumit Sultania	4	4
Shri Vrijanand Gupta	4	4
Shri Bankesh Chandra Agrawal	4	4
Shri Parag Agrawal	4	4

The Chairperson of the Committee was present at the Annual General Meeting of the Company held on September 28, 2022.

The Meetings of the Audit Committee are also attended by the Chairman and Managing Director, Chief Financial Officer, the Statutory Auditors and the Internal Auditors. The Company Secretary acts as secretary to the committee.

**IV. NOMINATION AND REMUNERATION COMMITTEE**

**a) Brief description of terms of reference:**

- a) To lay down criteria such as qualification, positive attributes and independence for appointment of persons as directors or in the senior management.
- b) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - (i) use the services of an external agencies, if required;
  - (ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - (iii) consider the time commitments of the candidates.

- c) To identify persons who are qualified to become directors and who may be appointed in senior management positions, as per the criteria laid down.
- d) To recommend to the Board the appointment and removal of the Directors, including Independent Directors and whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors
- e) To carry out evaluation of every director's performance.
- f) To recommend to the Board a policy relating to the remuneration for directors, including Managing Director(s) and Whole-time Director(s), key managerial personnel and other employees. While formulating the policy, the committee shall ensure that:
  - g) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
  - h) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
  - i) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
  - j) To recommend remuneration to be paid to a Director for any service rendered by him to the Company which are of a professional nature and provide an opinion, whether such Director possess the requisite qualification for the practice of such profession.
  - k) To recommend to the board, all remuneration, in whatever form, payable to senior management.
  - l) Such other matters as may be required to be carried out by the Nomination and Remuneration Committee pursuant to amendments under any law, from time to time.

**b) Composition, name of members and chairperson:**

The Nomination and Remuneration Committee comprises of Smt. Ekta Sumit Sultania (Chairperson of the Committee), Shri Vrijanand Gupta and Shri Parag Agrawal, all independent directors to function in the manner and to deal with the matters specified in the Part D of Schedule II of SEBI Listing Regulations and also to review the overall compensation structure and policies of the Company to attract, motivate and retain employees.

The Nomination and Remuneration Committee has adopted the following policies which are displayed on the website of the Company:

- i. Formulation of the criteria relating to the remuneration of the directors, key managerial personnel and other employees (weblink: <http://www.shreeharichemicals.in/policies.aspx>);
- ii. Devising a policy on Board diversity (weblink: <http://www.shreeharichemicals.in/policies.aspx>);
- iii. Identifying persons who are qualified to become directors and persons who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal (weblink: <http://www.shreeharichemicals.in/policies.aspx>).

**c) Meeting and attendance during the financial year 2022-2023:**

The Committee met two (2) times during the Financial Year 2022-2023. The dates on which the Nomination and Remuneration Committee Meetings were held are as follows:

May 27, 2022 and February 14, 2023

The attendance of each member of the Nomination and Remuneration Committee in the committee meetings is given below:

Name of Director	No. of meetings held	No. of meetings attended
Smt. Ekta Sumit Sultania	2	2
Shri Vrijanand Gupta	2	2
Shri Parag Agrawal	2	2



### Succession Plan

The Company believes that sound succession plans for the senior leadership are very important for creating a robust future for the Company. The NRC works along with the management of the Company for a structured leadership succession plan.

#### d) Performance evaluation criteria for independent directors:

Performance evaluation criteria for Independent Directors and the Board is displayed on the Company's weblink: <http://www.shreeharichemicals.in/policies.aspx>

#### V. Details of Remuneration and sitting fees paid to Directors during the year:

Name of Director	Salary	Perquisites	Commission	Others	Sitting fees	Total
Shri Bankesh Chandra Agrawal	98.40	-	-	-	-	98.40
Shri Sarthak Agarwal	60.00	-	-	-	-	60.00
Shri Nihit Agarwal	84.00	-	-	-	-	84.00
Shri Sanjay Kedia	37.20	-	-	-	-	37.20
Shri Vrijanand Gupta	-	-	-	-	0.20	0.20
Smt. Ekta Sultania	-	-	-	-	0.20	0.20
Shri Parag Agrawal	-	-	-	-	0.20	0.20
Mr. Shri Ram Gupta	-	-	-	-	0.12	0.12

Details of fixed component and performance linked incentives, along with the performance criteria are given in the table above.

- Services of the Chairman & Managing Director and Whole time Directors may be terminated by either party, giving the other party three months' notice or the Company paying three months' salary in lieu thereof. There is no separate provision for payment of severance fees.
- The Company has not issued any stock options or other convertible instruments.
- The Non-Executive Directors are paid remuneration by way of sitting fees only. They are paid sitting fees for each Board and Audit Committee Meetings attended by them. The Non-Executive Independent Directors do not have any material pecuniary relationship or transactions with the Company.

### VI. STAKEHOLDERS RELATIONSHIP COMMITTEE

#### a) Composition, name of members and chairperson:

The Committee functions under the Chairmanship of Smt. Ekta Sumit Sultania, the Non-Executive Independent Director. Shri Vrijanand Gupta and Shri Sanjay Kedia are the other members of this committee.

#### b) Brief description of terms of reference:

The terms of reference of the Stakeholders Relationship Committee includes the following:

- consider and resolve the grievances of security holders of the Company including redressal of investor complaints such as transfer or credit of securities, non-receipt of dividend/notice/annual reports, transfer/transmission of shares, issue of new/duplicate certificates, general meetings etc., and all other securities-holders related matters;
- authorize any person to take such actions as necessary or deemed fit by the Committee for any matter;
- review of measures taken for effective exercise of voting rights by shareholders;
- review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;



- v. review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;
- vi. look into various aspects of interest of shareholders and other security holders;
- vii. such other matters as may be required to be carried out by the Stakeholders' Relationship Committee pursuant to amendments under any law, from time to time.
- viii. to look into transfer, issue of duplicate share certificate, sub-division and consolidation of share certificates and to ensure expeditious share transfer process.

**c) Meeting and attendance during the financial year 2022-2023:**

There were 6 (Six) meetings of this committee during the financial year 2022-2023. The dates on which the said meetings were held are as follows:

May 27, 2022, August 10, 2022, August 30, 2022, October 06, 2022, November 14, 2022 and February 14, 2023.

The details of Meetings attended by the Directors during the year 2022-2023 are given below:

Name of Director	No. of meetings held	No. of meetings attended
Smt. Ekta Sumit Sultania	6	6
Shri Vrijanand Gupta	6	6
Shri Sanjay Kedia	6	6

The Chairperson of the Committee was present at the Annual General Meeting of the Company held on September 28, 2022.

Ms. Urvashi Pandya, Company Secretary is the Compliance Officer of the Company.

No complaint was received during the year under review. There was no outstanding complaint as on March 31, 2023.

## VII. OTHER COMMITTEES

**a) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR COMMITTEE):**

In compliance with the provisions of Section 135 of the Act the Company has in place a Corporate Social Responsibility Committee (CSR Committee) which was constituted on May 29, 2014.

The Committee comprising of Shri Sarthak Agarwal, the Executive Non- Independent Director (Chairman of the Committee). Shri Bankesh Chandra Agrawal and Smt. Ekta Sultania are the other members of this committee.

**The CSR Committee of the Board is responsible for:**

- i) Formulating and recommending to the Board a Corporate Social Responsibility Policy which shall indicate the CSR activities to be undertaken by the Company;
- ii) Recommending the amount of expenditure to be incurred on the CSR activities; and
- iii) Monitoring the CSR Policy of the Company from time to time.

The CSR Committee met once on February 14, 2023 during the financial year 2022-2023.

The attendance of each member of the Corporate Social Responsibility Committee in the committee meetings is given below:

Name of Director	No. of meetings held	No. of meetings attended
Shri Sarthak Agarwal	1	1
Shri Bankesh Chandra Agrawal	1	1
Smt. Ekta Sumit Sultania	1	1



### VIII. GENERAL BODY MEETINGS

Details of the location and time of the last three Annual General Meetings:

Year	Venue	Day, Date	Time	Special Resolutions Passed
2019-2020	Video Conferencing ("VC")/Other Audio Video Visual Means ("OAVM")	Wednesday 30.12.2020	11.30 a.m.	<ul style="list-style-type: none"><li>• Appointment of Shri Sanjay Kedia (DIN: 08556924) as Whole Time Director of the company and payment of remuneration for a period of three years with effect from November 08, 2019.</li><li>• Appointment of Shri Bankesh Chandra Agarwal (DIN: 00121080) as the Chairman &amp; Managing Director of the company and payment of remuneration for a period of three years with effect from November 11, 2020.</li><li>• Appointment of Shri Sarthak Agarwal (DIN: 03613314) as whole time director of the company and payment of remuneration for a period of three years with effect from November 11, 2020.</li><li>• Appointment of Shri Nihit Agarwal (DIN: 07586882) as whole time director of the company and payment of remuneration for a period of three years with effect from November 11, 2020.</li></ul>
2020-2021	VC/OAVM	Friday 17.09.2021	01.00 p.m.	-----
2021-2022	VC/OAVM	Wednesday 28.09.2022	03.00 p.m.	<ul style="list-style-type: none"><li>• Re-appointment of Shri Sanjay Kedia (DIN: 08556924) as Whole Time Director of the company and payment of remuneration for a period of three years with effect from November 08, 2022.</li><li>• Revision in remuneration of Shri Sarthak Agarwal (DIN: 03613314), Whole time Director of the Company with effect from April 01, 2022 till the remaining tenure of his appointment.</li><li>• Revision in remuneration of Shri Nihit Agarwal (DIN: 07586882), Whole time Director of the Company with effect from April 01, 2022 till the remaining tenure of his appointment.</li><li>• Alteration of the Memorandum of Association in respect of Objects of the Company.</li><li>• Change in place of keeping Registers and Records of the Company.</li></ul>

No postal ballots were used for voting in last year. At the ensuing Annual General Meeting, there is no item on the agenda that needs approval by postal ballot.

### IX. MEANS OF COMMUNICATION

The quarterly, half-yearly and annual results are regularly submitted to the Stock Exchange in accordance with the Listing Regulations and are published in newspapers like, Business Standard (English) and Mumbai Lakshadweep (Marathi). These are not sent individually to the shareholders.

The quarterly and annual financial results, shareholding patterns etc. are displayed and available on Company's website: [www.shreeharichemicals.in](http://www.shreeharichemicals.in).

There were no presentations made to the institutional investors or analysts.

**X. GENERAL SHAREHOLDER INFORMATION:****1. Annual General Meeting**

- Date and Time Wednesday, September 27, 2023 at 11.30 p.m.
- Venue In accordance with the General Circular issued by the MCA on May 5, 2020 read with General Circular dated April 08,2020, April 13, 2020, January 13, 2021, December 14, 2021, May 05,2022 and December 28, 2022 the AGM will be held through VC/OAVM

**2. Financial Year**

1st April, 2022 to 31st March, 2023

**3. Dividend Payment Date**

Not Applicable

**4. Listing on Stock Exchange**

BSE Limited

Floor 25, Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400001.

The Company has paid the Listing Fees to the Stock exchange  
on time.

**5. (a) Stock Code – Physical**

524336 at BSE

**(b) ISIN Number in NSDL and CDSL**

INE065E01017

**6. Corporate Identity Number**

L99999MH1987PLC044942

**(CIN) of the Company****7. Market Price Data and performance in comparison to BSE Sensex (Broad-based indices):**

Table below gives the monthly highs and lows of the Company's shares on the BSE Limited (BSE) and performance in comparison to BSE Sensex.

**High and Low prices of the Company's shares on BSE with corresponding BSE Sensex April 2022 to March 2023**

Months	High		Low	
	Price	BSE Sensex	Price	BSE Sensex
April 2022	65.05	60,845.10	54.00	56,009.07
May 2022	74.70	57,184.21	54.00	52,632.48
June 2022	61.30	56,432.65	54.05	50,921.22
July 2022	69.40	57,619.27	56.30	52,094.25
August 2022	65.00	60,411.20	56.50	57,367.47
September 2022	70.50	60,676.12	56.90	56,147.23
October 2022	67.50	60,786.70	56.30	56,683.40
November 2022	60.00	63,303.01	52.20	60,425.47
December 2022	57.50	63,583.07	49.00	59,754.10
January 2023	53.95	61,343.96	47.90	58,699.20
February 2023	51.00	61,682.25	44.50	58,795.97
March 2023	49.30	60,498.48	42.25	57,084.91

**8. Registrar & Transfer Agents:**

Universal Capital Securities Private Limited  
C- 101, 247 Park, LBS Road, Vikhroli (W), Mumbai-400083



### 9. Share Transfer System:

As per Regulation 40 of the Listing Regulations, as amended, securities of listed entities can be transferred only in dematerialised form, with effect from 1st April 2019. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. Any Director of the Company or the Company Secretary is empowered to approve transfers.

Pursuant to SEBI circular dated 25th January 2022, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.

### 10. Distribution of shareholding as on 31st March, 2023:

Sr. No.	Range	No. of shareholders	% to total holders	No. of Shares held	% of Capital
1	1 to 500	3702	87.8917	568716	12.7908
2	501 to 1,000	245	5.8167	194618	4.3771
3	1,001 to 2,000	109	2.5878	157295	3.5377
4	2,001 to 3,000	41	0.9734	107426	2.4161
5	3,001 to 4,000	21	0.4986	74698	1.6800
6	4,001 to 5,000	10	0.2374	45569	1.0249
7	5,001 to 10,000	32	0.7597	230120	5.1755
8	10,001 & above	52	1.2346	3067858	68.9980
	<b>Total</b>	<b>4212</b>	<b>100.00</b>	<b>4446300</b>	<b>100.00</b>

### 11. Categories of Shareholders as on 31st March, 2023:

Category	No. of shares held	% to total share capital
Promoters and persons acting in concert	2192162	49.30
Foreign holding (FIIs, OCBs and NRIs)	52126	1.18
HUF	126001	2.83
Bodies Corporate	69478	1.56
Public	1670212	37.57
Clearing members	0	0
IEPF	336321	7.56
<b>Total</b>	<b>4446300</b>	<b>100.00</b>

### 12. Dematerialization of shares and Liquidity

As on March 31, 2023, 94.19 % of the paid up share capital has been dematerialized. The shares of the Company are frequently traded.

### 13. The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

### 14. Commodity price risk or foreign exchange risk and hedging activities

The Company is not materially exposed to commodity price risk. The Company also does not carry out any commodity hedging activities.

### 15. Plant Location

The Company's plant is located at A/8, M.I.D.C. Industrial Area, Mahad, Dist. Raigad (Maharashtra).

**16. Address for Correspondence**

<b>Registrar and Share Transfer Agents</b>	<b>Compliance Officer</b>
Universal Capital Securities Private Limited Unit : Shree Hari Chemicals Export Limited	Ms. Urvashi Pandya Registered Office: A/8, M.I.D.C. Industrial Area, Mahad, Dist. Raigad (Maharashtra)
C- 101, 247 Park, LBS Road, Vikhroli West, Mumbai-400083 Tel. :022-28257641/ 28207203-05 Fax : 28207207 E-mail: info@unisec.in	Corporate Office: 401/402, A Wing, Oberoi Chambers, Opp. Sab TV, New Link Road, Andheri West, Mumbai-400053 Tel. : 022-49634834 E-mail: info@shreeharichemicals.in

**XI. OTHER DISCLOSURES****a) Disclosures on materially significant related party transactions that may have potential conflict with the interest of the Company at large**

The Board has approved a policy for related party transactions which has been uploaded on the website of the Company (Weblink: <http://www.shreeharichemicals.in/policies.aspx>). There were no materially significant related party transactions during the year that may have potential conflict with the interest of the Company.

Disclosures from directors and senior management staff have been obtained to the effect that they have not entered into any material, financial and commercial transactions where they have personal interest that may have potential conflict with the interest of the Company at large.

Transactions with the related parties are disclosed in the notes to the accounts forming part of this Annual Report.

**b) Details of non-compliance by the Company, penalties, structures imposed on the Company by Stock Exchange(s) or the board or any other statutory authorities on any matter related to capital market during the last 3 financial years:** There was a delay in submission of disclosures of related party transactions under Regulation 23(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended September, 2020 to BSE Ltd and for which the Company has paid the fine of Rs. 11,800/- as levied by BSE Ltd. No other penalties or strictures were imposed on the Company by these authorities.**c) Details of establishment of vigil mechanism/ whistle blower policy and affirmation that no personnel has been denied access to the audit committee**

There is a Whistle Blower Policy in the Company and that no personnel have been denied access to the Chairman of the Audit Committee. The policy provides for adequate safeguards against victimization of persons who use vigil mechanism. The Whistle Blowing Policy is posted on the website of the Company (weblink: <http://www.shreeharichemicals.in/policies.aspx>).

**d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements**

The Company has complied with all the mandatory requirements of corporate governance under SEBI Listing Regulations.

**e) The Company does not have any subsidiaries; hence the policy for material subsidiaries is not applicable to the company.****f) Web link where policy on dealing with related party transactions is disclosed**

The Board has approved a policy for related party transactions which has been uploaded on the website of the Company (Weblink: <http://www.shreeharichemicals.in/policies.aspx>)

**g) Accounting Treatment in preparation of Financial Statements**

The Financial Statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 and other relevant provisions of the Act.



**h) Details of utilisation of funds raised through preferential allotment or qualified institutions placement.**

The Company has not raised any funds through Preferential Allotment or Qualified Institutional Placement.

**i) Acceptance of recommendation of all Committees**

In terms of the Listing Regulations, there have been no instances during the year when recommendations of any of the Committees were not accepted by the Board.

**j) Credit Rating: The Company has not obtained any credit rating during the year.**

**k) A certificate has been received from Parikh and Associates, Practising Company Secretaries, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.**

**l) M/s Kailash Chand Jain & Co., Chartered Accountants (Firm Registration No. 11028W) have been appointed as the Statutory Auditors of the Company. The Audit Fees of Rs. 5.00 Lakhs per annum was paid to Statutory Auditors during the year under review.**

**m) Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.**

Number of complaints filed during the financial year	NIL
Number of complaints disposed of during the financial year	NIL
Number of complaints pending as on end of the financial year	NIL

**n) Loans and Advances in the nature of Loans to Firms/ Companies in which directors are interested:**  
The Company has not given any loans or advances to any firm / company in which its Directors are interested.

**o) The CEO/CFO compliance certification under Part B of Schedule II of SEBI Listing Regulations forms part of this Annual Report.**

**XII.ADOPTION OF DISCRETIONARY REQUIREMENTS AS PER SCHEDULE II PART E OF THE SEBI LISTING REGULATIONS**

The Company has moved towards a regime of financial statements with unmodified audit opinion.

The internal auditor of the Company reports directly to the audit committee.

**XIII. The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 have been made in this corporate governance report.**

**XIV. Part E of Schedule V of Listing Regulations mandates to obtain a certificate either from the Auditors or Practising Company Secretaries regarding compliance of conditions of Corporate Governance and annex the certificate with the Annual Report, which is sent annually to all the shareholders. The Company has obtained a certificate from its Statutory Auditors to this effect and the same is given as an annexure to this Report.**

**XV. In accordance with the requirement of Regulation 34(3) and Part F of Schedule V to the SEBI Listing Regulations, details of equity shares in suspense account are as follows:** None of the equity shares of the Company are lying in Suspense Account. The details shares transferred to IEPF Account are as follows:

Particulars	Number of shareholders	Number of equity shares
Aggregate number of shareholders and the outstanding shares in the IEPF account lying as on April 1, 2022	1716	317053
Shareholders who approached the Company for transfer of shares from IEPF account during the year	-	-
Shareholders to whom shares were transferred from the IEPF account during the year	-	-
Shareholders whose shares are transferred to the demat account of the IEPF Authority as per Section 124 of the Act	124	19268
Aggregate number of shareholders and the outstanding shares in the IEPF account lying as on March 31, 2023	1840	336321



**XVI. CODE OF CONDUCT**

The Code of Conduct has been formulated for the Board Members and Senior Management Personnel. The code incorporates the duties of independent directors as laid down in the Act. The said code of conduct is posted on Company's website [www.shreeharichemicals.in](http://www.shreeharichemicals.in). All the Board Members and Senior Management Personnel have affirmed compliance with the applicable Code of Conduct. A declaration to this effect, signed by Shri Bankesh Chandra Agrawal, Chairman & Managing Director forms part of this report.

**XVII. CEO CERTIFICATION**

**To,**  
**The Members of**  
**Shree Hari Chemicals Export Limited**

It is hereby certified and confirmed in accordance with SEBI Listing Regulations that the Board members and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended 31st March, 2023.

**For SHREE HARI CHEMICALS EXPORT LIMITED**

**Sd/-**  
**BANKESH CHANDRA AGRAWAL**  
**Chairman & Managing Director**  
**DIN: 00121080**

Date: May 25, 2023



## AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

TO

THE MEMBERS OF

**SHREE HARI CHEMICALS EXPORT LIMITED**

We have examined the compliance of the conditions of Corporate Governance by **SHREE HARI CHEMICALS EXPORT LIMITED** ('the Company') for the year ended on March 31, 2023, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2023.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For M/s Kailash Chand Jain & Co.**  
**Chartered Accountants**  
**Firm Registration No. 112318W**

**Sd/-**  
**Yash Singhal**  
**Partner**  
**Membership No. 159392**

**UDIN: 23159392BGWVQB9644**  
**Place: Mumbai**  
**Date: May 25, 2023**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

**The Members of**

**SHREE HARI CHEMICALS EXPORT LIMITED**

A/8 MIDC Mahad Dist - Raigad Maharashtra

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of SHREE HARI CHEMICALS EXPORT LIMITED having CIN L99999MH1987PLC044942 and having registered office at A/8 MIDC Mahad Dist - Raigad Maharashtra (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company *
1.	Shri. Bankesh Chandra Agrawal	00121080	01/03/2010
2.	Shri. Sanjay Kashiprasad Kedia	08556924	08/11/2019
3.	Shri. Sarthak Bankesh Agarwal	03613314	29/10/2020
4.	Shri. Vrijanand Late Ramprasad Gupta	00042271	13/11/2013
5.	Smt. Ekta Sumit Sultania	07134485	26/03/2015
6.	Shri. Parag Dilip Agrawal	07140561	29/10/2020
7.	Shri. Nihit Agarwal	07586882	29/10/2020
8.	Mr. Shri Ram Gupta	07028932	29/09/2021

\*the date of appointment is as per the MCA Portal.

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Parikh & Associates**

**Practising Company Secretaries**

**J. U. Poojari**

**FCS No: 8102 CP No: 8187**

**Mumbai,**

**Date: 25.05.2023**

**UDIN: F008102E000375436**

**PR No.: 1129/2021**



## INDEPENDENT AUDITOR'S REPORT

To  
The Members of  
**Shree Hari Chemicals Export Ltd.**

### Report on Ind AS Financial Statements

#### Opinion

We have audited the accompanying Ind AS financial statements of **Shree Hari Chemicals Exports Ltd.** (the "Company"), which comprise of the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss, the Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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 Indian Accounting Standards prescribed under the Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis of Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### Key Audit Matters

##### Inventory Valuation

H-acid and chemical based inventory forms a significant part of the Company's inventory of which prices are fluctuating in nature and also depends on prices, decisions and conditions of other countries.

Inventories are valued at lower of cost and net realisable value except raw materials, work-in progress & stores.

#### Auditor's response

Our audit procedures over inventory valuation included the following:

- Testing the design, implementation and operating effectiveness of key internal financial controls, including controls over valuation of inventory.
- Testing on a sample basis the accuracy of cost for inventory by verifying the actual purchase cost. Testing the net realizable value by comparing actual cost with most recent selling price.

#### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated

If based on the work we have performed, we conclude that there is material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Responsibility of Management for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS Financial Statements that give a true and fair view of the financial position, profit/loss (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS)

specified under Section 133 of the Act, read with Rule 4 of the Companies (Ind AS) Rules, 2015. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

#### **Auditor's Responsibilities for the Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(I) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has internal financial controls with reference to Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on other Legal and Regulatory Requirements**

As required by 'the Companies (Auditor's Report) Order, 2016' ("the order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of Companies Act, 2013, we give in the Annexure- A, a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.

#### **As required by section 143(3) of the Act, we report that:**

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes 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, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flow and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the Basis of written representations received from the Directors as on 31st March, 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023, from being appointed as a Directors in terms of section 164(2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in Annexure "B".
- g) With respect to the other matters to be included in the Auditor's Report and to our best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements in Note No. 33.15
  - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv. a) The Company has represented that no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries other than those disclosed in the notes to accounts.
  - b) The Company has represented that no funds have been received by the company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries other than those disclosed in the notes to accounts.
  - c) Based on audit procedures considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (a) and (b) above contain any material misstatement.
- v. The company has not declared and paid any dividend during the financial year accordingly the provisions of section 123 is not applicable.

**For Kailash Chand Jain & Company**  
**Chartered Accountants**  
**FRN: 112318W**

**Yash Singhal**  
**Partner**  
**M. No. 157392**  
**UDIN: 23159392BGWVQA5365**  
**Date: May 25, 2023**  
**Place: Mumbai**



**ANNEXURE -A****Annexure-A to the Independent Auditor's Report****"Annexure A" to the Independent Auditor's Report to the members of the company on the Ind AS financial statements for the year ended March 31, 2023 we report that:**

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its Property, Plant & Equipment and Intangible Assets;
- (b) The Company has regular programme of physical verification of its PPE. As per information and explanation given to us no material discrepancies were noticed on such verification.
- (c) The title deeds of Immovable properties are held in the name of the company.
- (d) The Company has not revalued its Property, Plant & Equipment and Intangible Assets during the year.
- (e) According to information provided by the management no proceedings have been initiated or are pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988.
- ii. (a) According to information and explanation provided by the management, physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed on such verification which in our opinion is reasonable having regards to size of the Company and nature of its assets.
- (b) The company has been sanctioned working capital limits in excess of five crores, in aggregate, from banks or financial institutions on the basis of security of current assets and the quarterly/monthly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the company.
- iii. According to the information and explanations given to us, the Company has not granted any loans and advances in the nature of loans secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties accordingly this clause is not applicable to the company.
- iv. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- v. The Company has not accepted any deposits, hence the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- vi. We have broadly reviewed the books of account and records maintained by the Company pursuant to the rules prescribed by the Central Government of India, the company is required to maintain cost records as specified under section 148(1) of the Companies Act, 2013 in respect of its products. We have broadly reviewed the same and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. The contents of these accounts and records have not been examined by us.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the company is generally regular in depositing the undisputed statutory dues including provident funds, goods and service tax and other material statutory dues applicable with the appropriate authorities. According to the information and explanation given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2023, for the period of more than six months from the date becoming payable except the following.

Particulars	Amount (Rs.)
TDS as per Traces	1,84,594



- (b) According to the information and explanations given to us, the details of statutory dues of income tax, sales tax, service tax or custom duty, excise duty or value added tax, which have not been deposited on account of appeal are given as under.

Name of the Statute	Nature Dues	Amount (Rs.)	Period to which it pertains	Forum in which Dispute is Pending
Central Excise Act,1944	Excise	2,18,539	2005-06	Assistant Commissioner of Central Excise
Customs Act,1962	Excise	7,40,817	2004-05	Assistant Commissioner of Customs
Central Excise Act,1944	Excise	3,08,147	2010-11	Assistant Commissioner of Central Excise

- viii. As per the information and explanations given to us, the company has not disclosed or surrendered any undisclosed income during the year, therefore this clause is not applicable to the company.
- ix. (a) According to the records of the company examined by us, and information and explanations given to us the company has not defaulted in repayment of dues to any Financial Institution as at the balance sheet date.
- (b) Company has not been declared a wilful defaulter by any bank or financial institution or any other lender.
- (c) According to the records of the company examined by us, company has utilised the term loan towards the purpose for which it was obtained.
- (d) According to the records of the company examined by us, the company has not utilised any short term borrowing for long term purpose.
- (e) The company has not raised any money from any person or entity for the account of or to pay the obligations of its associates, subsidiaries or joint ventures, therefore this clause is not applicable to company.
- (f) The company has not raised any loans during the year by pledging securities held in their subsidiaries, joint ventures or associate companies. Therefore this clause is not applicable to company.
- x. (a) The company has not raised moneys by way of initial public offer or further public offer including debt instruments. Accordingly, the provisions of clause 3 (x) of the Order are not applicable to the Company.
- (b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and hence this clause is not applicable to the company.
- xi. (a) According to information and explanations given to us there were no frauds on the Company by its officers or employees noticed or reported by the management for the year under review.
- (b) No auditors of the company have filed a report in Form ADT-4 with the Central Government as prescribed under the Companies (Audit and Auditors) Rules, 2014. Therefore this clause is not applicable to company.
- (c) There are no whistle-blower complaints; therefore this clause is not applicable to the company.
- xii. According to the information and explanations given to us the Company is not a Nidhi Company hence clause 3(xii) of the order is not applicable.
- xiii. According to the explanations and information given to us, all the transactions of the related parties at the Company, for the year under review are in compliance with Section 177 and 188 of the Companies Act, 2013 and the details of the same have been disclosed in the Ind AS financial statements as required by the applicable Indian accounting standards.
- xiv. According to the explanations and information given to us, company have an internal audit system which is commensurate with its size and business activities and report of the internal auditor has been taken into consideration.
- xv. According to the information and explanation given to us the Company has not entered into any non cash transaction with directors or persons connected with him as per provisions of Section 192 of the Companies Act, 2013.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and hence clause 3(xvi) of the order is not applicable.

- xvii. According to the explanations and information given to us, company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
- xviii. There has been no resignation of statutory auditor during the year, and hence this clause is not applicable to the company.
- xix. According to the explanations, information given to us and on evaluation of ageing reports, financial ratios and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- xx. According to the explanations, information given to us there is no unspent amount of CSR to be transfer to Fund specified in Schedule VII to the Companies Act. Therefore this clause is not applicable to the company.
- xxi. According to the explanations, information given to us, the company does not prepare consolidated financials since it does not have any subsidiary, associate or joint venture and therefore this clause is not applicable to the company.

**For Kailash Chand Jain & Company**  
**Chartered Accountants**  
**FRN: 112318W**

**Yash Singhal**  
**Partner**  
**M. No. 157392**  
**UDIN: 23159392BGWVQA5365**  
**Date: May 25, 2023**  
**Place: Mumbai**



## **Annexure –B**

### **ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON FINANCIAL STATEMENTS OF SHREE HARI CHEMICALS EXPORT LIMITED**

#### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of SHREE HARI CHEMICALS EXPORT LIMITED ("the Company") as of March 31, 2023 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India".

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company, has in all other material respects has, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Kailash Chand Jain & Company**

Chartered Accountants

FRN: 112318W

**Yash Singhal**

Partner

M. No. 159392

UDIN: 23159392BGWVQA5365

Date: May 25, 2023

Place: Mumbai

**STATEMENT OF ASSETS AND LIABILITIES****AS AT 31ST MARCH, 2023**

(₹ In Lakhs)

Particulars	Note No.	As at 31st March, 2023	As at 31st March, 2022
<b>I. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
Property, Plant & Equipment and Intangible Assets	2	1,809.24	1,466.33
Capital work-in-progress	2	40.50	382.81
Financial Assets			
Investments	3	73.51	76.81
Loans & Advances	4	-	-
Other Financial Assets	5	709.71	372.48
Deferred Tax Assets (Net)	6	966.97	308.76
		<b>3,599.94</b>	<b>2,607.19</b>
<b>(2) Current Assets</b>			
Inventories	7	2,290.53	4,033.56
Financial Assets			
Trade Receivables	8	2,765.32	1,690.03
Cash and Cash Equivalents	9	64.64	62.74
Bank balance other than included in cash and cash equivalents above	10	9.42	312.74
Loans & Advances	11	-	-
Investments	12	-	-
Other Financial Assets	13	49.04	46.95
Current Tax Assets	14	42.76	396.13
Other Current Assets	15	131.63	186.75
		<b>5,353.35</b>	<b>6,728.90</b>
<b>TOTAL</b>		<b>8,953.29</b>	<b>9,336.09</b>
<b>II EQUITY AND LIABILITIES</b>			
<b>(1) EQUITY</b>			
Equity Share Capital	16	444.63	444.63
Other Equity	17	1,349.90	3,310.85
		<b>1,794.53</b>	<b>3,755.48</b>
<b>(2) LIABILITIES</b>			
Non-Current Liabilities			
(a) Provisions	18	65.64	74.66
(b) Financial Liabilities			
Borrowings	19	464.20	487.08
Other Financial Liabilities	20	5.00	5.00
		<b>534.84</b>	<b>566.74</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
Borrowings	21	2,511.06	1,758.72
Trade Payables	22		
Dues to micro and small enterprise		162.67	191.76
Others		3,515.30	2,699.80
Other Financial Liabilities	23	382.29	342.95
(b) Other Current Liabilities	24	52.60	20.66
		<b>6,623.92</b>	<b>5,013.87</b>
<b>TOTAL</b>		<b>8,953.29</b>	<b>9,336.09</b>
Significant Accounting Policies	1		
The accompanying notes form an integral part of the financial statements			

As per our report of even date attached

**For Kailash Chand Jain & Company**

Chartered Accountants

Firm Registration No.: 112318W

**Yash Singhal**

Partner

Membership No.: 159392

Place: Mumbai

Dated : 25/05/2023

For and on behalf of the Board

**B. C. AGRAWAL**

Chairman &amp; Managing Director

[DIN : 00121080]

**S. K. KEDIA**

Whole Time Director &amp; Chief Financial Officer

[DIN No. 08556924]

**SARTHAK AGARWAL**

Whole Time Director

[DIN : 03613314]

**URVASHI PANDYA**

Company Secretary

Membership No. F11797



**STATEMENT OF PROFIT & LOSS**

FOR THE YEAR ENDED 31st MARCH, 2023

(₹ In Lakhs)

Particulars	Note No.	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
I. Revenue from Operations	25	10,257.50	7,644.51
II. Other Incomes	26	95.05	363.61
<b>III. Total Income (I + II)</b>		<b>10,352.55</b>	<b>8,008.12</b>
<b>IV. Expenses:</b>			
Cost of Material Consumed	27	6,832.37	7,078.29
Changes in Inventories	28	1,746.88	(2,968.56)
Employee Benefit Expenses	29	1,214.59	1,115.08
Finance Costs	30	184.65	46.95
Depreciation and Amortization Expense	2	212.48	140.87
Other Expenses	31	2,806.50	2,395.76
<b>Total Expenses</b>		<b>12,997.47</b>	<b>7,808.40</b>
V. Profit before Exceptional and Extraordinary Items and Tax (III - IV)		<b>(2,644.92)</b>	<b>199.72</b>
VI. Exceptional Items/ Extraordinary Items	32	-	93.32
VII. Profit before Tax (V - VI)		<b>(2,644.92)</b>	<b>106.40</b>
<b>VIII. Tax Expense:</b>			
(1) Current Tax	-	-	-
(2) Deferred Tax Liability/ (Assets)	6	(664.70)	38.62
(3) Short/excess provision of Income Tax		(0.00)	-
<b>Total Tax Expense</b>		<b>(664.70)</b>	<b>38.62</b>
<b>IX. Profit for the Year (VII-VIII)</b>		<b>(1,980.22)</b>	<b>67.78</b>
<b>X Other Comprehensive Income</b>			
a Items that will not be reclassified to profit or loss			
i) Remeasurement of the defined benefit plans		25.76	2.95
ii) Income tax relating to items that will not be reclassified to profit or loss		(6.48)	(0.74)
<b>Total other Comprehensive Income</b>		<b>19.28</b>	<b>2.21</b>
<b>XI. Total Comprehensive Income for the year (IX-X)</b>		<b>(1,960.94)</b>	<b>69.99</b>
<b>XI. Earnings Per Equity Share</b>	34.1		
(1) Basic		(44.10)	1.57
(2) Diluted		(44.10)	1.57
The accompanying notes form an integral part of the financial statements			

As per our report of even date attached  
**For Kailash Chand Jain & Company**  
Chartered Accountants  
Firm Registration No.: 112318W

**Yash Singhal**  
Partner  
Membership No.: 159392

Place: Mumbai  
Dated : 25/05/2023

For and on behalf of the Board

**B. C. AGRAWAL**  
Chairman & Managing Director  
[DIN : 00121080]

**S. K. KEDIA**  
Whole Time Director & Chief Financial Officer  
[DIN No. 08556924]

**SARTHAK AGARWAL**  
Whole Time Director  
[DIN : 03613314]

**URVASHI PANDYA**  
Company Secretary  
Membership No. F11797



## STATEMENT OF CASH FLOW

FOR THE YEAR ENDED 31st MARCH, 2023

(₹ In Lakhs)

Particulars	For the Year Ended 31st March, 2023	For the Year Ended 31st March, 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax	(2,644.92)	106.40
Adjustment for :		
Depreciation ( Net )	212.48	140.87
Gratuity (other than OCI)	16.74	15.43
Interest Received	(37.77)	(36.23)
Profit on Sale of Fixed Assets	(7.38)	-
Dividend	(0.05)	(0.05)
Revaluation of Investment	3.30	(1.94)
Gain on Sale of SBI Mutual Fund	-	-
	<b>(2,457.61)</b>	<b>224.49</b>
<b>Changes in Working Capital :</b>		
Increase / (Decrease) in Trade Payable	786.41	1,249.36
Increase / (Decrease) Current Liabilities including Financial Liabilities	71.29	(203.33)
Increase / (Decrease) Borrowings	752.35	1,758.72
(Increase) / Decrease in Balance with bank other than Cash & Cash Equivalents	(33.92)	361.27
(Increase) / Decrease in Inventories	1,743.03	(3,297.13)
(Increase) /Decrease in Sundry Receivables	(1,075.29)	727.48
Decrease/ (Increase) in Other Current Assets	406.39	(296.81)
<b>Cash flow from operating activities before extraordinary items</b>	<b>192.65</b>	<b>524.04</b>
Taxes Paid (Net)	-	-
<b>Cash Generated from Operating Activities</b>	<b>192.65</b>	<b>524.04</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale / (Purchase of Fixed Assets)	(205.70)	(1,172.64)
Interest Received	37.77	36.23
Sale/(Purchase) of Mutual Fund (net)	-	50.61
Purchase of Investments (net)	(0.00)	(11.89)
Dividend Received	0.05	0.05
Long Term Loan & Advances	-	28.86
<b>Cash Generated from Investment Activities</b>	<b>(167.88)</b>	<b>(1,068.78)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Borrowings from Banks and Financials Institutions	(22.88)	487.08
<b>Cash Outflow from Financial Activities</b>	<b>(22.88)</b>	<b>487.08</b>
Net Increase in Cash & Cash Equivalents	1.90	(57.66)
Opening Balance of Cash & Cash Equivalents	62.74	120.40
<b>Closing Balance of Cash &amp; Cash Equivalents</b>	<b>64.64</b>	<b>62.74</b>

As per our report of even date attached  
**For Kailash Chand Jain & Company**  
Chartered Accountants  
Firm Registration No.: 112318W

**Yash Singhal**  
Partner  
Membership No.: 159392

Place: Mumbai  
Dated : 25/05/2023

For and on behalf of the Board

**B. C. AGRAWAL**  
Chairman & Managing Director  
[DIN : 00121080]

**S. K. KEDIA**  
Whole Time Director & Chief Financial Officer  
[DIN No. 08556924]

**SARTHAK AGARWAL**  
Whole Time Director  
[DIN : 03613314]

**URVASHI PANDYA**  
Company Secretary  
Membership No. F11797

**STATEMENT OF CHANGES IN EQUITY**

FOR THE YEAR ENDED MARCH 31, 2023

**A) Equity share capital****(1) Current reporting period As on 31.03.2023**

(₹ In Lakhs)

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
Authorised Share Capital - Equity shares of Rs. 10/- each		1,000.00		1,000.00
	-	<b>1,000.00</b>	-	<b>1,000.00</b>
Equity shares of INR 10 each issued, subscribed and fully paid		444.63		444.63
	-	<b>444.63</b>	-	<b>444.63</b>

**(2) Previous reporting period as on 31.03.2022**

(₹ In Lakhs)

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
Authorised Share Capital - Equity shares of Rs. 10/- each		1,000.00		1,000.00
	-	<b>1,000.00</b>	-	<b>1,000.00</b>
Equity shares of INR 10 each issued, subscribed and fully paid		444.63		444.63
	-	<b>444.63</b>	-	<b>444.63</b>

**B) Other equity****(1) Current reporting period As on 31.03.2023**

(₹ In Lakhs)

Particulars	Reserves and Surplus			Total
	General Reserve	Share Forfeiture	Profit and Loss Account	
Balance at April 1, 2022	237.93	47.09	3,025.83	3,310.85
Profit / (Loss) for the year	-	-	(1,960.94)	(1,960.94)
<b>Balance at Mar 31, 2023</b>	<b>237.93</b>	<b>47.09</b>	<b>1,064.88</b>	<b>1,349.90</b>

**(2) Previous reporting period As on 31.03.2022**

(₹ In Lakhs)

Particulars	Reserves and Surplus			Total
	General Reserve	Share Forfeiture	Profit and Loss Account	
Balance at April 1, 2021	237.93	47.09	2,955.84	3,240.86
Profit / (Loss) for the year	-	-	69.99	69.99
<b>Balance at Mar 31, 2022</b>	<b>237.93</b>	<b>47.09</b>	<b>3,025.83</b>	<b>3,310.85</b>

The accompanying notes form an integral part of the financial statements

As per our report of even date attached  
**For Kailash Chand Jain & Company**  
Chartered Accountants  
Firm Registration No.: 112318W

**Yash Singhal**  
Partner  
Membership No.: 159392

Place: Mumbai  
Dated : 25/05/2023

For and on behalf of the Board

**B. C. AGRAWAL**  
Chairman & Managing Director  
[DIN : 00121080]

**S. K. KEDIA**  
Whole Time Director & Chief Financial Officer  
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**SARTHAK AGARWAL**  
Whole Time Director  
[DIN : 03613314]

**URVASHI PANDYA**  
Company Secretary  
Membership No. F11797

## NOTES TO STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st MARCH, 2023

### 1. SIGNIFICANT ACCOUNTING POLICIES:

#### Company Overview

Shree Hari Chemicals Export Limited (the Company) is a Public Limited Company domiciled in India and is listed on the Bombay Stock Exchange (BSE). The Company was incorporated in 1987. The company is 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:

These financial statements have been prepared in compliance with Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended, on the accrual basis.

#### b) Use of Estimates:

The preparation of Financial Statements in accordance with Ind - AS requires use of estimates and assumptions for some items, which might have an effect on their recognition and measurement in the Balance Sheet and Statement of Profit and Loss. The actual amounts realized may differ from these estimates. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the management becomes aware of changes in circumstances surrounding the estimates. Differences between the actual results and estimates are recognized in the period in which the results are known / materialized and, if material, their effects are disclosed in the notes to the financial Statements.

#### Estimates and Assumptions are required in particular for:

- i. Determination of the estimated useful life of tangible assets and the assessment as to which components of the cost may be capitalized. Useful life of tangible assets is based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful life is different from that prescribed in Schedule II, it is based on technical advice, taking into account the nature of the asset, estimated usage and

operating conditions of the asset, past history of replacement and maintenance support. Assumptions also need to be made, when the Company assesses, whether an asset may be capitalized and which components of the cost of the asset may be capitalized.

#### ii. Recognition and measurement of defined benefit obligations:

The obligation arising from the defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation and vested future benefits and life expectancy. The discount rate is determined with reference to market yields at the end of the reporting period on the government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations.

#### iii. Recognition of deferred tax assets:

A Deferred tax asset is recognized for all the deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized. The management assumes that taxable profits will be available while recognizing deferred tax assets

#### iv. Discounting of financial liabilities:

All financial liabilities are required to be measured at fair value on initial recognition. In case of financial liabilities, which are required to be subsequently measured at amortized cost, interest is accrued using the effective interest method.

#### c) Property, Plant and Equipments:

- i. The Company has measured all of its plant and Equipments and freehold land at fair value at the date of transition to Ind - AS. The Company has elected these value as deemed cost at the transition date. All other property, plant and equipments have been carried at value in accordance with the previous GAAP.
- ii. Property, plant and equipments are stated at cost net of cenvat / value added tax less accumulated depreciation and impairment loss, if any.



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 Value (WDV) of depreciation based on the useful life of the assets prescribed under Schedule II to the Companies Act, 2013 with exception of Effluent Treatment Plant which is depreciated over 8 years.

**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 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, Excise Duty and GST.

**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) Fair Value Measurement:**

Fair value is the price that would be received to sell an asset or settle a liability in an ordinary transaction between market participants at the measurement date. The fair value of an asset or a liability is measured using the assumption that market participants would use when pricing an asset or liability acting in their best economic interest. The Company used valuation techniques, which were appropriate in circumstances and for which sufficient data were available considering the expected loss/profit in case of financial assets or liabilities.

**g) Inventories:**

Inventories including raw materials, work-in progress and stores are valued at cost and that of finished goods 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 net realizable value. Cost includes all charges in bringing the goods to the point of sale, including tax (non-refundable), levies, transit insurance, and receiving charges. Work-in-progress and finished goods include material cost, appropriate proportion of overhead.

**h) 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. Non-monetary foreign currency items are carried at cost. Any income or expense on account of exchange difference either on settlement or on restatement is recognized in the Statement of Profit and Loss.

**i) Financial Instruments:**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity

**Financial Assets:**

**i. Classification:**

The Company classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flows characteristics of the financial asset.

**ii. Initial recognition and measurement:**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

**iii. Financial Assets measured at amortized cost:**

Financial assets are measured at amortised cost when asset is held within a business model, whose objective is to hold assets for collecting contractual cash flows and contractual terms of the asset give rise on specified dates to cash flows



that are solely payments of principal and interest. Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. The losses arising from impairment are recognised in the Statement of profit and loss. This category generally applies to trade and other receivables.

**iv. Financial Assets measured at fair value through other comprehensive income (FVTOCI):**

Financial assets under this category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income.

**v. Financial Assets measured at fair value through profit or loss (FVTPL):**

Financial assets under this category are measured initially as well as at each reporting date at fair value with all changes recognised in profit or loss.

**vi. Investment in Equity Instruments:**

Equity instruments which are held for trading are classified as at FVTPL. All other equity instruments are classified as FVTOCI. Fair value changes on the instrument, excluding dividends, are recognised in the other comprehensive income. There is no recycling of the amounts from other comprehensive income to profit or loss.

**vii. De-recognition of Financial Assets:**

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

**viii. Impairment of Financial Assets:**

In accordance with Ind - AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are debt instruments and trade receivables.

**Financial Liabilities:**

**i. Classification:**

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

**ii. Initial recognition and measurement:**

All financial liabilities are recognised initially at fair value, in the case of loans, borrowings and payables, net of directly attributable transaction costs. Financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

**iii. Subsequent measurement:**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading, if they are incurred for the purpose of repurchasing in the near term.

**iv. Loans and Borrowings:**

Interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through EIR amortisation process.

**v. De-recognition of Financial Liabilities:**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

**j) 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.

**k) Defined Benefit Plans:**

The cost of the defined benefit gratuity plan and other post-employment benefits and the



present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates in India. Further details about gratuity obligations are given in Note No. 30.15.

**l) 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.

**m) Provision for Current Tax and Deferred Tax:**

Income Tax expenses comprises of current tax and deferred tax charge or credit. It is recognized in statement of profit and loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

**i. Current Tax**

Current tax comprises of the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of the previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Company:

- has a legally enforceable right to set off the recognized amounts; and
- intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously

**ii. Deferred tax**

Deferred tax is recognized for the future tax consequences of deductible temporary differences between the carrying values of assets and liabilities and their respective tax bases at the reporting date, using the tax rates and laws that are enacted or substantively enacted as on reporting date. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses and credits can be utilized. Deferred tax relating to items recognized in other comprehensive income and directly in equity is recognized in correlation to the underlying transaction.

Deferred tax assets and liabilities are offset only if:

- entity has a legally enforceable right to set off current tax assets against current tax liabilities;
- deferred tax assets and the deferred tax liabilities relate to the income taxes levied by the same taxation authority.

**n) Provision for Doubtful Debts and Loans and Advances:**

Provision is made in the accounts for doubtful debts, loans and advances in cases where the management considers the debts, loans and advances to be doubtful of recovery.

**o) 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.

**p) 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 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.

## 2. PROPERTY, PLANT &amp; EQUIPMENT AND INTANGIBLE ASSETS

(₹ In Lakhs)

	Leasehold land	Land	Plant & Machinery	Buildings	Motor Car	Furniture & Fixture	Computers	Office Equipment	Roads	Electrical Installation	Office Premises	Solar Power Plant	Total
Gross block													
As at March 31, 2020	27.68	-	3,522.85	577.33	144.06	35.29	12.37	34.11	25.06	110.24	85.83	-	4,574.82
Additions	-	-	-	-	-	2.01	0.59	0.22	-	-	-	-	2.82
Sale/ Transfer	-	-	-	-	75.10	-	-	-	-	-	-	-	75.10
As at March 31, 2021	27.68	-	3,522.85	577.33	68.96	37.29	12.97	34.33	25.06	110.24	85.83	-	4,502.54
Additions	-	27.73	38.11	1.80	41.76	0.99	-	6.28	-	-	-	697.68	814.35
Sale/ Transfer	-	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2022	27.68	27.73	3,560.96	579.13	110.73	38.28	12.97	40.61	25.06	110.24	85.83	697.68	5,316.89
Additions	-	-	518.50	73.56	28.02	0.08	0.34	0.53	-	0.46	-	-	621.48
Sale/ Transfer	-	-	61.84	2.04	-	-	0.10	0.40	-	1.72	-	-	66.09
As at March 31, 2023	27.68	27.73	4,017.62	650.65	138.75	38.36	13.21	40.75	25.06	108.99	85.83	697.68	5,872.28
Accumulated depreciation													
As at March 31, 2020	17.74	-	2,872.03	362.63	126.84	32.75	12.05	30.86	23.62	94.00	45.22	-	3,617.73
Depreciation for the year	2.12	-	122.96	20.27	4.50	0.36	0.05	0.68	0.22	3.81	4.69	-	159.66
Sale/ Transfer	-	-	-	-	67.71	-	-	-	-	-	-	-	67.71
As at March 31, 2021	19.86	-	2,994.99	382.90	63.63	33.10	12.10	31.54	23.84	97.81	49.91	-	3,709.68
Depreciation for the year	1.62	-	94.53	18.38	2.86	0.84	0.35	2.59	0.01	2.77	4.20	12.74	140.87
Sale/ Transfer	-	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2022	21.49	-	3,089.51	401.28	66.49	33.94	12.45	34.13	23.85	100.58	54.11	12.74	3,850.56
Depreciation for the year	1.26	-	86.22	20.48	15.45	0.78	0.11	2.51	-	2.01	3.76	79.91	212.48
Sale/ Transfer	-	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2023	22.74	-	3,175.73	421.76	81.94	34.72	12.56	36.64	23.85	102.58	57.87	92.65	4,063.04
As at March 31, 2023	4.93	27.73	841.89	228.88	56.81	3.64	0.64	4.11	1.21	6.40	27.96	605.03	1,809.24
As at March 31, 2022	6.19	27.73	471.45	177.85	44.24	4.34	0.52	6.48	1.21	9.66	31.72	684.94	1,466.33
As at March 31, 2021	7.81	-	527.87	194.43	5.33	4.19	0.86	2.79	1.22	12.43	35.92	-	792.86
As at March 31, 2020	9.94	-	650.83	214.71	17.22	2.54	0.32	3.25	1.44	16.24	40.61	-	957.09

**Note 2 (i) : There are no properties held by the company whose title deeds are not in the name of the company.**

**Note 2 (ii) CAPITAL WORK IN PROGRESS****Statement showing movement in Capital Work in Progress**

(₹ In Lakhs)

Particulars	As on April 1, 2020/2021/2022	Additions during the year	Capitalised during the year	Closing Balance
As at March 31, 2021	0.00	24.52	0.00	24.52
As at March 31, 2022	24.52	1,098.97	740.68	382.81
As at March 31, 2023	382.81	325.83	668.14	40.50

**Capital-Work-in Progress (CWIP)**

(a) For Capital-work-in progress as on 31.03.2023, ageing schedule are as under:

(₹ In Lakhs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	13.00	27.50	-	-	40.50
Projects temporarily suspended	-	-	-	-	-

(b) For capital-work-in progress as on 31.03.2023, whose completion is overdue or has exceeded its cost compared to its original plan, CWIP completion schedule are as under :-

(₹ In Lakhs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project 1	-	-	-	-	-
Project 2	-	-	-	-	-

(a) For Capital-work-in progress as on 31.03.2022, ageing schedule are as under:

(₹ In Lakhs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	362.73	20.08	-	-	382.81
Projects temporarily suspended	-	-	-	-	-

(b) For capital-work-in progress as on 31.03.2022, whose completion is overdue or has exceeded its cost compared to its original plan, CWIP completion schedule are as under :-

(₹ In Lakhs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project 1	-	-	-	-	-
Project 2	-	-	-	-	-

**3. INVESTMENT**

(₹ In Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Carried at Fair Value through P&amp;L</b>		
<b>a. Quoted Investments</b>		
Equity Shares		
SIMCO Industries Ltd	-	-
Siddhartha Tubes Ltd	-	-
Bhageria Industries Ltd.	1.41	2.65
Bodal Chemicals Ltd	0.06	0.10
Kiri Industries Ltd	0.28	0.49
Meghmani Organics Ltd	0.08	0.10
Shree Pushkar Chemicals & Fertilizers Ltd	0.15	0.28
JBF Industries Ltd.	2.26	3.90
	<b>4.23</b>	<b>7.53</b>
<b>b. Unquoted Investments</b>		
CETP Co-Op. Society Ltd.	69.28	69.28
	<b>69.28</b>	<b>69.28</b>
<b>Total</b>	<b>73.51</b>	<b>76.81</b>

**4. LOANS**

(₹ In Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Carried at Amortized Cost</b>		
(i) Security Deposits	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**Note 4.1**

These Deposits are not expected to be received/matured within 12 months and hence are classified as long term

**5. OTHER FINANCIAL ASSETS**

(₹ In Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Carried at Amortized Cost</b>		
(i) Bank Deposits with original maturity more than 12 months (Refer Note 5.1)	679.82	342.49
(ii) Security Deposits	29.89	29.99
<b>Total</b>	<b>709.71</b>	<b>372.48</b>

**Note 5.1**

The above deposits with bank are lien marked against the the overdraft facility availed by the company

**6. DEFERRED TAX ASSETS**

(₹ In Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Tax effect of items constituting Deferred Tax Liability</b>		
On Revaluation of Investments	7.80	8.63
On difference between book balance and tax balance of fixed assets	104.32	63.47
<b>Total</b>	<b>112.12</b>	<b>72.10</b>
<b>Tax effect of items constituting Deferred Tax Asset</b>		
Provision for Gratuity	(16.52)	(18.79)
Carry forward Losses	(1,062.58)	(362.07)
<b>Total</b>	<b>(1,079.10)</b>	<b>(380.86)</b>
<b>Net deferred tax (liability) / asset</b>	<b>966.97</b>	<b>308.76</b>

Refer Note 30.21 for Movement in Deferred Tax Liability/ Assets

**7. INVENTORIES**

(₹ In Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Raw Materials	247.65	289.34
Stock in Transit (Raw Material)	118.60	17.62
Work-in-Progress	56.55	133.55
Finished Goods	1,585.36	3,274.46
Gypsum	20.66	1.45
Others	261.71	317.16
<b>Total</b>	<b>2,290.53</b>	<b>4,033.56</b>

**8. TRADE RECEIVABLE**

(₹ In Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Carried at Amortized Cost</b>		
<b>(Unsecured)</b>		
i) Undisputed Trade Receivables - Considered good	2,765.32	1,690.03
ii) Undisputed Trade Receivables - Considered doubtful	-	-
iii) Disputed Trade Receivables - Considered good	-	-
iv) Disputed Trade Receivables - Considered doubtful	-	-
<b>Total</b>	<b>2,765.32</b>	<b>1,690.03</b>

Note: Ageing Schedule of Trade Receivables is given in Note 33.20



**9. CASH & CASH EQUIVALENTS**

(₹ In Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Carried at Amortized Cost</b>		
Cash in Hand	37.96	33.17
Balance with Banks	-	-
-In Current Accounts	26.68	29.56
<b>Total</b>	<b>64.64</b>	<b>62.74</b>

**10. BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS**

(₹ In Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Carried at Amortized Cost</b>		
Deposits with original maturity for more than 3 months but less than 12 months	-	291.71
	-	-
<b>In earmarked accounts</b>		
-Unpaid Dividend Account (Refer Note No.33.2)	9.42	21.02
<b>Total</b>	<b>9.42</b>	<b>312.74</b>

**Note:** The above deposits with bank are lien marked against the overdraft facility availed by the company

**11. LOANS & ADVANCES**

(₹ In Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Carried at Amortized Cost</b>		
Unsecured and Considered good		
Advances recoverable in cash or in kind	-	-
Advances to suppliers	-	-
Advances to employees	-	-
Advance to suppliers against capital goods	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**12. INVESTMENT**

(₹ In Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Carried at Fair Value through P&amp;L</b>		
SBI Mutual Fund	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**13. OTHER FINANCIAL ASSETS**

(₹ In Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Carried at Amortized Cost</b>		
(i) Interest accrued on deposits	13.04	10.95
(ii) Security Deposits	36.00	36.00
<b>Total</b>	<b>49.04</b>	<b>46.95</b>

**14. CURRENT TAX ASSETS**

(₹ In Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Balances with government authorities	42.76	396.13
<b>Total</b>	<b>42.76</b>	<b>396.13</b>

**15. OTHER CURRENT ASSETS**

(₹ In Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Prepaid Expenses	28.63	24.45
Advances to suppliers	29.63	54.49
Advances to employees	6.88	7.22
Advance to suppliers against capital goods	0.27	1.00
Insurance Claim Receivables	66.22	99.58
<b>Total</b>	<b>131.63</b>	<b>186.75</b>

**16. EQUITY SHARE CAPITAL**

(₹ In Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>-Authorised</b>		
10,000,000 Equity Shares of Rs. 10/- each with voting rights	1,000.00	1,000.00
[Previous Year : 10,000,000 Equity Shares of Rs.10/- each]	-	-
<b>-Issued, Subscribed and fully Paid up</b>		
4,446,300 Equity Shares of Rs.10/- each fully paid-up. with voting rights	444.63	444.63
[Previous Year : 4,446,300 Equity Shares of Rs.10/- each]		
(Refer Note No.30.1)		
<b>Total</b>	<b>444.63</b>	<b>444.63</b>

**17. OTHER EQUITY**

(₹ In Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>General Reserve</b>		
Opening Balance	237.93	237.93
Add: Additions during the Year	-	-
Closing Balance	237.93	237.93
<b>Share Forfeiture</b>		
Opening Balance	47.09	47.09
Add: Additions during the Year	-	-
Closing Balance	47.09	47.09
<b>Profit and Loss Account</b>		
Opening Balance	3,025.83	2,955.84
Add: Profit During The Year	(1,960.94)	69.99
Less: Proposed Dividend	-	-
Less: Dividend Distribution Tax (DDT)	-	-
Closing Balance	1,064.88	3,025.83
<b>Closing Balance</b>	<b>1,349.90</b>	<b>3,310.85</b>

**18. PROVISIONS**

(₹ In Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Group Gratuity	65.64	74.66
<b>Total</b>	<b>65.64</b>	<b>74.66</b>

**19. BORROWINGS**

(₹ In Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>SECURED</b>		
Term Loan from SBI	426.38	464.00
Vehicle Loan from HDFC (Secured against Hypothecation of vehicle)	20.48	-
Vehicle Loan from SBI (Secured against Hypothecation of vehicle)	17.34	23.08
<b>Total</b>	<b>464.20</b>	<b>487.08</b>

Note: The above term loan is secured against hypothecation of all the current assets, mortgage of all the land parcels held by the company and personal guarantee of Mr. Bankeshchandra Agrawal and Mr. Sarthak Agrawal.

**20. OTHER FINANCIAL LIABILITIES**

(₹ In Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>LOANS &amp; ADVANCES</b>		
<b>Carried at Amortized Cost</b>		
Security Deposit	5.00	5.00
<b>Total</b>	<b>5.00</b>	<b>5.00</b>

**21. BORROWINGS**

(₹ In Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>CURRENT</b>		
<b>SECURED</b>		
Working Capital loan from SBI (Secured against Hypothecation of all the current assets)	2,004.90	1,267.77
Loan Against Fixed Deposit	460.49	462.46
Current Maturities of Long term borrowings	-	-
(i) Term Loan from SBI	36.00	23.33
(ii) Vehicle Loan from HDFC	4.46	-
(iii) Vehicle Loan from SBI	5.22	5.16
<b>Total</b>	<b>2,511.06</b>	<b>1,758.72</b>

Note: The above working capital loan is secured against hypothecation of all the current assets, mortgage of all the land parcels held by the company and personal guarantee of Mr. Bankeshchandra Agrawal and Mr. Sarthak Agrawal.

**22. TRADE PAYABLE**

(₹ In Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Carried at Amortized Cost</b>		
Dues to the Micro, Small & Medium Enterprises (Refer note 33.6)	162.67	191.76
Others	3,515.30	2,699.80
Disputed Dues (MSMEs)	-	-
Disputed Dues (Others)	-	-
<b>Total</b>	<b>3,677.96</b>	<b>2,891.55</b>

**Note 22.1** Ageing Schedule of Trade Payable is given in Note 33.21

**23. OTHER FINANCIAL LIABILITIES**

(₹ In Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Carried at Amortized Cost</b>		
Advance From Customer	1.27	1.25
Unpaid Dividend	9.42	21.02
Sundry Creditor for Expenses	215.65	219.45
Outstanding Expenses	155.95	101.22
<b>Total</b>	<b>382.29</b>	<b>342.95</b>

**24. OTHER CURRENT LIABILITIES**

(₹ In Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Statutory Dues payable	52.60	20.66
<b>Total</b>	<b>52.60</b>	<b>20.66</b>

**25. REVENUE FROM OPERATIONS**

(₹ In Lakhs)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Sale of Manufactured Goods (Refer Note No.33.3)	10,255.17	7,343.09
Trading Sales	-	282.96
Other Operating Revenues	2.34	18.46
<b>Total</b>	<b>10,257.50</b>	<b>7,644.51</b>

**26. OTHER INCOMES**

(₹ In Lakhs)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Interest Income	37.77	36.23
Foreign Exchange Rate Fluctuation	0.13	2.95
Dividend	0.05	0.05
Insurance Claim	-	292.59
Discount Received	15.33	3.88
Sundry Balance W/back	9.76	12.04
Rent Received	14.64	13.77
Revaluation of Investment as per IndAS	-	1.94
Interest on Income tax Refund	9.25	-
Gain on Sale of investment	-	0.17
Profit /loss on Sale of Fixed Asset	7.38	-
Miscellaneous Income	0.73	-
<b>Total</b>	<b>95.05</b>	<b>363.61</b>

**27. COST OF MATERIAL CONSUMED**

(₹ In Lakhs)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Stock at Commencement	289.34	203.85
Add : Purchases of Raw Material	6,804.26	6,961.90
Add : Purchases of Traded Goods	-	233.57
	<b>7,093.59</b>	<b>7,399.32</b>
Less: Closing Stock	247.65	289.34
Less : Goods removed as such	13.57	31.69
<b>Material consumed</b>	<b>6,832.37</b>	<b>7,078.29</b>

**28. CHANGES IN INVENTORY OF FINISHED GOODS, WORK-IN-PROGRESS, AND STOCK-IN-TRADE**

(₹ In Lakhs)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
<b>Inventories at the beginning of year</b>		
Finished Goods	3,274.46	324.86
Work-in-Progress	133.55	80.84
Gypsum (By Product)	1.45	35.20
	<b>3,409.45</b>	<b>440.89</b>
<b>Inventories at the end of year</b>		
Finished Goods	1,585.36	3,274.46
Work-in-Progress	56.55	133.55
Gypsum (By Product)	20.66	1.45
	<b>1,662.57</b>	<b>3,409.45</b>
<b>Total</b>	<b>1,746.88</b>	<b>(2,968.56)</b>



**29. EMPLOYEE BENEFIT EXPENSES**

(₹ In Lakhs)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Salary, bonus and allowances	1,160.56	1,071.54
Workmen & Staff welfare	17.67	9.97
Gratuity	16.74	15.43
PF Contribution	19.63	18.14
<b>Total</b>	<b>1,214.59</b>	<b>1,115.08</b>

**30. FINANCE COST**

(₹ In Lakhs)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Interest on Borrowed Fund	173.74	29.86
Stamp Duty	-	10.51
LC Charges	3.99	0.49
Other Finance cost	3.00	6.09
Processing Fees	3.91	-
<b>Total</b>	<b>184.65</b>	<b>46.95</b>

**31. OTHER EXPENSES**

(₹ In Lakhs)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Manufacturing expenses	2,154.19	2,045.44
Travelling & Conveyance	40.20	24.52
Communication & Postage Expenses	3.99	2.67
Insurance	53.65	37.47
Rent, Rates & Taxes	135.50	75.76
Professional & Legal	112.31	53.83
<b>Repair &amp; Maintenance</b>	<b>-</b>	<b>-</b>
- Buildings	56.64	2.21
- Others	4.58	13.23
Selling and Distribution	108.72	66.12
Auditors' Remuneration	6.00	2.50
Donation	22.75	1.89
Provision for Doubtful Debt	1.19	-
Revaluation of Ind AS	3.30	-
Other Expenses	103.49	70.12
<b>Total</b>	<b>2,806.50</b>	<b>2,395.76</b>

**32. EXTRAORDINARY EXPENSES**

(₹ In Lakhs)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Flood Expenses	-	93.32
<b>Total</b>	<b>-</b>	<b>93.32</b>

**33. NOTES FORMING PART OF FINANCIAL STATEMENTS:****33.1 EQUITY SHARES:**

The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed, if any, 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.

**i. 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 31st March, 2023		As at 31st March, 2022	
	No. of Shares	(₹ In Lakhs)	No. of Shares	(₹ In Lakhs)
<b>Equity Share Capital-Fully paid up with voting Rights:</b>				
Opening Share Capital	4,446,300	444.63	4,446,300	444.63
Add : Issued during the year	-	-	-	-
Less: Bought back during the year	-	-	-	-
<b>Closing Share Capital</b>	<b>4,446,300</b>	<b>444.63</b>	<b>4,446,300</b>	<b>444.63</b>

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

Name of Shareholders	As at 31st March, 2023		As at 31st March, 2022	
	No. Of Shares Held	In % of Holding	No. Of Shares Held	In % of Holding
1. Om Pareek Investment Company Ltd.	4,65,700	10.47	4,65,700	10.47
2. Suman Agarwal	3,55,693	8.00	3,55,693	8.00
3. Gayatri Devi Agarwal	3,52,926	7.94	3,52,926	7.94
4. Kanta Agarwal	3,66,106	8.23	3,66,106	8.23
<b>TOTAL</b>	<b>1,540,425</b>	<b>34.64</b>	<b>1,540,425</b>	<b>34.64</b>

(Refer Note No. 16 "Equity Share Capital")

**iii. Shareholding of Promoters are as under (In Nos.):**

Name of Shareholders	Shares held by promoters at the end of the year 31.03.2023		Shares held by promoters at the end of the year 31.03.2022	
	No. Of Shares Held	In % of Holding	No. Of Shares Held	In % of Holding
1. Om Pareek Investment Company Limited	4,65,700	10.47	4,65,700	10.47
2. Kanta Agarwal	3,66,106	8.23	3,66,106	8.23
3. Suman Agarwal	3,55,693	8.00	3,55,693	8.00
4. Gayatri Agarwal	3,52,926	7.94	3,52,926	7.94

Name of Shareholders	Shares held by promoters at the end of the year 31.03.2023		Shares held by promoters at the end of the year 31.03.2022	
	No. Of Shares Held	In % of Holding	No. Of Shares Held	In % of Holding
5. Shree HariFinvest Limited	1,70,000	3.82	1,70,000	3.82
6. Narangi Agarwal	1,11,920	2.52	1,11,920	2.52
7. Bankesh Chandra Agrawal	61,200	1.38	61,200	1.38
8. Vikas Agarwal	59,100	1.33	59,100	1.33
9. Smradhi Agarwal	37,000	0.83	37,000	0.83
10. Sohanlal Suwalal Ramuka	35,000	0.79	35,000	0.79
11. Ajay Babulal Agarwal	29,100	0.65	29,100	0.65
12. Manoj Kumar Ramu Raman Agrawal	27,000	0.61	27,000	0.61
13. Ramu Raman Agarwal	18,600	0.42	18,600	0.42
14. Pooja Ramuraman Agarwal	15,000	0.34	15,000	0.34
15. Babulal Agarwal Huf	14,226	0.32	14,226	0.32
16. Ramu Raman Agarwal Huf	13,900	0.31	13,900	0.31
17. Priyamvada Sarthak Agarwal	13,784	0.31	13,784	0.31
18. Sohanlal Suwalal Ramuka	13,700	0.31	13,700	0.31
19. Rachana Agarwal	10,000	0.22	10,000	0.22
20. Ramkala Sohanlal Ramuka	10,000	0.22	10,000	0.22
21. Avanticka Vikas Agarwal	4,107	0.09	4,107	0.09
22. Nihit Agarwal	3,000	0.07	3,000	0.07
23. Sarthak Agarwal	3,000	0.07	3,000	0.07
24. Mayank Sohanlal Ramuka	1,100	0.02	1,100	0.02
25. Ajay Agarwal HUF	1,000	0.02	1,000	0.02
<b>TOTAL</b>	<b>21,92,162</b>	<b>49.30%</b>	<b>21,92,162</b>	<b>49.30%</b>

### 33.2 THE UNPAID DIVIDEND OUTSTANDING AS ON 31STMARCH, 2023 IS AS FOLLOWS:

Year	(₹ In Lakhs)
2015-16	4.62/-
2016-17	4.80/-
<b>Total</b>	<b>9.42/-</b>

This amount is kept in separate account maintained by company with State Bank of India.  
(Refer Note- 10 "Bank Balance other than Cash and Cash Equivalents")

**33.3 SALE OF PRODUCTS COMPRISES :(REFER NOTE NO. 25 "REVENUE FROM OPERATIONS")**

(₹ In Lakhs)

Sr. No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>A.</b>	<b>Manufactured Goods</b>		
i.	H-Acid	10,080.60	7,225.47
ii.	Gypsum, Iron Sludge and Globular Salt	174.57	117.62
	<b>Total</b>	<b>10,255.17</b>	<b>7,343.09</b>

**33.4 DETAILS OF COST OF RAW-MATERIAL CONSUMED: (REFER NOTE NO. 27 "COST OF MATERIAL CONSUMED")**

(₹ In Lakhs)

Sr. No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
i.	Naphthalene	1,532.35	1,697.62
ii.	SULPHURIC ACID 98%	275.20	639.55
iii.	OLEUM 65%	400.27	577.87
iv.	NITRIC ACID	652.36	1,960.65
v.	SODA ASH	535.58	308.83
vi.	CAUSTIC SODA FLAKES	2,293.77	521.37
vii.	CAST IRON POWDER	727.26	792.11
viii.	LIME STONE POWDER	231.55	234.33
ix.	Others	184.03	345.97
	<b>Total</b>	<b>6,832.37</b>	<b>7,078.29</b>

**33.5 SEGMENT REPORTING :**

As the Company's business activity falls within a single primary business segment "H-Acid Chemicals product" the disclosure requirement of Indian Accounting Standard (Ind AS) 108 "Operating Segment" are not applicable.

**33.6 DISCLOSURES REQUIRE U/S 22 OF THE MICRO, SMALL MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006:**

(₹ In Lakhs)

Sr. No.	Particulars	As at 31st March, 2023	As at 31st March, 2022
i.	Principal amount remaining unpaid to any supplier as at the end of the accounting year	162.67	191.76
ii.	Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	0.18
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	-	0.18
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.

Amount payable to Micro and Small Enterprises outstanding for more than 90 days is Rs. NIL

**33.7 AUDITOR'S REMUNERATION (EXCLUSIVE OF TAXES):**

(₹ In Lakhs)

Sr. No.	Particulars	As at 2022-2023	As at 2021-2022
i.	Statutory Audit	5.00	2.00
ii.	Tax Audit	1.00	0.50
iii.	In other capacity	-	-
	<b>Total</b>	<b>6.00</b>	<b>2.50</b>

**33.8 RELATED PARTY DISCLOSURE:****a. Enterprise in which KMP have significant influence:**

- i. Shree Hari Finvest Pvt. Ltd.
- ii. Om Pareek Investment Company Ltd.

**b. Key Management Personnel**

- i. Shri B. C. Agrawal
- ii. Shri Sarthak Agarwal
- iii. Shri Nihit Agarwal
- iv. Shri Sanjay Kedia
- v. Shri Vrijanand Gupta
- vi. Smt. Ekta Sultania
- vii. Shri Parag Agarwal
- viii. Ms. Urvashi Pandya
- ix. Mr. Shri Ram Gupta

**c. Relatives of KMP**

- i. Smt. Suman Agarwal
- ii. Smt. Shalini Kedia
- iii. Smt. Priyamvada Agarwal

**Related Party Transaction during the year:**

(₹ In Lakhs)

Sr. No.	Particulars	Managerial Remuneration	Salary	Sitting Fees	Rent
<b>I.</b>	<b>Key Managerial Personnel</b>				
i.	Shri. B. C. Agrawal	98.40 (98.40)	- -	- -	- -
ii.	Shri Sarthak Agarwal	60.00 (60.00)	- -	- -	- -
iii.	Shri Nihit Agarwal	84.00 (60.00)	- -	- -	- -
iv.	Shri S.K.Kedia	37.20 (37.20)	- -	- -	- -
v.	Ms. Urvashi Pandya	- -	3.30 (3.30)	- -	- -



(₹ In Lakhs)

Sr. No.	Particulars	Managerial Remuneration	Salary	Sitting Fees	Rent
vi.	Shri. Vrijanand Gupta	- -	- -	0.20 (0.20)	- -
vii.	Smt. Ekta Sultania	- -	- -	0.20 (0.20)	- -
viii.	Shri Parag Agarwal	- -	- -	0.20 (0.20)	- -
ix.	Mr. Shri Ram Gupta	- -	- -	0.12 (0.12)	- -
<b>II. Relatives Of KMP</b>					
I.	Smt. Suman Agarwal	- -	- -	- -	33.00 (11.00)
ii.	Smt. Shalini Kedia	- -	17.20 (17.20)	- -	- -
iii.	Smt. Priyamvada Agarwal	- -	24.00 (24.00)	- -	- -
<b>TOTAL</b>		<b>279.60</b> <b>(255.60)</b>	<b>44.50</b> <b>(44.50)</b>	<b>0.72</b> <b>(0.72)</b>	<b>33.00</b> <b>(11.00)</b>

\*The amount in brackets represents previous year 2021-22 figures.

### 33.9 EARNINGS PER SHARE:

As required by Statement of Indian Accounting Standard (Ind AS) – 33 “Earning per Share”, reconciliation of basic and diluted number of Equity shares used in computing Earnings Per Share is as follows:

(₹ In Lakhs)

Particulars	As at 2022-2023	As at 2021-2022
Net Profit/ (Loss) After Tax (In ₹)	(1960.94)	69.99
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 (In ₹)	10/-	10/-
Basic Earnings per Share	(44.10)	1.57
Diluted Earnings per Share	(44.10)	1.57



**33.10 EARNING IN FOREIGN EXCHANGE:**

(₹ In Lakhs)

Particulars	As at 2022-2023	As at 2021-2022
Export of Goods (FOB Basis)	-	-
Export of Goods through Merchant Exporter	128.66	50.74
<b>Total</b>	<b>128.66</b>	<b>50.74</b>

**33.11 EXPENDITURE IN FOREIGN CURRENCY (OTHER THAN IMPORT):**

(₹ In Lakhs)

Particulars	As at 2022-2023	As at 2021-2022
Commission	-	-
Professional Charges	-	-
Foreign Travelling Expense	6.28	-

**33.12 VALUE OF IMPORT CALCULATED ON CIF BASIS :**

(₹ In Lakhs)

Particulars	As at 2022-2023	As at 2021-2022
Purchase of Raw Material & Traded Goods	-	539.26
<b>Total</b>	<b>-</b>	<b>539.26</b>

**33.13 DETAILS OF CONSUMPTION OF IMPORTED AND INDIGENOUS ITEMS:**

(₹ In Lakhs)

Particulars	As at 2022-2023	As at 2021-2022
<b>Imported</b>		
Raw Materials	-	539.26 (7.62%)
<b>Indigenous</b>		
Raw Materials	6,832.37 (100%)	6,539.03 (92.38%)

**33.14 EMPLOYEE BENEFITS:**

Disclosures pursuant to Indian Accounting Standard - 19 "Employee Benefits":

(₹ In Lakhs)

	Period Ended March 31, 2023	Period Ended March 31, 2022
<b>A. Change in the present value of the defined benefit obligation</b>		
Opening defined benefit obligation	113.16	104.29
Interest Cost	7.02	6.05
Current service Cost	11.81	11.77
Benefits Paid	(9.25)	(6.41)
Actuarial (gain)/losses on obligation	(25.76)	(2.54)
Effect of Curtailment	-	-
Closing defined obligation	96.98	113.16



		(₹ In Lakhs)	
		Period Ended March 31, 2023	Period Ended March 31, 2022
<b>B.</b>	<b>Change in the fair value of plan asset</b>		
	Opening fair value of plan assets	38.50	42.11
	Adjustment of Interest not credited in the Previous Year	-	-
	Expected return on plan assets	2.09	2.39
	Contributions by employer	-	-
	Benefits paid	(9.25)	(6.41)
	Actuarial gains/ (losses)	-	0.41
	Closing fair value of plan assets	31.34	38.50
<b>C.</b>	<b>Actual return on plan assets:</b>		
	Expected return on plan assets	2.09	2.39
	Actuarial gain / [loss] on plan assets	-	0.41
	Actual return on plan asset	2.09	2.80
<b>D.</b>	<b>Amount recognized in the balance sheet:</b>		
	Fair value of plan Assets at the end of the year	31.34	38.50
	Present Value of Benefit obligation as at the end of the Period	96.98	113.16
	Funded/Unfunded Status	-	-
	Assets/(Liability) recognized in the Balance Sheet	(65.64)	(74.66)
<b>E.</b>	<b>(Income)/ Expenses recognized in the Profit &amp; Loss Account Statement</b>		
	Current service cost	11.81	11.77
	Interest cost on benefit obligation	7.02	6.05
	(Expected Return on Plan Assets)	(2.09)	(2.39)
	Net actuarial (gain)/ loss in the period	(25.76)	(2.95)
	Effect of Curtailment	-	-
	Plan Amendments	-	-
	Prior Year Charge	-	-
	Net Benefit or expenses	(9.02)	12.48
<b>F.</b>	<b>Principal actuarial assumptions as at Balance Sheet Date:</b>		
	Discount rate	7.10%	6.2%
	Expected rate of return on the plan assets	6.2%	5.8%
	Annual increase in salary cost	10.00%	10.00%
<b>G.</b>	<b>The categories of plan assets as a % of total plan assets are Insurance Company</b>	<b>100.00%</b>	<b>100.00%</b>

### 33.15 CONTINGENT LIABILITY:

		(₹ In Lakhs)	
		As at 2022-2023	As at 2021-2022
<b>Contingent liabilities and commitments (to the extent not provided for)</b>			
(i)	Guarantees	88.42	54.36
(ii)	Demand against Mathadi Board	44.21	44.21
(iii)	Show Cause Notice received by the company from custom/excise department not acknowledge as debt	12.68	12.68
(iv)	Income Tax and Traces Demands	1.85	1.27

**NOTE NO. 33.16 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

"The company's financial liabilities comprise trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include trade receivables, loans, security deposits, cash and cash equivalents and other financial assets that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's management oversees the management of these risks based on approved policies. The Company seeks to minimise the effects of these risks by using derivative financial instruments to hedge risk exposures. The Company does not enter into or trade financial instruments, including derivative financial instruments, for a speculative purposes. The Board of Directors reviews and agrees policies for managing each of these risks which are summarized below:"

**(a) Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. The financial instruments affected by market risk are investments and foreign currency transactions and exposures."

**Foreign Currency Risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency). The company is of the view that they dont have any major foreign currency exposure and no hedging is been done.

**Commodity Price Risk**

The Company is affected by the price volatility of certain commodities. Its operating activities require the on-going purchase or continuous supply of chemicals. Therefore the Company monitors its purchases closely to optimise the price.

**(b) Credit risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including loans, security deposits, deposits with banks and other financial instruments.

**Trade Receivables**

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored. An impairment analysis is performed at each reporting date on an individual basis for major clients."

**Financial instruments and cash deposits**

Credit risk from balances with banks and financial institutions is managed by the Company's management. Investments of surplus funds are made only with approved authorities. Credit limits of all authorities are reviewed by the Management on regular basis.

**(c) Liquidity Risk**

The Company continuously monitors its risk of a shortage of funds. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, Letter of Credit and working capital limits.

**NOTE NO. 33.17 CAPITAL MANAGEMENT**

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The funding requirement is met through a mixture of equity, internal accruals and short term borrowings. In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

**NOTE NO. 33.18 FAIR VALUES**

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:- (₹ In Lakhs)

	Note	Carrying		Fair Value	
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>FINANCIAL ASSETS</b>					
<b>Measured at fair value through profit and loss</b>					
Investment in equity instruments (quoted)	3	12.96	12.96	4.23	7.53
Investment in mutual funds (quoted)	12	-	-	-	-
Investment in equity instruments (unquoted)	3	29.56	29.56	69.28	69.28
<b>Measured at amortised cost</b>					
Security deposits	4	29.89	29.99	29.89	29.99

The management assessed that the fair value of cash and cash equivalents, other bank balances, trade receivables, trade payables, other payables and other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

**Security deposits** - The above deposits are given to government authorities and others where refundable time period is not defined/ not available. Therefore the carrying value and the fair value is considered same.

**NOTE NO. 33.19 FAIR VALUE HIERARCHY**

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

"All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

**Specific valuation techniques used to value financial instruments include:**

- (i) the use of quoted market prices or dealer quotes for similar instruments  
(ii) the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

**Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2023**

(₹ In Lakhs)

	Date of valuation	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>Financial assets</b>					
<b>Financial assets at FVTPL</b>					
Investments in equity instruments (quoted)	March 31, 2023	4.23	4.23	-	-
Investments in equity instruments (unquoted)	March 31, 2023	69.28	-	-	69.28
<b>Financial asset measured at amortised cost</b>					
Security Deposits	March 31, 2023	29.89	-	-	29.89

There have been no transfers among level 1 and level 2 during the year.

**Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2022**

(₹ In Lakhs)

	Date of valuation	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>Financial assets</b>					
<b>Financial assets at FVTPL</b>					
Investments in equity instruments (quoted)	March 31, 2022	7.53	7.53		
Investments in equity instruments (unquoted)	March 31, 2022	69.28			69.28
<b>Financial asset measured at amortised cost</b>					
Security Deposits	March 31, 2022	29.99			29.99

There have been no transfers among level 1 and level 2 during the year.

**NOTE NO. 33.20 TRADE RECEIVABLES AGEING SCHEDULE**

Trade Receivable as on 31.03.2023 ageing schedule are as under :-

(₹ In Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 month 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	2756.91	8.41	-	-	-	2765.32
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-



(₹ In Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 month 1 year	1-2 years	2-3 years	More than 3 years	Total
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
	2756.91	8.41	-	-	-	2765.32

Trade Receivable as on 31.03.2022 ageing schedule are as under :-

(₹ In Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 month 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	1,614.57	71.84	-	-	3.62	1,690.03
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
	1,614.57	71.84	-	-	3.62	1,690.03

**NO. 33.21 TRADE PAYABLES AGEING SCHEDULE**

Trade Payables as on 31.03.2023 ageing schedule are as under :-

(₹ In Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	162.67	-	-	-	162.67
(ii) Others	3,514.70	0.60	-	-	3,515.30
(iii) Disputed dues – MSME					
(iv) Disputed dues - Others					
	3,677.36	0.60	-	-	3,677.96

Trade Payables as on 31.03.2022 ageing schedule are as under :-

(₹ In Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	191.76	-	-	-	191.76
(ii) Others	2,686.21	0.13	-	13.45	2,699.80
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
	<b>2,877.97</b>	<b>0.13</b>	<b>-</b>	<b>13.45</b>	<b>2,891.55</b>

**NOTE NO. 33.22 MOVEMENT IN DEFERRED TAX LIABILITY/ (ASSETS)**

(₹ In Lakhs)

Particulars	PPE Depreciation	Change in Fair Value of Investment	Gratuity	Losses	Total
<b>As at March 31, 2021</b>	<b>40.65</b>	<b>8.44</b>	<b>(16.17)</b>	<b>(381.04)</b>	<b>(348.12)</b>
Charged/ (Credited)	-	-	-	-	
- To Profit & Loss	22.83	0.19	(3.37)	18.97	38.62
- To Other Comprehensive Income	-	-	0.74	-	0.74
<b>As at March 31, 2022</b>	<b>63.47</b>	<b>8.63</b>	<b>(18.79)</b>	<b>(362.07)</b>	<b>(308.76)</b>
Charged/ (Credited)					
- To Profit & Loss	40.85	(0.83)	(4.21)	(700.51)	(664.70)
- To Other Comprehensive Income	-	-	6.48	-	6.48
<b>As at March 31, 2023</b>	<b>104.32</b>	<b>7.80</b>	<b>(16.52)</b>	<b>(1,062.58)</b>	<b>(966.97)</b>

**NOTE NO. 33.23 VIRTUAL ASSETS**

The company has not traded or invested in Crypto Currency or Virtual Currency during the financial year

**NOTE NO. 33.24 STOCK AND BOOK DEBTS STATEMENT**

The company submits monthly statement of stock and trade receivables to bank every month and the statements submitted are in agreement with the books of accounts.

**NOTE NO. 33.25 FINANCIAL RATIOS**

Particulars	Formulas	As at March 31, 2023	As at March 31, 2022	% Movement	Note No.
(a) Current Ratio	Current assets / Current liability	0.81	1.34	-39.78%	(a)
(b) Debt-Equity Ratio	Debt / Equity	1.66	0.60	177.25%	(b)
(c) Debt Service Coverage Ratio	EBIDTA/ Total Debt service	(9.76)	5.14	-289.96%	(c)
(d) Return on Equity Ratio	Net Income / Equity	(1.09)	0.02	-5963.33%	(d)
(e) Inventory turnover ratio	Cost of goods sold / Average value of Inventory	3.85	3.11	23.76%	





Particulars	Formulas	As at March 31, 2023	As at March 31, 2022	% Movement	Note No.
(f) Trade Receivables turnover ratio	Net Credit sales / Average Account Receivables	4.60	3.71	23.98%	
(g) Trade payables turnover ratio	Credit Purchase / Average Account Payables	2.43	3.69	-34.07%	(e)
(h) Net capital turnover ratio	Sale / Working Capital	(8.07)	4.46	-281.12%	(f)
(l) Net profit ratio	PAT / Net Sales	(19.31)	0.89	-2277.24%	(g)
(j) Return on Capital employed	EBIT / Capital Employed	(0.52)	0.03	-2118.60%	(h)
(k) Return on investment	Return (Benefits) from Investment / Cost of Investment	-	-		-

### REASONS FOR MOVEMENT

- (a) Due to increase in borrowings in current year
- (b) & (c) Due to increase in borrowings and decrease in profitability in the current year
- (d) Due to decrease in profitability in current year
- (e) Due to increase in trade payables
- (f) Due to increase in borrowings (Current Liability) in current year
- (g) & (h) Due to decrease in profitability in current year

### NOTE NO. 33.26 OTHER DISCLOSURES

- (a) The Company does not have any transaction or relationships with any companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.
- (b) The Company has not revalued its Intangible assets during the year. Also, there are no Intangible asset under development in the Company during the current reporting period.
- (c) No Loans or Advances are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013) either severally or jointly with any other person.
- (d) The Company has not been declared as a wilful defaulter by any bank or financial institution or other lender in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India
- (e) There are no transactions that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 which have not been recorded in the books of accounts.
- (f) There are no charges or satisfaction of charges yet to be registered with Registrar of Companies beyond the statutory period.
- (g) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (h) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or,
  - ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries,"
- (l) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or ,
- b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,"

**NOTE NO. 33.27 RE-GROUPED PREVIOUS YEAR BALANCES**

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

As per our report of even date attached  
**For Kailash Chand Jain & Company**  
Chartered Accountants  
Firm Registration No.: 112318W

**Yash Singhal**  
Partner  
Membership No.: 159392

Place: Mumbai  
Dated : 25/05/2023

For and on behalf of the Board

**B. C. AGRAWAL**  
Chairman & Managing Director  
[DIN : 00121080]

**S. K. KEDIA**  
Whole Time Director & Chief Financial Officer  
[DIN No. 08556924]

**SARTHAK AGARWAL**  
Whole Time Director  
[DIN : 03613314]

**URVASHI PANDYA**  
Company Secretary  
Membership No. F11797









**SHREE HARI CHEMICALS EXPORT LIMITED**  
*Manufacturer of Dyes and Dyes Intermediates*

**Registered Office**

Shree Hari Chemicals Export Limited  
A/8, MIDC, Mahad, Dist Raigad  
Maharashtra-402 309.

**Corporate Office**

401/402, A- Wing, Oberoi Chambers  
Opp. SAB TV, New Link Road,  
Andheri (West), Mumbai-400 053.