



SHREYAS INTERMEDIATES LIMITED

CORP. OFF.: 122-125, SOLARIS # 2, SAKI VIHAR ROAD, ANDHERI (E), MUMBAI - 400 072. (INDIA)

TEL.: + 91-22-4276 6500 (30 LINES) • FAX : + 91-22 - 6692 4202 • E-mail : info@shreyasintermediates.com • URL: www.shreyasintermediates.com
CIN : L24120PN1989PLC145047

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of the Members of Shreyas Intermediates Limited will be held on Tuesday, 4th Day of April, 2023, at 11.00 A.M through Video Conferencing to transact the following Special Business:

SPECIAL BUSINESS

1. Increase in Authorized Share Capital of the Company:

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed there under, and the Articles of Association of the Company, the Members do hereby approve to increase the Authorized Share Capital of the Company from Rs. 75,00,00,000/- (Rupees Seventy Five Crores Only) consisting of 7,10,00,000 (Seven Crore Ten Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each and Rs. 4,00,00,000/- (Rs. Four Crores Only) consisting of 40,00,000 Redeemable Preference shares of Rs. 10/- each to Rs. 91,00,00,000/- (Rupees Ninety One Crore only) consisting of 87,00,00,000 (Rupees Eighty Seven Crore only) consisting of 8,70,00,000 (Eight Crore Seventy Lakhs Equity Shares of Rs 10/- (Rupees Ten Only) each ranking Pari Passu in all respect with the existing shares of the Company and 40,00,000 Redeemable Preference shares of Rs.10/- each thereby increasing the Equity Capital by Rs.16,00,00,000/- (Rs. Sixteen Crore Only).

RESOLVED FURTHER THAT pursuant to provisions of Section 61, Section 64 and Rules made thereunder and other applicable provisions, if any of the Companies Act, 2013 (including any Statutory modifications or re-enactment thereof, for the time being in force); read with enabling provisions of the Articles of Association of the Company, the consent of the members be and is hereby accorded to modify the Clause V of Memorandum of Association with the following clause V:

"V. The Authorized Shares Capital of the Company is ₹ 91,00,00,000/- (Rupees Ninety One Crores) consisting of Rs.87,00,00,000 (Rupees Eighty Seven Crore only) divided into 8,70,00,000 (Eight Crore Seventy Lakhs Equity Shares of Rs 10/- (Rupees Ten Only) each and Rs. 400,00,000 (Rupees Four Crore Only) divided into 40,00,000 Redeemable Preference shares of Rs.10/- each.



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RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to do all such filings as may be required in relation to the aforesaid increase in Authorized Share Capital and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

2. Regularisation of Additional Director Mr. Nainesh Sumanti Rai Desai (DIN:- 08452630) as an Non Executive Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Nainesh Sumanti Rai Desai (DIN: 08452630), who was appointed as an Additional Director of the Company in Independent Category and whose office is to be regularized within 3 months of Appointment, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for term of five consecutive years with effect from 12th November, 2022 to 11th November, 2027.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Date: March 08, 2023

Place: Khed, Ratnagiri

Registered Office:

D-21, D-22, D-23,

M.I.D.C. Industrial Estate

Lote Parshuram,

Taluka - Khed

Ratnagiri- Mh 415722

For Shreyas Intermediates Limited

Mr. Surya Prakash Sitaram Pandey

(Whole Time Director)

DIN: 01898839



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NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing proxy should, however be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

3. The Register of Members and Share Transfer Books of the Company will remain closed from 29th March, 2023 to 4th April, 2023 (both days inclusive).

4. Members are requested to expeditiously intimate any change in their address registered with the Company. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents, M/s. Skyline Financial Services Private Limited at www.skylinerta.com

5. The Notice of EGM along with the Explanatory Statement is being sent by electronic mode to those members whose email addresses are registered with the Company / Depositories and by way of speed post to those who have not registered their mail ID with the Company/ Depository.

6. Shareholders desiring any information as regards the proposed resolutions are requested to write to the Company at least seven working days in advance so as to enable the management to keep the information ready at the meeting.

7. In the terms of Section 72 of the Companies Act, 2013, nomination facility is available to the individual shareholder. The shareholders who are desirous of availing this facility may kindly write to the Registrars & Transfer Agents in Form SH-13 prescribed by the Government which can be obtained from the Company's R&T Agent.

8. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is annexed hereto.

9. Shareholders holding Physical Shares:

Pursuant to the amendment to the Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, vide gazette Notification dated 08th June, 2018 that except in case of transmission or transposition of securities, requests for affecting the transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository w.e.f. December 05, 2018.



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According to this amendment, the requests for affecting the transfer of listed securities shall not be processed unless the securities are held in the dematerialized form with a depository. Therefore for affecting any transfer, the securities shall mandatorily require to be in Demat form.

Based on above, all the shareholders holding physical shares are requested to convert their shares in electronic form i.e. Demat form at the earliest before 05th December, 2018.

10. Update of PAN and Bank Detail

With Reference to the SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018.

Shareholders holding physical shares are requested to submit their Permanent Account Number (PAN) and Bank Account details to the RTA of the company (**Skyline Financial Services Private Limited.**), if not already registered at <https://www.skylinerta.com>.

Members holding shares in dematerialized mode are requested to submit their PAN and Bank details to their respective DPs with whom they are maintaining their Demat account.

Please send KYC form enclosed herewith to RTA duly filled with required information.

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

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

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.



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7. 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***

7. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
1. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send



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- a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
1. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 2. Now, you will have to click on "Login" button.
 3. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- iii. Select "EVEN" of company for which you wish to cast your vote.
- iv. Now you are ready for e-Voting as the Voting page opens.
- v. 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.
- vi. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 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 suhas62@yahoo.com with a copy marked to evoting@nsdl.co.in.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

12. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 28th March, 2023.
13. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 28th March, 2023 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.



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14. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
15. 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 EGM through evoting.
16. Mr. Suhas Ganpule, Practicing Company Secretary, (COP No. 5722) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
17. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of "remote e-voting" for 15 minutes for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
18. The Scrutinizer shall after the conclusion of voting at the extra ordinary general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, 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 and declare the result of the voting forthwith.
19. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.shreyasintermediates.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops/ IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



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6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.]
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM 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 available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Date: March 8, 2023

Place: Khed, Ratnagiri

For Shreyas Intermediates Limited

Mr. Surya Prakash Sitaram Pandey
(Whole Time Director)
DIN: 01898839

Registered Office:
D-21, D-22, D-23,
M.I.D.C. Industrial Estate
Lote Parshuram,
Taluka - Khed
Ratnagiri- 415722



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EXPLANATORY STATEMENT:

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts concerning the Special Business referred to in the accompanying Notice:

Item No. 1

The present Authorized Capital of the Company is Rs 75,00,00,000 (Rupees Seventy-Five Crore Only) divided in to 7,10,00,000 (Seven Crore Ten Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 40,00,000 Redeemable Preference shares of Rs.10/-.

The Company proposes to increase its authorized share capital to ₹ 91,00,00,000/- (Rupees Ninety One Crores) consisting of Rs.87,00,00,000 (Rupees Eighty Seven Crore only) divided into 8,70,00,000 (Eight Crore Seventy Lakhs Equity Shares of Rs 10/- (Rupees Ten Only) each and Rs. 400,00,000 (Rupees Four Crore Only) divided into 40,00,000 Redeemable Preference shares of Rs.10/- each.

With the intent of growth & development & expansion of Company's business, it is desirable to bring the Authorized Share Capital of the Company in proper correlation with the magnitude of the Company's resources and size of its undertaking.

Thus, the Authorized Share Capital of the Company would be ₹ 91,00,00,000/- (Rupees Ninety One Crores) consisting of Rs.87,00,00,000 (Rupees Eighty Seven Crore only) divided into 8,70,00,000 (Eight Crore Seventy Lakhs Equity Shares of Rs 10/- (Rupees Ten Only) each and Rs. 400,00,000 (Rupees Four Crore Only) divided into 40,00,000 Redeemable Preference shares of Rs.10/- each in all respects as per the Memorandum of Association and Articles of Association of the Company.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

The Directors recommend the passing of ordinary resolution in item No 1 as set out in the Notice for the approval of the Members.

None of the Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

Item No. 2:

Mr. Nainesh Sumanti Rai Desai (DIN: 08452630) was appointed as an Additional Director of the company on 12.11.2022 in terms of Section 161 (1) of the Companies Act, 2013 in the category of 'Non-Executive Independent' in terms of the Companies Act, 2013. Mr. Nainesh Sumanti Rai Desai (DIN: 08452630), an Additional Director whose office shall be regularized within period of 3 months of appointment and being eligible for appointment to the office of a



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Director at General Meeting in terms of Section 160 of the Companies Act, 2013. Mr. NaineshSumanti Rai Desai (DIN: 08452630) is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as Director (in the category of Independent Director).

Mr. NaineshSumanti Rai Desai has a rich work experience of 35 years in Industrial electronics industry in the field of Marketing & Trading. He has Matriculate qualification and Diploma in A/C & Refrigeration and has a marketing expertise in the relevant field.

The Company has received a notice from a member under Section 160 of the Companies Act 2013, for appointment of Mr. NaineshSumanti Rai Desai for the office of Director in Independent category. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. NaineshSumanti Rai Desai as an Independent Director. In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the Shareholders be and is hereby accorded for the appointment of Mr. NaineshSumanti Rai Desai (DIN: 08452630) as 'Non-executive Independent Director' for a term up to 5 (five) consecutive years commencing from 12.11.2022 to 11.11.2027.

Accordingly, the Board of Directors recommends the passing of the above resolution as an Ordinary Resolution as set out in the item no.2 of the notice for appointment of Mr. NaineshSumanti Rai Desai.

Save and except Mr. NaineshSumanti Rai Desai, Independent Director, being an appointee, none of the other Directors/ Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

Date: March 08, 2023

Place: Khed, Ratnagiri

For Shreyas Intermediates Limited

Mr. Surya Prakash Sitaram Pandey
(Whole Time Director)
DIN: 01898839

Registered Office:
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Information / Profile About Directors Seeking Appointments/ Re-appointment at the EGM are as Follows:

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings]

1.	Name of the Director	Mr. Nainesh Sumanti Rai Desai
2.	DIN	08452630
3.	Date of Birth	08/05/1955
4.	Date of Original Appointment	12/11/2022
5.	Qualification	Matriculate & Diploma in A/C & Refrigeration
6.	Reason for Change viz, appointment, resignation, removal, death or otherwise	Appointment
7.	Directorships held in other Companies	Vivid Global Industries Limited Kesar Petroproducts Limited
8.	Listed Entities from which he resigned as Director in past 3 years	NIL
9.	Experience in specific Areas	He has a rich work experience of 35 years in Industrial electronics industry in the field of Marketing & Trading.
10.	Skills and capabilities required for the role and the manner in which director meets such requirements	Marketing expertise in the relevant field
11.	Chairmanship / Membership of Committee (s) of Board of Director of the Company.	Audit Committee - Member Nomination and Remuneration Committee - Member Stakeholders Relationship Committee - Member
12.	Chairman/Member of the Committee (s) of Board of Directors of other Public Limited Companies in which he is a Director	<u>Kesar Petroproducts Ltd:</u> Audit Committee - Member Nomination and Remuneration Committee - Member Stakeholders Relationship Committee - Member
13.	No. of shares held in the company	NIL
14.	Relationship with other	Not related to any director



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	Directors	
15.	Information as required pursuant to BSE Circular ref no. LIST/ COMP/ 14/ 2018-19 and the National Stock Exchange of India Limited with ref no. NSE/CML/2018/24, dated June 20, 2018	Not debarred from holding the office of director pursuant to any SEBI order or any such authority.