

SHARAD FIBRES AND YARN PROCESSORS LIMITED

Regd. Office: 220, Unique Industrial Estate, Off. Veer Savarkar Marg, Prabhadevi, Mumbai 400025

CIN: L17110MH1987PLC043970

Tel No: 91-22-43226969

Email: accounts@sharadfibres.com **Website:** www.sharadfibres.com

**NOTICE OF TRIBUNAL CONVENED MEETING OF EQUITY SHAREHOLDERS OF
SHARAD FIBRES AND YARN PROCESSORS LIMITED**

Day	Friday
Date	29th September, 2017
Time	11.00 a.m.
Venue	220, Unique Industrial Estate, Off. Veer Savarkar Marg, Prabhadevi, Mumbai 400025

POSTAL BALLOT AND E-VOTING

Commencing on	Wednesday, 30 th August, 2017 at 9.00 a.m.
Ending on	Thursday, 28 th September, 2017 at 5.00 p.m.

Sr. No.	Contents	Page No.
1.	Notice of Tribunal Convened Meeting of the Equity Shareholders of Sharad Fibres and Yarn Processors Limited under the provisions of Sections 230-232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016	2-7
2.	Explanatory Statement under Section 102, 230 read with Section 232 and other applicable provisions, if any of the Companies Act, 2013 ("Act")	8-21
3.	Scheme of amalgamation of BST Exports Private Limited, "BST or First Transferor Company" (Wholly owned subsidiary of Sharad Fibres and Yarn Processors Limited), Dalmia Exim Limited, "DEL or Second Transferor Company" (Wholly owned subsidiary of BST Exports Private Limited) with the Company "SFYPL or Transferee Company" and their respective shareholders ("the Scheme") - Annexure A	22-44
4.	Copy of the Certificate from V J Shah & Co., Chartered Accountants dated 16th November, 2016 certifying no requirement of valuation report - Annexure B	45-47
5.	Copy of the Auditors' Certificate dated 16th November, 2016 to the effect that the accounting treatment in the Scheme of Amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 - Annexure C	48-49
6.	Fairness opinion dated 18th November, 2016 issued by Aryaman Financial Services Limited, Merchant Banker - Annexure D	50-53
7.	Copy of the Complaints Report submitted by Applicant Company to BSE Limited on 16th February, 2017 - Annexure E	54-54
8.	Report adopted by the Board of Directors of all the Companies involved in the Scheme pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013 - Annexure F	55-57
9.	Supplementary Audited Accounting Statements of BST Exports Private Limited, Dalmia Exim Limited and Sharad Fibres and Yarn Processors Limited for the year ended on March 31, 2017 - Annexure G	58-63
10.	Proxy Form	65-66
11.	Attendance Slip	67-67
12.	Map of the Venue of the Meeting	68-68
13.	Postal Ballot Form with instructions and self addressed postage prepaid Business Reply Envelope	Loose leaf Insertion

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH**

Company Scheme Application No. 771 of 2017

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013;

AND

In the matter of Sharad Fibres and Yarn Processors Limited;

AND

In the matter of Scheme of Amalgamation of BST Exports Private Limited (CIN: U51909MH2011PTC211961) (the First Transferor Company), Dalmia Exim Limited (CIN: U51900MH1989PLC050406), (the Second Transferor Company) with Sharad Fibres and Yarn Processors Limited, (CIN: L17110MH1987PLC043970) (Transferee Company) and their respective shareholders.

Sharad Fibres and Yarn Processors Limited)
CIN: L17110MH1987PLC043970, a Company)
incorporated under the provisions of the)
Companies Act, 1956 and having its Registered)
Office at 220, Unique Industrial Estate, Off.)
Veer Savarkar Marg, Prabhadevi, Mumbai)
400025)

... Applicant Company

FORM NO. CAA-2

**NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF
SHARAD FIBRES AND YARN PROCESSORS LIMITED, THE APPLICANT COMPANY**

To,
The Equity Shareholders of Sharad Fibres and Yarn Processors Limited

Notice is hereby given that by an order dated 3rd August, 2017, the Mumbai Bench of the Hon'ble National Company Law Tribunal ("Tribunal") has directed that a meeting of Equity Shareholders of the Applicant Company be held for the purpose of considering, and, if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation of BST Exports Private Limited (the First Transferor Company), Dalmia Exim Limited (the Second Transferor Company) with the Applicant Company and their respective shareholders. ("the Scheme")

In pursuance of the said order and as directed therein further notice is hereby given that a meeting of the Equity Shareholders of the Applicant company will be held at 220, Unique Industrial Estate, Off. Veer Savarkar Marg, Prabhadevi, Mumbai 400025 on Friday, 29th September, 2017 at 11.00 a.m., at which time and place the Equity Shareholders are requested to attend and to consider and, if thought fit, to pass, the following resolution with or without modification(s):

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013, the rules, regulations, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2015, the provisions of the Memorandum and Articles of

Association of the Company and subject to the approval of the Mumbai Bench of Hon'ble National Company Law Tribunal, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Mumbai Bench of Hon'ble National Company Law Tribunal or by any regulatory or other authorities, while granting such contents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this resolution), the Scheme of Amalgamation of BST Exports Private Limited (the First Transferor Company), Dalmia Exim Limited (the Second Transferor Company) with the Applicant Company and their respective shareholders ("the Scheme") placed before this meeting, be and is hereby approved.

RESOLVED FURTHER THAT *the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the proposed Scheme of Amalgamation and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Mumbai Bench of Hon'ble National Company Law Tribunal and/or any other regulatory / statutory authorities while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."*

TAKE FURTHER NOTICE that Persons entitled to attend and vote at the meeting, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the Company at 220, Unique Industrial Estate, Off. Veer Savarkar Marg, Prabhadevi, Mumbai 400025 not later than 48 hours before the meeting.

TAKE FURTHER NOTICE that in compliance with the order issued by the Tribunal dated 3rd August, 2017 ("NCLT Order") and the applicable provisions of the Companies Act, 2013 and rules framed thereunder, the Applicant Company has provided the facility for casting their votes either by way of postal ballot or by way of remote e-voting using the facility offered by Central Depository Services (India) Limited ("CDSL") or by way of poll at the venue of the Meeting to be held on September 29, 2017.

It is clarified that votes may be cast by the shareholders by postal ballot or remote e-voting in terms of this Notice or physically at the Meeting and casting of votes by such postal ballot or remote e-voting does not disentitle them from attending the Meeting. However, the members who have cast their votes by postal Ballot or remote e-voting will not be eligible to cast their votes at the Meeting. It is further clarified that votes may be cast personally or by proxy at the Meeting as provided in this Notice. The shareholders may refer to "Notes" to this notice for further details on Postal Ballot and E-voting.

Copies of the said Scheme and of the Explanatory Statement under Section 102, 230 and 232 of the Companies Act, 2013 read with rules framed thereunder are enclosed along with this Notice and also can be obtained free of charge at the registered office of the Company and/or at the office of its advocates M/s Rajesh Shah & Co. at Office No-16, Oriental Building, 30, Nagindas Master Road, Opposite Welcome Hotel, Fort, Mumbai, Maharashtra 400001.

The Tribunal has appointed Mr. Ravi Dalmia, Chairman and Managing Director of the Applicant Company and in his absence, Ms. Jyoti Nankani, Director of the Applicant Company as Chairperson of the said meeting including any adjournment thereof. The Scheme of Amalgamation, if approved at the meeting, will be subject to the subsequent approval of the Tribunal.

Dated this 14th August, 2017

Place: Mumbai

Sd/-
Mr. Ravi Dalmia
Chairperson appointed for the meeting
DIN: 00634870

Registered Office:-

220, Unique Industrial Estate,
Off. Veer Savarkar Marg,
Prabhadevi, Mumbai 400025

NOTES:

1. All alterations made in the Form of the Proxy should be initialed.
2. Only registered Equity Shareholders of the Applicant Company may attend (either in person or by proxy or by authorised representative) at the equity shareholders' Meeting. The authorised representative of a body corporate which is a registered equity shareholder of the Applicant Company may attend the equity shareholders' Meeting provided that a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate authorizing such representative to attend and vote at the equity shareholders' Meeting is deposited at the Registered Office of the Applicant Company not later than 48 hours before the scheduled time of the commencement of the Meeting of the equity shareholders of the Applicant Company.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE APPLICANT COMPANY. The Form of Proxy duly completed should, however, be deposited at the Registered Office of the Applicant Company not later than 48 hours before the scheduled time of the commencement of the Meeting of the equity shareholders of the Applicant Company.
4. A person can act as a proxy on behalf of Members not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% 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 Member.
5. The Proxies should carry their identity proof i.e. a Pan Card / Aadhaar Card / Passport / Driving License / Voter ID Card.
6. It is further clarified that the Proxies can only vote on Poll at the Meeting and not through any other mode.
7. A registered equity shareholder or his Proxy or authorized representative is requested to bring copy of the notice to the Meeting and produce at the entrance of the Meeting venue, the attendance slip duly completed and signed.
8. Members who hold shares in dematerialized form are requested to produce their Client ID and DP ID for easy identification of attendance at the Meeting.
9. Members are informed that in case of joint holders attending the Meeting, only such joint holder whose name stands first in the Register of Members of the Applicant Company/ list of Beneficial Owners as received from National Securities Depository Limited("NSDL") /Central Depository Services (India) Limited("CDSL") (collectively referred to as "Depositories") in respect of such joint holding will be entitled to vote.
10. In compliance with NCLT Order, the Notice is being sent to all the Members whose names appear in the Register of Members/Beneficial Owners as per the details furnished by the Depositories as on Friday, 11th August, 2017 i.e. cut-off date for dispatch of Notice. This Notice of the NCLT Convened Meeting of Members of the Applicant Company is also displayed / posted on the website of the Applicant Company at www.sharadfibres.com and on the website of CDSL at www.evotingindia.com.
11. In compliance with NCLT Order, the provisions of Section 230(4) read with Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Shareholders to cast their votes either by way of postal ballot or through remote e-voting facility, prior to the Meeting and by way of poll at the Meeting.
12. In compliance with NCLT Order, voting rights shall be reckoned on the paid-up value of the shares registered in the names of equity shareholders as on 11th August, 2017. Persons who are not equity shareholders of the Applicant Company as on the cut-off date i.e. 11th August, 2017 should treat this notice for information purposes only.

13. The Voting period for postal ballot and remote e-voting shall commence on and from Wednesday, 30th August, 2017 at 9:00 a.m. IST and end on Thursday, 28th September, 2017 at 5:00 p.m. IST (inclusive of both the days).
14. Member(s) can opt only one mode of voting. If a Member has opted for remote e-voting, then he/she should not vote by postal ballot. However, in case Members cast their vote both via postal ballot and remote e-voting, then voting through remote e-voting shall prevail and voting done by postal ballot shall be treated as invalid.
15. It is clarified that votes may be cast by Shareholders either by postal ballot or remote e-voting and casting of votes by postal ballot or remote e-voting does not disentitle them from attending the Meeting. Shareholder after exercising his right to vote through postal ballot or remote e-voting shall not be allowed to vote again at the Meeting.
16. A postal ballot form along with self-addressed postage pre-paid Business Reply Envelope are also enclosed. Members are requested to carefully read the instructions printed on the postal ballot form and return the form duly completed with assent (for) or dissent (against), in the enclosed Business Reply Envelope, so as to reach the Scrutinizer on or before Thursday, 28th September, 2017 at 5.00 p.m. IST at the address: **Mr. Haresh Sanghvi, Scrutinizer, C/o. Sharad Fibres and Yarn Processors Limited, Registered Office: 220, Unique Industrial Estate, Off. Veer Savarkar Marg, Prabhadevi, Mumbai 400025.** Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the above mentioned address. Postal Ballot Form(s), received after 5.00 p.m. IST on Thursday, 28th September, 2017 shall be considered as invalid.
17. In case a Member is desirous of obtaining a printed duplicate postal ballot form, he or she may send request by letter at the registered office of the Applicant Company or send e-mail from their registered email id to accounts@sharadfibres.com. Accordingly, the Applicant Company or Bigshare Services Private Limited, the Registrar and Transfer Agents of the Applicant Company ("RTA") shall arrange to send the same along with postage-prepaid self addressed Business Reply Envelope to the Member.
18. As directed by Hon'ble Tribunal, Mr. Haresh Sanghvi of H. P. Sanghvi & Co., Practicing Company Secretary, Mumbai, shall act as Scrutinizer to scrutinize the votes cast either through postal ballot, remote e-voting and poll process.
19. The Scrutinizer will submit his consolidated report to the Chairman of the Meeting after scrutinizing the voting made by members through postal ballots, remote e-voting and poll. The result of the voting on the Resolution at the Meeting shall be announced by the Chairman of the Meeting or any person authorized by him, on or before 1st October, 2017. The results will be posted on the website of the Applicant Company at www.sharadfibres.com and on CDSL website at www.evotingindia.com, as well as on the notice board of the Applicant Company at its registered office besides being notified to the BSE Limited, where shares of the Applicant Company are listed.
20. Relevant documents referred to in the Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Applicant Company on all working days, except Saturdays and Sundays, between 11.00 a.m. and 1.00 p.m. upto the date of the Meeting and at the Meeting during the meeting hours.
21. Physical copies of the Notice is being sent by permitted mode to all those Members whose addresses are registered with the Depositories or the Applicant Company's RTA. However, in case of non-receipt of the Notice, shareholder is requested to send an e-mail from their registered email id to accounts@sharadfibres.com in duly quoting his/her DP ID and Client ID or the Folio number, as the case may be.
22. Any queries/grievances pertaining to voting by postal ballot including the remote e-voting process can be addressed to Compliance Officer of the Company, at 220, Unique Industrial Estate, Off. Veer Savarkar Marg, Prabhadevi, Mumbai 400025 or by sending an e-mail at accounts@sharadfibres.com.

23. Voting through electronic means - Remote E-voting.

- (a) In accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 including the amendments thereto, the Applicant Company is pleased to provide facility to its members, to cast their vote electronically for the resolution proposed at the Tribunal Convened meeting of the Applicant Company. The Applicant Company has appointed CDSL to provide remote e-voting facility to its members.
- (b) The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Applicant Company held by them as on Friday, 11th August, 2017, being the cut-off date.
- (c) The Procedure and instructions for remote e-voting are as under:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday, 30th August, 2017 at 9:00 a.m. IST and end on Thursday, 28th September, 2017 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 (record date) of Friday, 11th August, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company

opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the **Sharad Fibres and Yarn Processors Limited** on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Encl: As above

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH**

Company Scheme Application No. 771 of 2017

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013;

AND

In the matter of Sharad Fibres and Yarn Processors Limited;

AND

In the matter of Scheme of Amalgamation of BST Exports Private Limited (CIN: U51909MH2011PTC211961) (the First Transferor Company), Dalmia Exim Limited (CIN: U51900MH1989PLC050406), (the Second Transferor Company) with Sharad Fibres and Yarn Processors Limited, (CIN: L17110MH1987PLC043970) (Transferee Company) and their respective shareholders.

Sharad Fibres and Yarn Processors Limited)
CIN: L17110MH1987PLC043970, a Company)
incorporated under the provisions of the)
Companies Act, 1956 and having its Registered)
Office at 220, Unique Industrial Estate, Off.)
Veer Savarkar Marg, Prabhadevi, Mumbai)
400025)

.... Applicant Company

EXPLANATORY STATEMENT UNDER SECTION 102, 230 READ WITH SECTION 232 AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 TO THE SCHEME OF AMALGAMATION OF BST EXPORTS PRIVATE LIMITED (THE FIRST TRANSFEROR COMPANY), DALMIA EXIM LIMITED (THE SECOND TRANSFEROR COMPANY) WITH THE APPLICANT COMPANY AND THEIR RESPECTIVE SHAREHOLDERS

1. Pursuant to the Order dated 3rd August, 2017, passed by the Hon'ble National Company Law Tribunal ("NCLT" or "Tribunal"), Mumbai Bench, a meeting of the Equity Shareholders of Sharad Fibres and Yarn Processors Limited is being convened at 220, Unique Industrial Estate, Off. Veer Savarkar Marg, Prabhadevi, Mumbai 400025, Maharashtra, India on Friday, 29th September, 2017 at 11:00 a.m., for the purpose of considering and, if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Amalgamation of BST Exports Private Limited (the First Transferor Company), Dalmia Exim Limited (the Second Transferor Company) with the Applicant Company and their respective shareholders ("the Scheme"). Notice of the said meeting together with the copy of the Scheme of Amalgamation is sent herewith. This statement explaining the terms of the Scheme of Amalgamation is being furnished as required u/s 230 of the Companies Act, 2013.
2. The draft Scheme of Amalgamation was placed before the Audit Committee and Board of Directors of the Applicant Company at their respective meetings held on 19th November, 2016. In accordance with the provisions of SEBI Circular bearing no. CIR/CFD/CMD/16/2015 dated 30th November, 2015, the Audit Committee of the Applicant Company vide a resolution passed on 19th November, 2016 recommended the Scheme of Amalgamation to the Board of Directors of the Applicant Company, inter-

alia, taking into account the Fairness Opinion dated 18th November, 2016 issued by Aryaman Financial Services Limited, an independent Merchant Banker. The Board of Directors of the Applicant Company in its meeting held on 19th November, 2016 approved the Scheme of Amalgamation, inter alia, based on such recommendation of the Audit Committee.

3. Pursuant to the Order dated 3rd August, 2017, passed by the Hon'ble National Company Law Tribunal ("NCLT" or "Tribunal"), Mumbai Bench and the Company Application referred to hereinabove, meeting of the Equity Shareholders of the Applicant Company, is being convened and will be held on Friday, 29th day of September, 2017 at 11.00 a.m. at 220, Unique Industrial Estate, Off. Veer Savarkar Marg, Prabhadevi, Mumbai 400025 for the purpose of considering and, if thought fit, approving with or without modification(s), the proposed Scheme of Amalgamation of BST Exports Private Limited (the First Transferor Company), Dalmia Exim Limited (the Second Transferor Company) with the Applicant Company and their respective shareholders. ("the Scheme").
4. The definitions contained in the Scheme will apply to this Explanatory Statement also.
5. A copy of the Scheme setting out in detail the terms of the proposed amalgamation, as approved by Board of Directors of the Transferor Companies and the Transferee Company at their respective meetings held on 19th November, 2016 is attached to this explanatory statement and forms part of this Notice.

6. Background of the companies:

A. Sharad Fibres and Yarn Processors Limited ("SFYPL" or " Transferee Company")

- (a) Sharad Fibres and Yarn Processors Limited, Transferee Company, was incorporated on 2nd July, 1987 as a Private Limited Company under the Companies Act, 1956. The name of the Company was changed to "Sharad Fibres and Yarn Processors Limited" on 6th April, 1993 due to conversion from Private Limited Company to Public Limited Company. It is a public limited listed company having Corporate Identification Number ("CIN"): L17110MH1987PLC043970 and PAN: AABCS9014L.
 - (b) The Registered Office of the Transferee Company is situated at 220, Unique Industrial Estate, Off. Veer Savarkar Marg, Prabhadevi, Mumbai 400025 and email address is: accounts@sharadfibres.com.
 - (c) The main objects of the Transferee Company are set out in the Memorandum of Association which are as under:
 1. To carry on the business of processing texturising, Crimping, Spinning, Twisting, Weaving, Knitting, testing, throwing, reeling, doubling, combing, mixing, sourcing, finishing in any form, bleaching, deying mercerising, printing, buying and selling of fibres, yarn cloth and fabrics made from cotton, wool, silk, artsilk, rayon, polyester, acrylic, or any other natural or man-made and synthetic fibres, yarns, staple fabrics, wastes, cotton and wool gining, rocking and generally to carry on the business of spinning and weaving mill and proprietors in all their branches.
 2. To carry on the business of manufacturing, trading, commission agents, buying, selling, exchanging, converting, altering, importing, exporting, pressing, twisting or otherwise handling, storing or dealing in cotton yarn, rayon yarn, nylon yarn and such other fibre, fibres or fibrous materials or yarn or yarn for textile or fibrous made from cotton, woolen silk, nylon, polyester, rayon or any other natural or man made fibre.
- B. 6. To carry on business of manufacturers of and dealers of all into material like cloth tapes, cord, ropes, twines and similar types for use in rubber and plastics good manufacturing and for other industrial and commercial uses.

- (d) There has been no change in the name, registered office or objects of the Applicant Company during the last five years
- (e) The Transferee Company is mainly engaged in the business of processing of plastic waste.
- (f) The authorised, issued, subscribed and paid-up share capital of the Transferee Company as on 15th November, 2016 and as on 31st March, 2017 was as under:

Authorised share capital	Amount (Rs.)
50,00,000 Equity Shares of Rs 10/- each	5,00,00,000
30,00,000 Preference shares of Rs 10/- each	3,00,00,000
TOTAL	8,00,00,000
Issued, Subscribed & Paid-up share capital	
43,66,400 Equity Shares of Rs. 10/- each fully paid up	4,36,64,000
TOTAL	4,36,64,000

The Equity Shares of the Transferee Company are listed on BSE Limited. There has been no change in the above capital structure of the Transferee Company subsequent to March 31, 2017.

- (f) The details of the promoters and present directors of Transferee Company are as follows:

(i) Promoters and Promoter Group

Sr. No.	Name	Address
1	Aditya Amarchand Dalmia	301, Samudra Setu Saher Agiary Lane, Warden Road Mumbai 400026
2	Shashi Amarchand Dalmia	39, Prabhat, 76, Warden Road, Mumbai 400026
3	Aditya Dalmia (HUF)	301, Samudra Setu Saher Agiary Lane, Warden Road Mumbai 400026
4	Ravikumar Dalmia (HUF)	40, Prabhat, 8th Flr, 76 Warden Road Mumbai 400026
5	Shashi Amarchand Dalmia (HUF)	39, Prabhat, 76, Warden Road, Mumbai 400026
6	Ravi Amarchand Dalmia	40, Prabhat, 8th Flr, 76 Warden Road Mumbai 400026
7	Pratibha Dalmia	301, Samudra Setu Saher Agiary Lane, Warden Road Mumbai 400026
8	Anitadevi Ravi Dalmia	40, Prabhat, 8th Flr, 76 Warden Road Mumbai 400026

(ii) Directors

Sr. No.	Name	Designation	DIN	Address
1	Ravi Amarchand Dalmia	Managing Director	00634870	40, Prabhat, 8th Flr, 76 Warden Road Mumbai 400026
2	Unni Krishnan Nair	Director	01159376	Keer Thana Niwas, Opp.B.K. No. 734, Punjabi Colony, Shastri Nagar, Ulhasnagar, Thane 421003
3	Surendra Bahadur Singh	Director	06521001	At Chala Via Vapi Ta Pardi Valsad 396191
4	Jyoti Chanderlal Nankani	Director	07145004	BK No. 63, Room No. 6, Bhai Basantram Chowk, Ulhasnagar - 1, Thane 421001

- (g) The amount due to Unsecured Creditors of Transferee Company on 31st March, 2017 is Rs.56,93,972/-

- (h) The amount due to Secured Creditors of Transferee Company on 31st March, 2017 is Rs. 44,17,83,807/-

B. BST Exports private Limited (“BST” or “First Transferor Company”):

- (a) BST Exports private Limited , First Transferor Company, was incorporated on 6th January, 2011 under the Companies Act, 1956. It is a Private Limited Company having Corporate Identification Number (“CIN”): U51909MH2011PTC211961 and PAN: AAECB9913C.
- (b) The Registered Office of the First Transferor Company is situated at 39, Prabhat, 76, Warden Road, Mumbai - 400026 and email address is shailesh@dalmiapolypro.in.
- (c) The main objects of the First Transferor Company are set out in the Memorandum of Association which are as under:
- To carry on in India and abroad the business as Buyers, Seller, Supplier, Trader, Importer, Exporter and dealer in Electrical Hardware Items, Dry fruits, Foodstuffs, gift Items, Cosmetic Items, Jewellery of all kinds, Ornaments, Metal & Metal Scrap, Cloth of all kinds, Textile & Yarn of all kinds, Ready Made Garments, Tools including Hand Tools, Chemicals, Properties Drugs & Pharmaceuticals, Agricultural Products, Dairy Products. Share and Securities, Foods Articles, Pulses, Solvent Products, Vegetable Products, Tobacco, Minerals, Consumer Goods, House-Hold Goods, Hardware Items, Compute Hardware & Software’s, Iron & Steel Building materials, Glass & Glass Products, Rubber & Rubber Products, Handicraft Articles, Toys, Electric Goods, Automobile items, Machinery & their Parts, Industrial Components, Plastic & Plastic items, Precious Stones, Tea & Coffee, Forest Products, all type of Stationery items, Cartoons, Corrugated Boxes and all other articles related to above, the Co. shall undertake to carry on any scheme activity which is prohibited under the Act. “The prize chits and money circulation scheme (Banning) Act. 1978.
- (d) There has been no change in the name, registered office or objects of the First Transferor Company during the last five years
- (e) The First Transferor Company is mainly engaged in the business of trading in Plastic and Plastic Items and Yarn.
- (f) The authorised, issued, subscribed and paid-up share capital of the First Transferor Company as 15th November, 2016 and as on 31st March, 2017 was as under:

Authorised share capital	Amount (Rs.)
3,70,000 Equity Shares of Rs.10/- each	37,00,000
TOTAL	37,00,000
Issued, Subscribed & Paid-up share capital	
3,70,000 Equity Shares of Rs.10/- each fully paid-up	37,00,000
TOTAL	37,00,000

The Equity Shares of the Transferor Company are not listed on any of the stock exchange. There has been no change in the above capital structure of the First Transferor Company subsequent to 31st March, 2017. The entire issued, subscribed and fully paid up share capital is held by the Applicant Company.

- (f) The details of the promoters and present directors of First Transferor Company are as follows:
- (i) **Promoters and Promoter Group**

Sr. No.	Name	Address
1	Sharad Fibres and Yarn Processors Limited	220, Unique Industrial Estate, Off. Veer Savarkar Marg, Prabhadevi, Mumbai 400025

(ii) **Directors**

Sr. No.	Name	Designation	DIN	Address
1	Sharad Ravi Dalmia	Director	00635001	40, Prabhat, 8th Flr, 76 Warden Road Mumbai 400026
2	Pratik Aditya Dalmia	Director	02321999	301, Samudra Setu Saher Agiary Lane, Warden Road Mumbai 400026
3	Varun Shashi Dalmia	Director	01205193	39, Prabhat, 76, Warden Road, Mumbai 400026

- (g) The amount due to Unsecured Creditors of First Transferor Company on 31st March, 2017 is NIL.
- (h) The amount due to Secured Creditors of First Transferor Company on 31st March, 2017 is NIL.

C. Dalmia Exim Limited ("DEL" or "Second Transferor Company"):

- (a) Dalmia Exim Limited, Second Transferor Company, was incorporated on 19th January, 1989 under the Companies Act, 1956 with the name "Dalmia Exim Private Limited" as a Private Limited Company. The name of the Company was changed to "Dalmia Exim Limited" on 20th September, 1994 due to conversion from Private Limited Company to Public Limited Company. It is a Public Limited Company having Corporate Identification Number ("CIN"): U51900MH1989PLC050406 and PAN: AAACD8448A.
- (b) The Registered Office of the Second Transferor Company is situated at 202 Venkatesh Chambers Prescott Road Fort Mumbai 400001 and email address is shailesh@dalmiapolypro.in.
- (c) The main objects of the Second Transferor Company are set out in the Memorandum of Association which are as under:
- To import, export, buy, sell and/or deal in any commodities, substances, articles, merchandise goods and things whatsoever whether solid, liquid or gaseous as merchants, importers, exporters, dealers and traders in pharmaceuticals, veterinary, phyto-pharmaceuticals, chemicals, dyes and dye intermediates, rubber and rubber products, plastics, food stuffs, soaps and detergents, petrochemicals, textile, sugar, paper, electricals and electronics, engineering and machinery products and equipments alongwith their accessories and spares, and for aforesaid purpose to act as buying agents, selling agents, commission agents, indenting agents, agents or representatives, brokers, stockists, wholesalers, retailers, importers and exporters..
- (d) There has been no change in the name, registered office or objects of the Second Transferor Company during the last five years
- (e) The Second Transferor Company is mainly engaged in the business of trading in Yarn.
- (f) The authorised, issued, subscribed and paid-up share capital of the Second Transferor Company as on 15th November, 2016 and as on 31st March, 2017 was as under:

Authorised share capital	Amount (Rs.)
25,000 Equity Shares of Rs.100/- each	25,00,000
TOTAL	25,00,000
Issued, Subscribed & Paid-up share capital	
25,000 Equity Shares of Rs.100/- each fully paid-up	25,00,000
TOTAL	25,00,000

The Equity Shares of the Second Transferor Company are not listed on any of the stock exchange. There has been no change in the above capital structure of the Second Transferor Company subsequent to 31st March, 2017. The entire issued, subscribed and fully paid up share capital is held by the First Transferor Company.

- (f) The details of the promoters and present directors of Second Transferor Company are as follows:

(i) Promoters and Promoter Group

Sr. No.	Name	Address
1	BST Exports Private Limited	39, Prabhat, 76, Warden Road, Mumbai – 400026

(ii) Directors

Sr. No.	Name	Designation	DIN	Address
1	Ravi Amarchand Dalmia	Director	00634870	40, Prabhat, 8th Flr, 76 Warden Road Mumbai 400026
2	Aditya Amarchand Dalmia	Director	00634890	301, Samudra Setu Saher Agiary Lane, Warden Road Mumbai 400026
3	Shashi Amarchand Dalmia	Director	00634952	39, Prabhat, 76, Warden Road, Mumbai 400026

- (g) The amount due to Unsecured Creditors of First Transferor Company on 31st March, 2017 is NIL.

- (h) The amount due to Secured Creditors of First Transferor Company on 31st March, 2017 is Rs.3,86,86,184/-

7. Relationship subsisting between the companies who are parties to the Scheme of Amalgamation

- (a) The entire shareholding of First Transferor Company is held by the Applicant Company and accordingly, First Transferor Company is the wholly owned subsidiary of Applicant Company.
- (b) The entire shareholding of Second Transferor Company is held by the First Transferor Company and accordingly, Second Transferor Company is the wholly owned subsidiary of First Transferor Company and indirect/step-down subsidiary of the Applicant Company.
- (c) Therefore, both the Transferor Companies are directly or indirectly wholly-owned subsidiaries of the Applicant Company.
- (d) The Transferor Companies and Transferee Company have certain common Directors.

8. Details of the Board meeting at which the Scheme of Amalgamation was approved by the Board of Directors of the Applicant Company and Transferor Companies including the name of the Directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution.

- (a) The Board of Directors of the Transferee Company comprised of then Directors viz. Mr. Aditya Amarchand Dalmia, Mr. Ravi Amarchand Dalmia, Mr. Unni Krishnan Nair, Mr. Surendra Bahadur Singh and Ms. Jyoti Chanderlal Nankani have at their meeting held on 19th November, 2016 unanimously approved the Scheme.
- (b) The Board of Directors of the First Transferor Company viz. . Mr. Sharad Ravi Dalmia, Mr. Pratik Aditya Dalmia and Mr. Varun Shashi Dalmia have at their meeting held on 19th November, 2016 unanimously approved the Scheme.

- (c) The Board of Directors of the Second Transferor Company viz. . Mr. Ravi Amarchand Dalmia, Mr. Aditya Amarchand Dalmia and Mr. Shashi Amarchand Dalmia have at their meeting held on 19th November, 2016 unanimously approved the Scheme

9. Rationale and Benefits of the Scheme of Amalgamation

The key objectives of the Amalgamation and the resultant various benefits thereof inter-alia are :

- (a) Significant reduction in the multiplicity of legal and regulatory compliances required to be carried out by the Transferor and Transferee Companies by reorganising and reducing the number of entities.
- (b) Elimination of administrative function and multiple recordkeeping resulting in reduced expenditure.
- (c) The amalgamation will create focused platform for future growth as it will enable the Transferee Company to consolidate its business and combined resources, which will give additional strength to the **Transferee Company** and the **Transferee Company** will offer a strong financial structure to all the stakeholders and will facilitate resource mobilization and will also provide an opportunity to leverage combined assets and build a stronger sustainable business.

10. Salient features / details / extract of the Scheme of Amalgamation

The salient features / details / *extract* of the Scheme of **Amalgamation** are, *inter alia*, as under:

- (a) The Scheme provides for amalgamation of Transferor Companies with the Applicant Company. Both the Transferor Companies are directly or indirectly wholly-owned subsidiaries of the Applicant Company. Therefore, the amalgamation is proposed to consolidate and effectively manage the Transferor Companies and the Applicant Company in a single entity to achieve the perceived benefits as stated above in Clause no. 2.2
- (b) The appointed date for the Scheme has been fixed as 16th November 2016 or such other date as may be agreed between the Transferor Companies and the Applicant Company and approved by the Tribunal and is the date with effect from which the Scheme shall upon receipt of requisite approvals, be deemed to be operative.
- (c) The effective date shall mean the last of the dates on which the conditions referred to in Clause 3.1.3 of Scheme have been fulfilled.
- (d) The entire share capital of the Transferor Companies is, directly or indirectly held by the Applicant Company. In other words, the Transferor Companies are the direct or indirect/ step-down wholly-owned subsidiary companies of the Applicant Company. Accordingly, pursuant to this Scheme, no shares of the Applicant Company shall be issued and allotted in respect of shares held by it, directly or indirectly, in the Transferor Companies. Upon the Scheme becoming effective, the entire share capital of the Transferor Companies shall be cancelled and extinguished without any further act, deed or instrument as an integral part of this Scheme. The investments in the shares of the Transferor Companies appearing in the books of account of the Applicant Company or step-down subsidiary Company of the Applicant Company shall, without any further act, deed or instrument, stand cancelled. Thus, there is no share exchange ratio involved in the Scheme.

(e) 15 ACCOUNTING TREATMENT

15.1 Amalgamation of the Transferor Companies with the Transferee Company shall be accounted for in accordance with "Pooling of Interest Method" of accounting as per applicable Accounting Standard (Accounting for Amalgamations-AS 14 or Accounting for Business Combination IND-AS 103) as applicable to the Listed Companies and as notified under Section

133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 (applicable Accounting Standards) and other generally accepted accounting principles.

15.2 Accordingly upon the Scheme becoming effective all the Assets, Liabilities and the Reserves of the Transferor Companies shall be recorded by the Transferee Company at their existing carrying amount and in the same form.

15.3 If and to the extent there are inter-corporate loans, deposits or balances as between the Transferor Companies inter-se and the Transferee Company, the obligations in respect thereof shall, on and from the Appointed Date, come to an end and corresponding suitable effect shall be given in the books of account and records of the Transferee Company.

15.4 All costs and expenses incurred whether of the Transferor or of the Transferee companies, incidental with the finalization of the scheme and to put it into operation, including all advisory fees and charges and expenses attributable to implementation of the Scheme, shall be borne by the Transferee Company, be kept in a "merger suspense" account and adjusted against the general reserves in the books of the Transferee Company on completion of the Scheme.

15.5 Upon coming into effect of this scheme, to the extent that there are inter-company deposits / loans and advances balances and obligations outstanding as between or amongst the Transferee Company and Transferor Companies will stand cancelled and there shall be no further obligation / outstanding in that behalf and corresponding effect shall be given in the books of accounts and records of the Transferee Company. For the removal of doubts, it is clarified that from the Appointed Date there would be no accrual of interest or other charges in respect of any deposits / loans and advances balances and obligations between or amongst the Transferor Companies and Transferee Company.

15.6 The amount of share capital of the Transferor Companies and investment held by the Transferee Company in the Transferor Companies shall be adjusted against each other.

15.7 The differences between the value of net assets of the Transferor Companies after giving effect to sub-clause 15.2, 15.3 and 15.4 and 15.5 above and adjusting the diminution, if and to the extent considered appropriate by the Board of Directors of the Transferee Company, in the value of certain assets as on the Appointed Date, transferred to the Transferee Company pursuant to the orders of Tribunal over the cost of Investment in the shares of the Transferor Companies , in case of deficit, be debited to General Reserve Account / Amalgamation Goodwill Account and in case of surplus, an amount, as may be considered appropriate by the Board be credited to Capital Reserve Account, as the case may be .

- (f) Upon the effectiveness of the Scheme, the Transferor Companies shall be dissolved without winding up, and the Board of Directors of the Transferor Companies shall without any further act, instrument or deed be and stand dissolved.

The features / details / extract set out above being only the salient features / details / extract of the Scheme as are statutorily required to be included in this explanatory statement, the members are requested to read the entire text of the Scheme (annexed herewith) to get fully acquainted with the provisions thereof and the rationale and objectives of the proposed Scheme of Amalgamation.

11. Applicability of Valuation Report and Summary of Fairness opinion

- (a) The Applicant Company had obtained a certificate from V J Shah & Co., Chartered Accountants dated 16th November, 2016, *inter alia*, certifying that as the Transferor Companies are directly or indirectly wholly-owned subsidiary companies of the Applicant Company, no shares of the Applicant Company shall be issued and allotted in respect of shares held by the Applicant Company

or its subsidiary companies in the Transferor Companies, pursuant to the Scheme of Amalgamation, and hence the Scheme does not provide for any share exchange ratio and therefore no valuation is required to be done.

(b) The Fairness Opinion is issued by Aryaman Financial Services Limited, an independent Merchant Banker by its report dated 18th November, 2016 stating:

1. *That, the present scheme has been intended to merge DEL and BST into SFYPL. In the above cases, valuation is not undertaken as these are occurring within the Holding Company and Wholly Owned Subsidiary Company and it does not involve any movement of assets or liabilities outside the group.*
2. *Upon the Scheme becoming effective and with effect from the appointment date, the entire issued and paid up capital of DEL, fully held by BST and the entire issued and paid up capital BST, fully held by SFYPL on the effective date shall be extinguished and shall be deemed to be extinguished and all such equity shares shall be cancelled and deemed to be cancelled without any further application, act or deed.*
3. *There is also no change in the Promoter and the Public Shareholding pattern of the Applicant public listed Company i.e. SFYPL.*
4. *That, in their opinion the proposed Scheme of Amalgamation without any consideration is fair and reasonable since the shareholders of SFYPL will continue to remain beneficial owners of SFYPL in the same proportion as they held it prior to the Scheme.*

12. Effect of the Scheme of Amalgamation

(a) Directors, Key Managerial Personnel and their Relatives

The Directors of the Applicant Company and Transferor Companies and Key Managerial Personnel (“KMP”) of the Applicant Company and their respective relatives do not have any material interest, concern or any other interest in the Scheme of Amalgamation except to the extent of their shareholding in the Applicant Company, if any, or to the extent the said Directors and KMP are the partners, directors, members of the companies, firms, association of persons, bodies corporate and/or beneficiary of trust that hold shares in Applicant Company. Further, the Directors of both the Transferor Companies shall cease to hold the post of Director after dissolution of both the Transferor Companies upon effectiveness of the Scheme without having any adverse effect on them.

Details of the Directors and KMP of the Applicant Company and Transferor Companies and their respective equity shareholding as on 28th July, 2017 (i.e. the latest practicable date preceding the date of this notice) in the Applicant Company and Transferor Companies are as follows:

(i) Applicant Company

Sr. No.	Name of the Directors and KMP	Designation	Shareholding (Holding singly or jointly as first holder)		
			Applicant Company	First Transferor Company	Second Transferor Company
1.	Ravi Amarchand Dalmia	Managing Director	6,15,476	-	1*
2.	Unni Krishnan Nair	Director	-	-	-
3.	Surendra Bahadur Singh	Director	-	-	-
4.	Jyoti Chanderlal Nankani	Director	-	-	-
5.	Madhumati Basawraj Rajol	Company Secretary	-	-	-

(ii) First Transferor Company[#]

Sr. No.	Name of the Directors	Designation	Shareholding (Holding singly or jointly as first holder)		
			Applicant Company	First Transferor Company	Second Transferor Company
1.	Sharad Ravi Dalmia	Director	-	1 [^]	1 [*]
2.	Varun Shashi Dalmia	Director	-	1 [^]	1 [*]
3.	Pratik Aditya Dalmia	Director	-	1 [^]	1 [*]

[^] Held for and on behalf of Sharad Fibres and Yarn Processors Limited as a nominee

^{*} Held for and on behalf of BST Exports Private Limited as a nominee

(iii) Second Transferor Company[#]

Sr. No.	Name of the Directors	Designation	Shareholding (Holding singly or jointly as first holder)		
			Applicant Company	First Transferor Company	Second Transferor Company
1.	Ravi Amarchand Dalmia	Director	6,15,476	-	1 [*]
2.	Aditya Amarchand Dalmia	Director	6,37,915	-	1 [*]
3.	Shashi Amarchand Dalmia	Director	7,89,917	-	1 [*]

[#] First Transferor Company and Second Transferor Company are not required to have any KMP.

(b) Promoter and Non-Promoter Members

The Scheme will not have any effect on the Promoter and non-promoter members of the Applicant Company as there will be no change in their shareholding in the Applicant Company pursuant to the terms of the Scheme of Amalgamation. However, the equity shares held by the Applicant Company in the Transferor Companies shall stand cancelled and extinguished without any further act, deed or instrument as an integral part of the Scheme. There are no non-promoter members of the Transferor Companies.

(c) Creditors:

The rights and interest of the creditors (secured and unsecured) of the Applicant Company and Transferor Companies involved in the Scheme will not be prejudicially affected by the Scheme as (i) no sacrifice or waiver is, at all, called from them nor are their rights sought to be modified in any manner; and (ii) post Scheme the Transferee Company shall meet respective liabilities vested on it as they arise in the ordinary course of business.

(d) Employees:

The rights and interests of the employees involved in the Scheme will not be prejudicially affected by the Scheme as all the permanent employees of the Transferor Companies who are in service on the date immediately preceding the Effective Date shall, on and from the Effective Date be deemed to be employees of the Transferee Company, without any break or interruption in service for the purpose of calculating retirement benefits and on the terms and conditions not less favourable than those subsisting immediately preceding the Effective Date. Services of the employees of the Transferor Companies shall be taken into account from the date of their appointment with the Transferor Companies for the purposes of all retirement benefits and all other entitlements for which they may be eligible. No rights of employees of the Transferee Company are being affected and their services shall continue on the same terms and conditions on which they are engaged.

(e) Depositors, Debenture Holders, Deposit Trustee or Debenture Trustee

None of the Transferor Companies and the Applicant Company have any depositors, debenture holders, deposit trustee or debenture trustee. Hence, no rights and interests will be affected on effectiveness of Scheme.

13. All contracts and agreements to which the Transferor Companies is/are a party(ies) and which have not lapsed and are subsisting or having effect on the Effective date shall be in full force and effect, against or in favour of the Transferor Companies, as the case may be and may be enforced by or against the Transferor Companies as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary or obligee thereto or there-under.
14. No investigation proceedings have been instituted or are pending under applicable provisions of Companies Act, 2013 or erstwhile provisions of Companies Act, 1956 against the Transferee Company and the Transferor Companies.
15. No winding up petition is pending and/or admitted against the Transferee Company and the Transferor Companies.
16. The Scheme does not involve any capital or debt restructuring and therefore the requirement to disclose details of capital or debt restructuring is not applicable.
17. On the Scheme being approved by requisite majority of Equity Shareholders of the respective Companies involved in the Scheme representing majority of persons representing three-fourths in value as per the requirement of Section 230 of the Companies Act, 2013, the Companies will seek the sanction of Hon'ble National Company Law Tribunal, Mumbai Bench, for the Scheme.
18. Details of approvals, sanctions or no-objection(s) from regulatory or any other governmental authorities required, received or pending:
 - (a) In case of the Applicant Company, it is submitted that however, vide the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2017 vide notification no. SEBI/LAD/NRO/GN/2016-17/029 dated 15th February, 2017 and SEBI circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017, in case of the Scheme involving the amalgamation of Wholly Owned Subsidiaries, with the Holding Company, the Scheme is required to be submitted to the Stock Exchanges only for the purpose of disclosure. Thus, no prior approval from SEBI or Stock Exchanges is necessary.

As required by the SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015, the Applicant Company has filed the Complaints Report with BSE Limited. After filing of the Complaint Report, the Transferee Company has not received any complaint. Copy of the said report is enclosed alongwith this Notice
 - (b) The Transferor Companies and the Applicant Company are required to seek further approvals / sanctions / no-objections from certain regulatory and governmental authorities for the Scheme of Amalgamation such as the concerned Registrar of Companies, Regional Director, Official Liquidator and will obtain the same at the relevant time.
19. The detailed pre scheme and post scheme (expected) capital structure and shareholding pattern of Applicant Company and Transferor Companies are given herein below:

A. Pre-scheme & Post-scheme Capital Structure

(i) Applicant Company

a. Pre-scheme Capital Structure

Authorised share capital	Amount (Rs.)
50,00,000 Equity Shares of Rs. 10/- each	5,00,00,000
30,00,000 Preference shares of Rs. 10/- each	3,00,00,000
TOTAL	8,00,00,000
Issued, Subscribed & Paid-up share capital	
43,66,400 Equity Shares of Rs 10/- each	4,36,64,000
TOTAL	4,36,64,000

b. Post-scheme Capital Structure

Authorised share capital	Amount (Rs.)
53,70,000 Equity Shares of Rs. 10/- each	5,37,00,000
25,000 Equity Shares of Rs 100/- each	25,00,000

30,00,000 Preference shares of Rs. 10/- each	3,00,00,000
TOTAL	8,62,00,000
Issued, Subscribed & Paid-up share capital	
43,66,400 Equity Shares of Rs 10/- each	4,36,64,000
TOTAL	4,36,64,000

(ii) First Transferor Company and Second Transferor Company

For details regarding the Pre-Scheme capital Structure of First Transferor Company and Second Transferor Company as on 31st March, 2017, please refer point No. 6(B)(e) and 6(C)(e) respectively. Since the Transferor Companies will be merged into the Applicant Company on Scheme of Amalgamation being effective, the Transferor Companies will stand dissolved, thus, there will be no post-scheme capital structure available.

B. Shareholding Pattern

(i) Applicant Company

Sr. No.	Category	Pre -Scheme as on 28th July, 2017 and Post-Scheme Shareholding Pattern	
		No. of shares held	% of share holding
A	Promoters' holding :		
1	Indians :		
	Individuals/Hindu undivided Family	26,94,200	61.70
	Bodies Corporate	-	-
	Sub Total (A)(1)	26,94,200	61.70
2	Foreign		
	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-
	Government	-	-
	Institutions	-	-
	Foreign Portfolio Investor	-	-
	Sub Total (A)(2)	-	-
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	26,94,200	61.70
B	Non-Promoters' holding :		
1.	Institutional Investors		
	Mutual Funds	1500	0.03
	Venture Capital Funds/ Alternate Investment Funds	-	-
	Foreign Venture Capital Investors/ Foreign Portfolio Investors	-	-
	Financial Institution/Banks	-	-
	Insurance Companies	-	-
	Sub Total (B)(1)	1500	0.03
2.	Central /State Government		
	Central Government/ State Government(s)/President of India	-	-
	Sub Total (B)(2)	-	-
3.	Non-Institutions:		
	Individuals (Indian Public)	15,26,200	34.95
	NBFCs registered with RBI	-	-
	Employee Trusts	-	-
	Overseas Depositories (holding DRs) (balancing figure)	-	-
	Any Other		
	i. Bodies Corporate	65,700	1.50
	ii. Clearing Member	1300	0.03

Sr. No.	Category	Pre -Scheme as on 28th July, 2017 and Post-Scheme Shareholding Pattern	
		No. of shares held	% of share holding
	iii. Non Resident Indians (NRI)	77,500	1.77
	Sub Total(B) (3)	16,70,700	38.26
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)	16,72,200	38.30
	GRAND TOTAL(A+B)	43,66,400	100.00

Note: Since no equity shares will be issued upon the Scheme of Amalgamation being effective, there will be no change in the pre scheme and post scheme shareholding pattern.

(iii) First Transferor Company and Second Transferor Company

Sr. No.	Category	Pre -Scheme as on 28th July, 2017 and Post-Scheme Shareholding Pattern			
		First Transferor Company		Second Transferor Company	
		No. of shares held	% of share holding	No. of shares held	% of share holding
1	Promoters	3,70,000	100.00	25,000	100.00
2	Public	-	-	-	-
3	Custodian	-	-	-	-
	TOTAL	3,70,000	100.00	25,000	100.00

Note: Since the Transferor Companies will be merged into the Applicant Company on Scheme of Amalgamation being effective, the Transferor Companies will stand dissolved, thus, there will be no post amalgamation shareholding pattern available.

20. Pursuant to Section 232(2) of the Companies Act, 2013:

- (i) Scheme of Amalgamation is enclosed herewith as **Annexure A**;
- (ii) The copy of draft scheme has been filed by the Applicant Company with the Registrar of Companies, Mumbai, Maharashtra
- (iii) Report adopted by the Board of Directors of all the Companies involved in the Scheme is enclosed herewith as **Annexure F**; and
- (iv) Supplementary Audited Accounting Statements of all the Companies involved in the Scheme for the year ended on March 31, 2017 is enclosed herewith as **Annexure G**

21 Pursuant to the NCLT order dated 3rd August, 2017, the notice is to be served to the Unsecured/Secured creditors of the Applicant Company as required under section 230 (3) of the Companies Act , 2013.

22 **The following documents will be open for inspection by the members at the Registered Office of Applicant Company situated at 220, Unique Industrial Estate, Off. Veer Savarkar Marg, Prabhadevi, Mumbai 400025 on all working days except Saturdays and Sundays between 11:00 a.m. and 1:00 p.m. up to the date of the ensuing Meeting and at the Meeting during the Meeting hours.**

- (a) Scheme of Amalgamation;
- (b) Fairness Opinion issued by Aryaman Financial Services Limited dated 18th November, 2016 for the proposed Scheme of Amalgamation;
- (c) Copy of certificate from V J Shah & Co., Chartered Accountants dated 16th November, 2016 certifying no requirement of valuation report;
- (d) Copy of the Auditors' certificate dated 16th November, 2016 to the effect that the accounting treatment in the Scheme of Amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013;

- (e) Complaints Report submitted by Applicant Company to BSE Limited on 16th February, 2017
- (f) Copy of the Company Application No. 771 of 2017 for amalgamation filed with the Hon'ble National Company Law Tribunal of Mumbai Bench
- (g) Copy of the Order passed by the Hon'ble National Company Law Tribunal of Mumbai Bench dated 3rd August, 2017 directing convening the meeting of Equity Shareholders ;
- (h) Copies of the Memorandum of Association and Articles of Association of the Applicant Company and Transferor Companies;
- (i) Copy of Audited Annual Accounts of the Applicant Company and both the Transferor Companies for the year ended on 31st March, 2015, 31st March, 2016 and 31st March, 2017;
- (j) Copies of the resolutions passed by the respective Board of Directors of the Applicant Company and Transferor Companies approving the Scheme;
- (k) Copy of Audit Committee report dated 19th November, 2016 recommending Scheme of Amalgamation of Applicant Company;
- (l) Report adopted by the Board of Directors of Applicant Company and Transferor Companies pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013.
- (m) Copy of acknowledgement evidencing filing of the draft Scheme by the respective Companies with the Registrar of Companies along with e-form GNL-1 and its related challans.

In addition to above, all the statutory records which are required to be kept open for inspection at the general meetings of the shareholders under law, will be available for inspection.

23. This statement may be treated as an Explanatory Statement under Sections 230 to 232 and 102 of the Companies Act, 2013. A copy of the Scheme of Amalgamation, Explanatory Statement, Blank Postal Ballot Form and Proxy Form may also be obtained from the Registered Office of the Company and / or at the office of the Advocate, Rajesh Shah & Co. at Office No-16, Oriental Building, 30, Nagindas Master Road, Opposite Welcome Hotel, Fort, Mumbai-400001

Dated this 14th August, 2017

Place: Mumbai

Sd/-
Mr. Ravi Dalmia
Chairperson appointed for the meeting
DIN: 00634870

Registered Office:-

220, Unique Industrial Estate,
Off. Veer Savarkar Marg,
Prabhadevi, Mumbai 400025

Encl: As above

SCHEME OF AMALGAMATION

under Section 230 to 232 of the Companies Act, 2013

BETWEEN

BST EXPORTS PRIVATE LIMITED

(the "First Transferor Company ")

AND

DALMIA EXIM LIMITED

(the "Second Transferor Company ")

AND

SHARAD FIBRES AND YARN PROCESSORS LIMITED

(the "Transferee Company")

AND

THEIR RESPECTIVE SHAREHOLDERS

PREAMBLE

This Scheme of Amalgamation is presented under Section 230 to 232 of the Companies Act, 2013 (to the extent notified and applicable) other applicable provisions of the Companies Act, 2013 (to the extent of the sections thereof that have not been repealed and applicable) and provides for the Amalgamation of **BST EXPORTS PRIVATE LIMITED** (herein after referred to as the “**First Transferor Company**” or “**BST**”) and **DALMIA EXIM LIMITED** (herein after referred to as the “**Second Transferor Company**” or the “**DEL**”) with **SHARAD FIBRES AND YARN PROCESSORS LIMITED** (herein after referred to as the “**Transferee Company**” or the “**SFYPL**”), in accordance with the Applicable Laws and provides for various other matters consequential to amalgamation or otherwise integrally connected herewith.

Parts of the Scheme

- A) This Scheme of Amalgamation is divided into the following parts:
- a. **Part I** deals with the description of the Companies
 - b. **Part II** deals with the background and rationale of the Scheme

- c. **Part III** deals with definitions of terms used in this Scheme of Amalgamation and the Share capital of the Transferor Companies and the Transferee Company;
 - d. **Part IV** deals with the Amalgamation of the Transferor Companies and consequent transfer and vesting of the Undertaking (as hereinafter defined) of each of the Transferor Companies to the Transferee Company and dissolution of the Transferor Companies
 - e. **Part V** deals with the accounting treatment for the amalgamation in the books of the Transferee Company;
 - f. **Part VI** deals with the general terms and conditions applicable to this Scheme of Amalgamation.
- B) Though this scheme is divided into parts for the purpose of convenience, it is to be implemented as single inseparable comprehensive Scheme of Amalgamation
- C) The amalgamation of The First Transferor and The Second Transferor Companies with the Transferee Company shall be deemed to have occurred and shall become effective and operative only in the sequence and order as provided in clause 3.1.3 of the Scheme.

PART I - PRELIMINARY

1. DESCRIPTION OF THE COMPANIES

- 1.1 **BST EXPORTS PRIVATE LIMITED (BST or The First Transferor Company)** was incorporated under the provisions of the Companies Act, 1956 on 06/01/2011 as a Private Limited Company is engaged in the business of trading in Plastic and Plastic Items and Yarn.

The Registered Office of the BST is situated at 39, Prabhat, 76, Warden Road, Mumbai - 400026.

- 1.2 **DALMIA EXIM LIMITED (DEL or the Second Transferor company)** was originally incorporated under the Companies Act, 1956 under the name "Dalmia Exim Private Limited" on 19/01/1989 as a Private Limited Company. The name of the Company was changed to "Dalmia Exim Limited" on 20/09/1994 due to conversion from Private Limited Company to Public Limited Company. DEL is engaged in the business of trading in Yarn.

The Registered Office of the DEL is situated at 202 Venkatesh Chambers, Prescott Road, Fort Mumbai - 400001.

- 1.3 The Transferor Companies are wholly owned subsidiaries of the Transferee Company which is holding directly/indirectly the entire issued, subscribed and

paid-up equity share capital of the Transferor Companies together with its nominees.

- 1.4 **SHARAD FIBRES AND YARN PROCESSORS LIMITED (SFYPL or The Transferee Company)** was incorporated under the Companies Act, 1956 under the name "Sharad Fibres and Yarn Processors Private Limited" on 02/07/1987 as a Private Limited Company. The name of the Company was changed to "Sharad Fibres and Yarn Processors Limited" on 06/04/1993 due to conversion from Private Limited Company to Public Limited Company. SFYPL is engaged in the business of processing of plastic waste.

The Registered Office of the Company is situated at 220, Unique Industrial Estate, Off. Veer Savarkar Marg, Prabhadevi, Mumbai - 400025.

- 1.5 The Transferee Company is a public listed company and its shares are listed on the BSE Limited.

PART II- BACKGROUND AND RATIONALE OF THE SCHEME

2 The background and rationale which justify the Scheme are, inter alia, as under :

2.1 BACKGROUND AND PURPOSE OF THE SCHEME

- a) The Transferor Companies are wholly owned subsidiaries of the Transferee Company
- b) The Scheme of Amalgamation provides for the amalgamation of the **First Transferor Company (BST)** and the **Second Transferor Company (DEL)** with the **Transferee Company (SFYPL)** by the transfer and vesting of all of the undertakings, properties, assets and liabilities of the **First Transferor Company** and **Second Transferor Company** to and in the **Transferee Company** and for various other matters consequential or otherwise integrally connected with the Scheme

2.2 RATIONAL FOR AMALGAMATION

The key objectives of the Amalgamation and the resultant various benefits thereof inter-alia are :

- a) Significant reduction in the multiplicity of legal and regulatory compliances required to be carried out by the Transferor and Transferee Companies by reorganising and reducing the number of entities
- b) Elimination of administrative function and multiple recordkeeping resulting in reduced expenditure
- c) The amalgamation will create focused platform for future growth as it will enable the Transferee Company **to** consolidate its business and combined resources, which will give additional strength to the **Transferee Company** and the **Transferee Company** will offer a strong financial structure to all the stakeholders and will facilitate resource mobilization and will also provide

an opportunity to leverage combined assets and build a stronger sustainable business.

PART III- DEFINATIONS AND SHARE CAPITAL

3. DEFINATIONS & INTERPRETATION

3.1 Definition

In this Scheme , unless repugnant to or inconsistent with the meaning or context thereof, the following terms shall have the meanings set out below:

- 3.1.1 "**Act**" means the Companies Act, 2013 as applicable and rules and regulations made thereunder and shall includes any statutory re-enactment or modification thereof, or amendment thereto, from time to time;
- 3.1.2 "**Appointed Date**" means **16th November 2016** or such other date as may be approved by the Tribunal;
- 3.1.3 "**The Effective Date**" means the date on which certified copies of the Order(s) of the Tribunal vesting the assets, properties, liabilities, rights, duties, obligations and the like of the Transferor Companies in the Transferee Company are filed with the Registrar of Companies, Maharashtra and/or the Ministry of Corporate Affairs, New Delhi after obtaining the necessary consents, approvals, permissions, resolutions, agreements, sanctions and orders in this regard. Any references in this Scheme to the date of "**coming into effect of this Scheme**" or "**effectiveness of this Scheme**" or "**Scheme taking effect**" shall mean the Effective Date;
- 3.1.4 "**Appropriate Authority**" means any applicable Central, State or local Governmental, legislative body, regulatory or administrative authority of the relevant jurisdiction including SEBI, Stock Exchange, Registrar of Companies, Court (defined);
- 3.1.5 "**Tribunal**" shall for the purpose of this Scheme, mean the Hon'ble Tribunal at Mumbai having jurisdiction in relation to the Transferor Companies and the Transferee Company; and the expression shall include National Company Law Tribunal the National Company Law Appellate Tribunal;
- 3.1.6 "**Scheme**" or "**Scheme of Amalgamation**" means this **Scheme of Amalgamation** as submitted in the present form to the Tribunal together with any modification(s) approved or imposed or directed by the Tribunal;
- 3.1.7 "**The First Transferor Company**" or "**BST**" means **BST EXPORTS PRIVATE LIMITED**, a company incororated under the Act, having its registered office at 39, Prabhat, 76, Warden Road, Mumbai - 400026;

- 3.1.8 “**The Second Transferor Company**” or “**DEL**” means **DALMIA EXIM LIMITED**, a company incorporated under the Act, having its registered office at 202 Venkatesh Chambers, Prescott Road, Fort, Mumbai - 400001;
- 3.1.9 “**The Transferor Companies**” means First Transferor Company and Second Transferor Company;
- 3.1.10 “**The Transferee Company**” or “**SFYPL**” means **SHARAD FIBRES AND YARN PROCESSORS LIMITED** having its Registered Office at 220, Unique Industrial Estate, Off. Veer Savarkar Marg, Prabhadevi, Mumbai - 400025;
- 3.1.11 “**Undertakings of the Transferor Companies**”, shall mean collectively all the businesses (Including all the assets and liabilities) of the Transferor Companies as a going concern, as on appointed date. Without prejudice to the generalities of the above, **the undertakings of the Transferor Companies** shall include:
- 3.1.11.1 The entire business operations, all the assets and properties (whether movable or immovable, tangible and intangible including goodwill, real or personal, corporeal or incorporeal, present, future or contingent) of the **Transferor Companies**, including, without being limited to, plant and machinery, equipments, buildings and structures, offices, residential and other premises, capital work-in-progress, furniture, fixtures, office equipments, appliances, accessories, power lines, depots, deposits, all stocks, stocks of fuel, assets, investments of all kinds (including shares, scrip’s, stocks, bonds, debenture stocks, units or pass through certificates), cash balances with banks, loans, advances, contingent rights or benefits, receivables, earnest monies, advances or deposits paid by the **Transferor Companies**,
- 3.1.11.2 Financial assets, leases (including lease rights), import quotas, rights, lease rights, sub-lease rights, hire purchase contracts and assets, landing contracts, rights and benefits under any contracts, benefits of any security arrangements or under any guarantees, reversions, powers, permissions, tenancies in relation to the office and / or residential properties for the employees or the other persons, guest houses, godowns, warehouses, licenses, fixed and other assets, trade and service names and marks, patents, copy rights, trading style, descriptions, franchise, labels, label designs, colour schemes, utility models, holograms, bar codes, design and other intellectual property rights of any nature whatsoever, rights to use and avail of telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties, or other interest held in trust, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights including sales tax deferrals and/or exemption, title, interests, other benefits (including tax benefits), easements, privileges, liberties and advantages of whatsoever nature and wheresoever’s situate belonging to or in the ownership, power or possession and in the control of or vested in or granted in favour of or

enjoyed by the **Transferor Companies** or in connection with or relating to that the **Transferor Companies** and all other interests of whatsoever nature belonging to or in the ownership, power, possession or the control of or vested in or granted in favour of or held for the benefit of or enjoyed by the **Transferor Companies** including without limiting to approvals, permissions, licenses, consents, exemptions, registrations, no-objections certificates, know-how, whether in India or abroad on the appointed date;

- 3.1.11.3 All secured and unsecured debts and/or borrowings (whether in Indian rupees or foreign currency), liabilities (including contingent liabilities, if any), duties and obligations of the **Transferor Companies** of every kind, borrowings, bills payable, interest accrued and all other debts, duties, undertakings, contractual obligations, guarantees given and obligations of the **Transferor Companies** of every kind, nature and description whatsoever and howsoever on the appointed date.
- 3.1.11.4 All agreements, rights, contracts, entitlements, permits, licenses, all registrations and entitlements like Import-Export (IEC) registration, Letter of Permission for operations from Development Commissioner pre-qualifications relating to the business of the Transferor Companies , approvals, authorisations, concessions, consents, quota rights, fuel linkages, engagements, arrangements, authorities, allotments, security arrangements benefits of any guarantees, reversions, powers and all other approvals of every kind, nature and description whatsoever relating to the Transferor Companies' business activities and operations;
- 3.1.11.5 All intellectual rights, records, files, papers, computer programmes, manuals, data, catalogues, sales and advertising materials, lists and other details of present and former customers and suppliers, customer credit information, customer and supplier pricing information and all other records and documents relating to the existing business activities and operations of the **Transferor Companies** ;
- 3.1.11.6 All employees engaged in or relating to the **Transferor Companies** business activities and operations;
- 3.1.11.7 Without prejudice to the generality of Sub-clause 3.1.11.1, 3.1.11.2, 3.1.11.3, 3.1.11.4 and 3.1.11.5 above **the undertaking of the Transferor Companies** shall include all assets including claims or obligations, certifications / permissions of whatsoever nature directly or indirectly pertaining to the business of the past, present or future products, including those relating to employees and technical know-how agreement, if any, or otherwise with any person / institution / company or any association anywhere in the world, enactments, leasehold rights and, systems of any kind whatsoever, rights and benefits of all agreements and other interests including rights and benefits under various schemes of different Taxation and other Laws may belong to or be available to the **Transferor Companies** , rights and powers of every kind, nature and description of whatsoever probabilities,

liberties, and approval of, whatsoever nature and wherever situated of the **Transferor Companies**

3.1.12 The words importing the singular include the plural; words importing any gender include every gender.

3.1.13 All terms not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, the Securities Contracts (Regulation) Act, 1956 and other applicable laws, rules, regulations and byelaws, as the case may be, or any statutory modification or re-enactment thereof, from time to time.

4 **SHARE CAPITAL**

4.1 **Transferor Companies**

The share capital structure of the **Transferor Companies** is described below:

(A) The present share capital structure of the **First Transferor Company or BST** as on 15th November 2016 is as under:

	Rs.
Authorized Capital:	
3,70,000 Equity Shares of Rs.10/- each	37,00,000
TOTAL	37,00,000
Issued, Subscribed and Paid Up Capital:	
3,70,000 equity shares of Rs 10/-each	37,00,000
TOTAL	37,00,000

BST or the First Transferor Company is a wholly owned subsidiary of SFYPL or the Transferee Company and holding Company of DEL or the Second Transferor Company.

Subsequent to 15th November, 2016, and up to the date of approval of this Scheme by the Board of the Transferor Company, there has been no change in the authorised, issued, subscribed and paid-up capital of the Transferor Company.

(B) The present share capital structure of **Second Transferor Company or DEL** as on 15th November 2016 is as under:

	Rs.
Authorized Capital:	
25,000 Equity Shares of Rs.100/- each	25,00,000
TOTAL	25,00,000
Issued, Subscribed and Paid up Capital:	
25,000 Equity Shares of Rs.100/- each	25,00,000
TOTAL	25,00,000

DEL or Second Transferor Company is a wholly owned subsidiary of BST or the First Transferor Company and therefore also subsidiary Company of SFYPL or the Transferee Company.

Subsequent to 15th November, 2016, and up to the date of approval of this Scheme by the Board of the Transferor Company, there has been no change in the authorised, issued, subscribed and paid-up capital of the Transferor Company.

4.2 Transferee Company

The share capital of the **Transferee Company** is described below:

The present authorized capital and the issued, subscribed and paid-up share capital of **Transferee Company OR SFYPL** as on 15th November 2016 is as under:

	Rs.
Authorised Capital:	
50,00,000 Equity Shares of Rs 10/- each	5,00,00,000
30,00,000 Preference shares of Rs 10/- each	3,00,00,000
TOTAL	8,00,00,000
Issued, Subscribed and Paid up Capital:	
43,66,400 Equity Shares of Rs 10/- each	4,36,64,000
TOTAL	4,36,64,000

SFYPL or the Transferee Company is the Holding company of BST or first Transferor Company and DEL or the Second Transferor Company.

Subsequent to 15th November, 2016, and up to the date of approval of this Scheme by the Board of the Transferee Company, there has been no change in the authorised, issued, subscribed and paid-up capital of the Transferee Company.

PART IV- AMALGAMATION OF TRANSFEROR COMPANIES

5 TRANSFER OF UNDERTAKINGS

5.1 Vesting of Undertaking

Upon the coming into effect of this Scheme and with effect from the Appointed Date, the Transferor Companies shall stand amalgamated with the Transferee Company as provided in this Scheme and the whole **of the Undertakings of the Transferor Companies** shall, pursuant to the sanction of this Scheme by the Tribunal and pursuant to the provisions of Section 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Act, be and stand transferred to and vested in or be deemed to have been transferred to and vested in the **Transferee Company**, each as a going concern without any further act, instrument, deed, matter or thing so as to become the Undertakings of the **Transferee Company** by virtue of and in the manner provided in this Scheme.

5.2 Transfer of Assets

Without prejudice to the generality of Clause 5.1 above, upon the coming into effect of this Scheme and with effect from the Appointed Date:

- a) All the Assets comprised in the Undertakings of the **Transferor companies**, except for the portions dealt with under sub-clause (b) and sub-clause (c) below, of whatsoever nature and whosoever situate and which are incapable of passing by manual delivery, shall, under the provisions of Section 230 to 232 of the Companies Act, 2013 and all other applicable provisions, if any, of the Act, without any further act or deed, be and stand transferred to and vested in the **Transferee Company** or be deemed to be transferred to and vested in the **Transferee Company** as a going concern so as to become, as and from the Appointed Date, the assets and properties of the **Transferee Company**, subject however to the provisions of Clause 5.4 herein below.
- b) Without prejudice to the provisions of Clause 5.1 and sub-clause (a) of this Clause 5.2 in respect of such of the Assets of the **Transferor Companies**, as are movable in nature or are otherwise capable of transfer by manual delivery or by endorsement and/or delivery, the same shall be so transferred by the respective the **Transferor Company** and shall, upon such transfer, become the assets and properties of the **Transferee Company**, without requiring any deed or instrument or conveyance for the same.
- c) In respect of such of the assets of the **Transferor Companies** as are movable in nature other than those dealt with in sub-clause (b) above including sundry debtors, receivables, bills, credits, loans and advances, if any, whether recoverable in cash or in kind or for value to be received, bank balances, investments, earnest money and deposits with any Government, Semi-Government, local or other authority or body or with any company or other person, the same shall pursuant to the provisions of the Acts stand transferred to without requiring any further consent, deed or instrument of conveyance for transfer of the same, and shall become property of the **Transferee Company** and the respective the **Transferor Company** shall, if required, give notice in such form as they may deem fit and proper, to each person, debtor, or depositor, as the case may be, to the effect that pursuant to the Tribunal having sanctioned the amalgamation of the **Transferor Companies** with the **Transferee Company** under Section 230 to 232 of the Companies Act, 2013, the said debt, loan, advance, balance or deposit be paid or made good or held on account of the **Transferee Company** as the person entitled thereto and that appropriate entry should be passed in its or their books to record the aforesaid change. The **Transferee Company** shall, if required, also give notice in such form as it may deem fit and proper to each person, debtor or depositor that, pursuant to the Tribunal having sanctioned the amalgamation of the **Transferor Companies** with the **Transferee Company** under Section 230 to 232 of the Companies Act, 2013, the said debt, loan, advance, balance or deposit be paid or made good or held on account of the **Transferee Company**.

- d) In respect of such of the ASSETS of the **Transferor Companies** other than those referred to in sub clause (c) above, the same shall, as more particularly provided in sub clause (a) above, without any further act, instrument or deed, be transferred to and vested in and/ or be deemed to be transferred to and vested in the **Transferee Company** on the Appointed date pursuant to the provisions of the Act and the concerned authorities having jurisdiction over the Assets shall endorse and record the name of **Transferee Company** in its record so as to facilitate the implementation of the Scheme and vesting of **the Undertaking of the Transferor Companies** in the **Transferee Company** without hindrance from the Appointed Date.
- e) All Assets comprised in the **Undertakings of the Transferor Companies** as on the Appointed Date, whether or not included in the books of the **Transferor Companies**, and all assets and properties, which are acquired by the **Transferor Companies**, on or after the Appointed Date till the Effective Date, shall be deemed to be and shall become the assets and properties of the **Transferee Company** by virtue of and in the manner provided in this Scheme
- f) All the statutory and other licenses, permits, approvals, permissions, registrations including without limiting registration with concern authorities, incentives, benefits, subsidies, concessions, grants, reliefs, rights including land development rights, claims, leases, tenancy rights, liberties, special status and privileges enjoyed or conferred upon or held or availed of by the **Transferor Companies** and all rights and benefits that have accrued or which may accrue to the **Transferor Companies**, whether before or after the Appointed Date, shall pursuant to the provisions of Section 230 to 232 of the Companies Act, 2013 , without any further act, instrument or deed, cost or charge be and stand transferred to and vest in or be deemed to be transferred to and vested in and be available to the **Transferee Company** so as to become as and from the Appointed Date licenses, permits, approvals, permissions, registrations, incentives, benefits, subsidies, concessions, grants, rights including land development rights, claims, leases, tenancy rights, liberties, special status and privileges of the **Transferee Company** and shall remain valid, effective and enforceable on the same terms and conditions and shall be appropriately mutated by the Statutory and other Authorities concerned in favour of the **Transferee Company** upon the Scheme becoming effective.

5.3 **Transfer of Liabilities**

- 5.3.1 Without prejudice to the generality of Clause 5.1 above, upon the coming into effect of this Scheme and with effect from the Appointed Date, all Liabilities of every kind, nature and description of the **Transferor Companies** shall, pursuant to the sanction of this Scheme by the Tribunal and pursuant to the provisions of Section 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Act, be transferred or be deemed to be transferred to the **Transferee Company**, without any further act, instrument, deed, matter or thing and the same shall be assumed by the **Transferee Company** to the extent they are outstanding on the Effective

Date so as to become as and from the Appointed Date, the Liabilities of the **Transferee Company** on the same terms and conditions as were applicable to the **Transferor Companies** and the **Transferee Company** shall meet, discharge and satisfy the same and further it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such Liabilities have arisen in order to give effect to the provisions of this Clause.

- 5.3.2 All Liabilities as on the Appointed Date, whether or not provided in the books of the **Transferor Companies**, and all loans raised and utilised and all debts and/or liabilities and obligations incurred, duties and obligations relating to the **Transferor Companies** which arise or accrue to the **Transferor Companies** on or after the Appointed Date till the Effective Date, shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the **Transferee Company** and to the extent they are outstanding on the Effective Date, shall, upon the coming into effect of this Scheme and pursuant to the provisions of Section 232 of the Act, without any further act, instrument or deed be and stand transferred to or vested in or be deemed to have been transferred to and vested in the **Transferee Company** and shall become the loans and Liabilities of the **Transferee Company** by virtue of and in the manner provided in this Scheme and the **Transferee Company** shall meet, discharge and satisfy the same.
- 5.3.3 Where any of the Liabilities of the **Transferor Companies** as on the Appointed Date transferred to the **Transferee Company** have been discharged by the **Transferor Companies** after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the **Transferee Company**
- 5.3.4 Loans, advances and other obligations (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may hereafter become due between the **Transferor Companies** and the **Transferee Company** shall, ipso facto, stand discharged and come to an end and there shall be no liability in that behalf on any party and appropriate effect shall be given in the books of accounts and records of the **Transferee Company**. It is hereby clarified that there will be no accrual of interest or other charges in respect of any such inter-company loans, advances and other obligations with effect from the Appointed Date.
- 5.3.5 All liabilities and obligations arising out of banking facilities, guarantees and counter guarantees executed by the **Transferor Companies** relating to its Undertakings/ Branch Offices in favour of third party shall become liability/ obligation of the **Transferee Company** which it undertakes to meet, discharge and satisfy.
- 5.3.6 Upon this Scheme becoming effective (with effect from the Appointed Date) all debts, liabilities, dues, duties and obligations including all income taxes, excise duty, customs duty, sales tax, value added tax, service tax and

other Government and Semi-Government liabilities of the **Transferor Companies** shall pursuant to the applicable provisions of the Act and without any further act or deed be also transferred or be deemed to be transferred to and vest in and be absorbed, taken over and assumed by the **Transferee Company** so as to become as from the Appointed Date the debts, liabilities, duties and obligations of **Transferee Company** on the same terms and conditions as were applicable to the **Transferor Companies** and it is further specifically clarify, admit, assure and declared by the **Transferee Company** that it will pay and discharge the same on due date(s) .

5.3.7 Mortgages and charges

- (a) In so far as the Assets of the **Transferor Companies** are concerned, the securities, mortgages, charges, encumbrances or liens (hereinafter referred to as the "Encumbrances") if any existing or if created at any time prior to the Effective Date, over the Assets or any part thereof, transferred to the **Transferee Company** in terms of this Scheme and relating to the Liabilities of the **Transferor Companies**, shall, after the Effective Date, without any further act or deed, continue to relate or attach to such Assets or any part thereof, but such Encumbrances, if any, shall not relate or attach to any of the assets and properties of the **Transferee Company** or any part thereof or to any of the other Assets of the **Transferor Companies** transferred to the **Transferee Company** pursuant to this Scheme, save to the extent warranted by the terms of any existing security arrangements to which the **Transferor Companies** and the **Transferee Company** are party, and consistent with the joint obligations assumed by them under such arrangements.
- (b) Without prejudice to sub-clause (a) of this Clause 5.3.1, it is clarified that the transfer and vesting of the **Transferor Companies** to and in the **Transferee Company** in terms of this Scheme shall be subject to the Encumbrances, if any, on the Assets so transferred and vested and with effect from the Effective Date, any reference in any security documents or arrangements to the **Transferor Companies** and its assets and properties, shall be construed as a reference to the **Transferee Company** and the assets and properties of the **Transferee Company**, provided always that such Encumbrances, if any, shall extend only to and over those assets and properties of the **Transferor Companies** transferred to and vested in the **Transferee Company** pursuant to this Scheme and not any other assets and properties of the **Transferee Company**.

5.3.8 The existing securities, mortgages, charges, encumbrances or liens (including floating charges) over the assets and properties of the **Transferee Company** or any part thereof which relate to any liability, loan, deposit or facility availed of by the **Transferee Company** shall continue to relate or attach to the assets and properties of the **Transferee Company** to which the same relate or attach and nothing contained in this Scheme shall operate to enlarge or extend such securities, mortgages, charges, encumbrances or liens (including floating charge) to any of the assets or properties of the **Transferor Companies** or any part thereof which are

transferred to and vested in the **Transferee Company** under and pursuant to this Scheme.

5.4 Inter-se Transactions

Without prejudice to Clauses 5.1 to 5.3, with effect from the Appointed Date, all inter-party transactions between the **Transferor Companies** and the **Transferee Company** shall be considered as intra-party transactions for all purposes from the Appointed Date.

6 TRANSFEROR COMPANIES STAFF, WORKMEN AND EMPLOYEES

Upon the coming into effect of this Scheme:

- 6.1 All the employees of the Transferor Companies who are in employment as on the Effective Date shall become the employees of the Transferee Company with effect from the Effective date without any break or interruption in service and on the same terms and conditions as to employment and remuneration on which they are engaged or employed by the Transferor Companies. It is clarified that the employees of Transferor Companies who become employees of the Transferee Company by virtue of this Scheme, shall not be entitled to the employment policies and shall not be entitled to avail of any schemes and benefits that may be applicable and available to any of the employees of the Transferee Company, unless otherwise determined by the Transferee company.
- 6.2 The Transferee Company undertakes to continue to abide by any agreement/settlement, if any, entered into by any of the Transferor Companies with any Union/ employee of any of the Transferor Companies which is in force as on the Effective Date.
- 6.3 The Transferee Company shall have the right to transfer such employees to any unit, division, subsidiary, profit/cost centre or department of the Transferee Company situated anywhere in India or abroad if warranted and as may be necessary from time to time.
- 6.4 As far as the provident fund, gratuity fund or any other special fund or schemes (including the Employee Stock Option Scheme(s)) existing for the benefit of the employees of the Transferor Companies are concerned, upon the coming into effect of this Scheme, the Transferee Company shall be substituted and / or transferred for the Transferor Companies for all purposes whatsoever related to the administration/operation of such funds or schemes or in relation to the obligation to make contribution to the said funds or schemes in accordance with provisions of such funds or schemes according to the terms provided in the respective trust deeds or other documents and till such time shall be maintained separately. All the rights, duties, powers and obligations of the Transferor Companies in relation to such funds or Schemes shall become those of the Transferee Company and the services of the employees will be treated as being continuous for the purpose of the aforesaid funds or schemes

7 CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS

- 7.1 Upon the coming into effect of this Scheme, and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, arrangements including but not limited to all sales tax exemptions and/or deferral benefits and/or any other direct or

indirect tax benefits and incentives and other instruments of whatsoever nature including but not limited to all land development rights, tenancies, leases, licenses and other assurances in favour of **the Transferor Companies** or powers or authorities granted by or to it of whatsoever nature to which the **Transferor Companies** is a party or to the benefit of which the **Transferor Companies** may be eligible, and which are subsisting or having effect immediately before the Effective Date, shall without any further act, instrument or deed, continue and remain in full force and effect against or in favour of the **Transferee Company** as the case may be and may be enforced as fully and effectually, as if, instead of the **Transferor companies, the Transferee Company** had been a party or beneficiary or obligee thereto or there-under.

7.2 Without prejudice to the other provisions of this Scheme and notwithstanding the fact that the vesting of the Undertakings occurs by virtue of this Scheme itself, the **Transferee Company** may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, take such actions or enter into, or issue or execute deeds, writings, confirmations, novations, declarations, or other documents with, or in favour of any party to any contract or arrangement to which the **Transferor Companies** is a party or any writings as may be necessary to be executed in order to give formal effect to the provisions of this Scheme. The **Transferee Company** shall, be deemed to be authorised to execute any such writings on behalf of the Transferor Companies and to carry out or perform all such formalities or compliances required for the purposes referred to above on the part of the **Transferor Companies**.

7.3 For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, licences, certificates, clearances, authorities, powers of attorney given by, issued to or executed in favour of the **Transferor Companies** in relation to their Undertakings shall stand transferred to the **Transferee Company**, as if the same were originally given, issued to or executed in favour of the **Transferee Company**, and the **Transferee Company** shall be bound by the terms thereof, the obligations and duties thereunder and the rights and benefits under the same shall be available to the **Transferee Company**.

8 LEGAL PROCEEDING

8.1 Upon the coming into effect of this Scheme, all suits, actions and proceedings by or against the **Transferor Companies** pending and/or arising on or before the Effective Date shall be continued and be enforced by or against the **Transferee Company** as effectually and in the same manner and to the same extent as if the same had been pending and/or arising by or against the **Transferor Companies**.

8.2 The **Transferee Company** undertakes to have all legal or other proceedings initiated by or against the **Transferor Companies** referred to in clause 8.1 above transferred to its name and to have the same continued, prosecuted and enforced by or against the **Transferee Company**.

9 OPERATIVE DATE OF THE SCHEME

- 9.1 The Scheme, set out herein in its present form or with any modification(s) approved or imposed or directed by the Hon'ble Tribunal at Mumbai shall be effective from the Appointed Date but shall be operative from the Effective Date.
- 9.2 The sequence or the order of taking effect of Amalgamation of amalgamating companies, which is an essence of the Scheme, shall be as under:
- a) The Amalgamation of First Transferor Company (BST) with the Transferee Company (**SFYPL**) shall take effect and be operative prior to amalgamation of Second Transferor Company (DEL) with the Transferee Company. The Appointed Date for the purpose of Amalgamation of the First Transferor Company with the Transferee Company is 16th November 2016.
 - b) The Amalgamation of Second Transferor Company (DEL) with the Transferee Company shall take effect and be operative subsequent to amalgamation of First Transferor Company with the Transferee Company. The Appointed Date for the purpose of Amalgamation of the Second Transferor Company with the Transferee Company is 16th November 2016.

10 CONDUCT OF BUSINESS

10.1 With effect from the Appointed Date and up to and including the Effective Date:

- a) The Transferor Companies shall carry on and shall be deemed to have carried on all their business and activities relating to their respective Undertakings as hitherto and shall hold and stand possessed of and shall be deemed to have held and stood possessed of their respective Undertakings on account of, and for the benefit of and in trust for, the Transferee Company.
- b) All the profits or incomes accruing or arising to the Transferor Companies, and all expenditure or losses arising or incurred (including all taxes, if any, paid or accruing in respect of any profits and income) in relation to the Undertakings of the Transferor Companies shall, for all purposes, be treated and be deemed to be and accrue as the profits or incomes or as the case may be, expenditure or losses (including taxes) of the Transferee Company.
- c) Any of the rights, powers, authorities and privileges attached or related or pertaining to the Undertakings and exercised by or available to the Transferor Companies shall be deemed to have been exercised by the Transferor Companies for and on behalf of and as agent for the Transferee Company. Similarly, any of the obligations, duties and commitments attached, relating or pertaining to the Undertakings that have been undertaken or discharged by the Transferor Companies shall be deemed to have been undertaken or discharged for and on behalf of and as agent for the Transferee Company.
- d) The Transferor Companies shall carry on their respective business and activities with reasonable diligence and utmost business prudence and shall not undertake any additional financial commitments of any nature whatsoever, borrow any

amounts nor incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitments either for itself or on behalf of its subsidiaries or group companies or any third party or sell, transfer, alienate, charge, mortgage or encumber or deal with their respective undertakings save and except in each case in the following circumstances :

- i. if the same is in its ordinary course of business as carried on by it as on the date of filing this Scheme with the Tribunal; or
- ii. if the same is expressly permitted by this Scheme; or
- iii. if the same is pursuant to any pre-existing obligations undertaken prior to the Appointed Date
- iv. if written consent of the Board/Committee of Directors of the Transferee Company has been obtained

10.2 The Transferor Companies shall not make any change in their respective capital structure, whether by way of increase (by issue of equity shares on a rights basis, bonus shares, convertible debentures or otherwise) decrease, reduction, reclassification, sub-division or consolidation, re-organisation or in any other manner except under any of the following circumstances:

- i. by mutual consent of the respective Board/Committee of Directors of the Transferor Companies and of the Transferee Company; or
- ii. as may be permitted under this Scheme.

10.3 On and from the Appointed Date, all suits, actions and legal proceedings by or against the Transferor Companies shall be continued and / or enforced until the Effective Date as desired by the Transferee Company and on and from the Effective Date, shall be continued and / or enforced by or against the Transferee Company as effectually and in the same manner and to the same extent as if the same had been instituted and/or pending and/or arising by or against the Transferee Company

11 CANCELLATION OF SHARE CAPITAL OF THE TRANSFEROR COMPANIES

Since the entire equity share capital of the Transferor Companies is held by The Transferee Company, upon amalgamation, the Transferee Company would not be required to issue and allot any shares to the shareholders of the Transferor Companies. The Shares so held by the Transferee Company shall stand cancelled and extinguished pursuant to the implementation of the Scheme of Amalgamation.

12 PROFITS, DIVIDENDS, BONUS / RIGHTS SHARES

12.1 With effect from the Appointed Date, the Transferor Companies shall not without the prior written consent of the Transferee Company, utilize the profits, if any, for declaring or paying of any dividend to its shareholders and shall also not utilize, adjust or claim adjustment of profits/loss/reserves, as the case may be earned/ incurred or suffered after the Appointed Date.

12.2 The Transferor Companies shall not after the Appointed Date, issue or allot any further securities, by way of rights or bonus or otherwise without the prior written consent of the Board of Directors of the Transferee Company.

13. REORGANISATION / RESTRUCTURING AND MERGING OF AUTHORISED CAPITAL

13.1 Upon sanction of this Scheme, the authorised share capital of the Transferee Company shall automatically stand increased without any further act, instrument or deed on the part of the Transferee Company including payment of stamp duty and fees payable to Registrar of Companies, by the authorised share capital of First Transferor Company amounting to **Rs. 37,00,000/- (Rupees Thirty seven lakhs)** comprising of 3,70,000 (Three lakh seventy thousand) equity shares of Rs. 10/- each and by the authorised share capital of the Second Transferor Company amounting to **Rs. 25,00,000/- (Rupees Twenty five lakhs)** comprising of 25,000 (Twenty five thousand) equity shares of Rs. 100/- each, and the Memorandum of Association and Articles of Association of the Transferee Company (relating to the authorized share capital) shall, without any further act, instrument or deed, be and stand altered, modified and amended, pursuant to Sections 13, 14, 61 and other applicable provisions of the Companies Act 2013, as the case may be and for this purpose the stamp duties and fees paid on the authorized capital of the transferor companies shall be utilized and applied to the increased authorized share capital of the Transferee Company and no payment of any extra stamp duty and/or fee shall be payable by Transferee Company for increase in the authorised share capital to that extent.

13.2 It is clarified that the approval of the members of the Transferee Company to the Scheme shall be deemed to be their consent / approval also to the alteration of the Memorandum and Articles of Association of the Transferee Company as may be required under the Act.

13.3 Accordingly, in terms of this Scheme, the authorised share capital of the Transferee Company shall stand enhanced to an amount of Rs. 8,62,00,000/- (Rupees Eight Crore Sixty Two Lakh only) comprising of 53,70,000 Equity Shares of Rs. 10/- each amounting to Rs 5,37,00,000, 25,000 Equity Shares of Rs 100/- each amounting to Rs 25,00,000 and 30,00,000 Preference shares of Rs 10/- each amounting to Rs 3,00,00,000/- and the capital clause being Clause V of the Memorandum of Association of the Transferee Company shall stand substituted to read as follows:

“V. The Authorised Capital of the Company is Rs. 8,62,00,000/- (Rupees Eight Crore Sixty Two Lakh only) comprising of 53,70,000 Equity Shares of Rs. 10/- each amounting to Rs 5,37,00,000, 25000 Equity Shares of Rs 100/- each amounting to Rs 25,00,000 and 30,00,000 Preference shares of Rs 10/- each amounting to Rs 3,00,00,000/- with power to increase or reduce and repay the Share Capital or any portion thereof at any time and from time to time in accordance with the regulation of the Company and the legislative provisions for the time being in that behalf. These shares in the Share Capital of the Company for the time being, whether original or increased, may be divided, consolidated and subdivided into one or more or several classes by any issue

or new issue of any class, of any value, with such preferential, qualified or special rights, privileges or conditions as may be determined or in accordance with the Articles of Association of the Company and the right to vary, modify or abrogate any such rights, privileges, or conditions in such manner as may for time being provided by Articles of Association of the Company”.

- 13.4 Article 3 of the Article of Association of the Transferee Company shall, on the Effective date, also stand substituted to read as follow:

Article 3 Share Capital

- a) The authorised capital of the Company shall be such as is set out in the clause V of the Memorandum of Association of the Company from time to time.
- b) The Company may from time to time increase or reduce or alter its capital and divide the Shares in the original or increased capital for the time being into several classes and attach thereto respectively, such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or as provided by the regulations of the Company for the time being.

- 13.5 Consequent upon the amalgamation, the authorised, subscribed and paid-up share capital of the Transferee Company will be as under:

A. Authorised Capital

<u>Authorised Capital</u>	<u>Amount in Rs.</u>
53,70,000 Equity Shares of Rs. 10/- each	5,37,00,000
25,000 Equity Shares of Rs 100/- each	25,00,000
30,00,000 Preference shares of Rs. 10/- each	3,00,00,000
TOTAL	8,62,00,000

B. Subscribed and Paid Up Capital

<u>Subscribed and Paid Up Capital</u>	<u>Amount in Rs.</u>
43,66,400 Equity Shares of Rs 10/- each	4,36,64,000
TOTAL	4,36,64,000

PART V- TAX AND ACCOUNTING TREATMENT

14 TREATMENT OF TAXES

- 14.1 Any tax liabilities under the Income-tax Act, 1961, Wealth Tax Act, 1957, Customs Act, 1962, Central Excise Act, 1944, Maharashtra Value Added Tax Act, 2002, Central Sales Tax Act, 1956, any other State Sales Tax / Value Added Tax laws, Service Tax, Stamp laws or other applicable laws/ regulations [hereinafter in this Clause referred to as "Tax Laws"] dealing with Taxes/ duties/ levies allocable or related to the business of the Transferor Companies to the extent not provided for or covered by tax provision in the Accounts made as on the date immediately preceding the Appointed Date shall be transferred to Transferee Company.
- 14.2 All taxes (including income tax, wealth tax, sales tax, excise duty, customs duty, service tax, VAT, etc.) paid or payable by the Transferor Companies in respect of the operations and/or the profits of the business on and from the Appointed Date, shall be on account of the Transferee Company and, in so far as it relates to the tax payment (including without limitation income tax, wealth tax, sales tax, excise duty, customs duty, service tax, VAT, etc.), whether by way of deduction at source, advance tax or otherwise howsoever, by the Transferor Companies in respect of the profits or activities or operation of the business on and from the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company, and, shall, in all proceedings, be dealt with accordingly.
- 14.3 Any refund under the Tax Laws received by / due to Transferor Companies consequent to the assessments made on Transferor Companies subsequent to the appointed Date and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.
- 14.4 Without prejudice to the generality of the above, all benefits including under the income tax, sales tax, excise duty, customs duty, service tax, VAT, etc., to which the Transferor Companies is/are entitled to in terms of the applicable Tax Laws of the Union and State Governments, shall be available to and vest in the Transferee Company.
- 14.4 The provisions of this Scheme as they relate to the amalgamation of Transferor Companies into and with Transferee Company have been drawn up to comply with the conditions relating to "amalgamation" as defined u/s 2(1B) of the Income Tax Act 1961. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said section of the Income Tax Act, 1961, at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said section of the Income Tax Act, 1961, shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with section 2(1B) of the Income Tax Act, 1961. Such modification will, however, not affect the other parts of the Scheme.

15 ACCOUNTING TREATMENT

- 15.1 Amalgamation of the Transferor Companies with the Transferee Company shall be accounted for in accordance with “Pooling of Interest Method” of accounting as per applicable Accounting Standard (Accounting for Amalgamations-AS 14 or Accounting for Business Combination IND-AS 103) as applicable to the Listed Companies and as notified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 (applicable Accounting Standards) and other generally accepted accounting principles.
- 15.2 Accordingly upon the Scheme becoming effective all the Assets, Liabilities and the Reserves of the Transferor Companies shall be recorded by the Transferee Company at their existing carrying amount and in the same form.
- 15.3 If and to the extent there are inter-corporate loans, deposits or balances as between the Transferor Companies inter-se and the Transferee Company, the obligations in respect thereof shall, on and from the Appointed Date, come to an end and corresponding suitable effect shall be given in the books of account and records of the Transferee Company.
- 15.4 All costs and expenses incurred whether of the Transferor or of the Transferee companies, incidental with the finalization of the scheme and to put it into operation, including all advisory fees and charges and expenses attributable to implementation of the Scheme, shall be borne by the Transferee Company, be kept in a "merger suspense" account and adjusted against the general reserves in the books of the Transferee Company on completion of the Scheme
- 15.5 Upon coming into effect of this scheme, to the extent that there are inter-company deposits / loans and advances balances and obligations outstanding as between or amongst the Transferee Company and Transferor Companies will stand cancelled and there shall be no further obligation / outstanding in that behalf and corresponding effect shall be given in the books of accounts and records of the Transferee Company. For the removal of doubts, it is clarified that from the Appointed Date there would be no accrual of interest or other charges in respect of any deposits / loans and advances balances and obligations between or amongst the Transferor Companies and Transferee Company.
- 15.6 The amount of share capital of the Transferor Companies and investment held by the Transferee Company in the Transferor Companies shall be adjusted against each other.
- 15.7 The differences between the value of net assets of the Transferor Companies after giving effect to sub-clause 15.2, 15.3 and 15.4 and 15.5 above and adjusting the diminution, if and to the extent considered appropriate by the Board of Directors of the Transferee Company, in the value of certain assets as on the Appointed Date, transferred to the Transferee Company pursuant to the orders of Tribunal over the cost of Investment in the shares of the Transferor Companies, in case of deficit, be debited to General Reserve Account / Amalgamation Goodwill Account and in case of surplus, an amount, as may be considered appropriate by the Board be credited to Capital Reserve Account, as the case may be.

PART VI- GENERAL TERMS AND CONDITIONS

16 DISSOLUTION OF THE TRANSFEROR COMPANIES

On the Scheme becoming effective, the Transferor Companies shall be dissolved without being wound up.

17 SAVING OF CONCLUDED TRANSACTIONS

The transfer and vesting of the Undertakings of the Transferor Companies under Clause 5 of this Scheme shall not affect any transactions or proceedings already concluded by the Transferor Companies on or before the Appointed Date or after the Appointed Date till the Effective Date, to the end and intent that the Transferee Company shall accept and adopt all acts, deeds and things made, done and executed by the Transferor Companies as acts, deeds and things made, done and executed by or on behalf of the Transferee Company.

18 VALIDITY OF EXISTING RESOLUTIONS, ETC.

- a) upon the coming into effect of this Scheme the resolutions, if any, of the Transferor Companies, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company and if any such resolutions have upper monetary or other limits imposed under the provisions of the Act, or any other applicable provisions, then the said limits shall be added to the limits, if any, imposed under like resolutions passed by the Transferee Company and shall constitute the aggregate of the said limits in the Transferee Company.
- b) the limits of the Transferee Company for borrowings (apart from temporary loans obtained from the bankers in the ordinary course of business) in terms of Section 180(1)(c) and for charging the assets in terms of section 180(1)(a) of the Act shall, without any further act, instrument or deed, stand enhanced by the limits approved for the Transferor Companies.

19 MODIFICATION OF SCHEME

19.1 The Transferor Companies and the Transferee Company by their respective Boards of Directors or any Committee thereof or any Director authorised in that behalf (hereinafter referred to as the "Delegate") may assent to, or make, from time to time, any modifications or amendments or additions to this Scheme which the Tribunal or any authorities under law may deem fit to approve of or which the Tribunal or any authorities under law may impose and which the Transferor Companies and the Transferee Company may in their discretion accept or such modifications or amendments or additions as the Transferor Companies and the Transferee Company or as the case may be, their respective Delegate may deem fit, or required for the purpose of resolving any doubts or difficulties that may arise in carrying out this Scheme, and the Transferor Companies and the Transferee Company by their respective Boards of Directors or Delegates are authorised to do and execute all acts, deeds,

matters and things necessary for bringing this Scheme into effect, or review the position relating to the satisfaction of the conditions of this Scheme and if necessary, waive any of such conditions (to the extent permissible under law) for bringing this Scheme into effect. In the event that any conditions imposed by the Tribunal or any authorities are found unacceptable by the Transferor Companies or the Transferee Company for any reason, then the Transferor Companies and the Transferee Company shall be at liberty to withdraw the Scheme. The aforesaid powers of the Transferor Companies and the Transferee Company may be exercised by the Delegate of the respective Companies.

19.2 For the purpose of giving effect to this Scheme or to any modifications or amendments thereof or additions thereto, the Delegates (acting jointly) of the Transferor Companies and Transferee Company may give and are authorised to determine and give all such directions as are necessary for settling or removing any question of doubt or difficulty that may arise under this Scheme or in regard to the meaning or interpretation of any provision of this Scheme or implementation thereof or in any matter whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of this Scheme and if necessary, to waive any such conditions (to the extent permissible in law) and such determination or directions or waiver, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme. All modification / amendments to the Scheme shall be subject to approval of the Tribunal.

20 FILING OF APPLICATIONS

The Transferor Companies shall with all reasonable despatch, make and file all applications and/or petitions under Section 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Act before the Tribunal for sanction of this Scheme and for the dissolution without winding up of the Transferor Companies under the provisions of law, and shall apply for such approvals as may be required under law.

21 APPROVALS

The Transferee Company shall be entitled, pending the sanction of the Scheme, to apply to any Appropriate Authority (Defined), if required, under any law for such consents and approvals which the Transferee Company may require to own the Undertakings or any of them and to carry on the business of the Transferor Companies.

22 SCHEME CONDITIONAL UPON SANCTIONS, ETC.

22.1 This Scheme is conditional upon and subject to:

22.1.1 The Scheme being agreed by the respective requisite majorities of the members and the creditors of the Transferor Companies and the Transferee Company in accordance with Section 230 to 232 and other applicable provisions of the Companies Act, 2013.

22.1.2 The sanction of this Scheme by the Tribunal or any other appropriate authority under Section 230 to 232 and other applicable provisions of the Companies Act, 2013, if any, in favour of the Transferor Companies and the Transferee Company.

22.1.3 The requisite, consent, approval or permission of the Appropriate Authority, which by law may be necessary for the implementation of this Scheme.

22.1.4 This Scheme although to come into operation from the Appointed Date and shall not become effective till the date on which all necessary certified copies of orders under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 shall be duly filed with the Registrar of Companies, Maharashtra at Mumbai.

23 EFFECT OF NON-RECEIPT OF APPROVALS

In the event of any of the said sanctions and approvals referred to in the preceding Clause not being obtained and/ or the Scheme not being sanctioned by the Tribunal such other competent authority and / or the Order not being passed as aforesaid before March 31, 2018 or within such further period or periods as may be agreed upon between the Transferor Companies and the Transferee Company by their Boards of Directors (and which the Boards of directors of the Companies are hereby empowered and authorized to agree to and extend the Scheme from time to time without any limitation) this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/ or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law. Each party shall bear and pay its respective costs, charges and expenses for and or in connection with the Scheme.

24 COSTS, CHARGES AND EXPENSES

All costs, charges and expenses (including any taxes and duties) of or payable by the Transferor Companies and the Transferee Company in relation to or in connection with this Scheme and incidental to the completion of the amalgamation of the Transferor Companies with the Transferee Company in pursuance of this Scheme shall be borne and paid by the Transferee Company.

STRICTLY PRIVATE AND CONFIDENTIAL

16th November, 2016

To, The Board of Directors, Sharad Fibres and Yarns Processors Limited, 220, Unique Industrial Estate, Off. Veer Savarkar Marg, Prabhadevi, Mumbai 400025	To, The Board of Directors, BST Exports Private Limited, 39, Prabhat, 76 Warden Road, Mumbai 400026	To, The Board of Directors, Dalmia Exim Limited 202, Venkatesh Chambers, Prescot Road, Fort, Mumbai 400001
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Dear Sirs,

Sub: Scheme of Amalgamation of Sharad Fibres and Yarns Processors Limited with BST Exports Private Limited and Dalmia Exim Limited.

We have been requested by the Management of Sharad Fibres and Yarns Processors Limited, BST Exports Private Limited and Dalmia Exim Limited to issue this certificate in connection with the scheme of amalgamation of Sharad Fibres and Yarns Processors Limited with BST Exports Private Limited and Dalmia Exim Limited.

1. Background

- 1.1 Dalmia Exim Limited (DEL), a wholly owned subsidiary of BST Exports Private Limited (BST) is a public limited company engaged in the business of trading in Yarn.
- 1.2 BST Exports Private Limited (BST), a wholly owned subsidiary of Sharad Fibres and Yarns Processors Limited (SFYPL), is a private limited company engaged in the business of trading in Plastic and Plastic Items and Yarn.
- 1.3 Sharad Fibres and Yarns Processors Limited (SFYPL) is engaged in the business of processing of plastic waste. SFYPL was incorporated in 1987 and is headquartered in Mumbai, India. The Equity Shares of SFYPL are listed on BSE Limited.
- 1.4 As on dated, DEL and BST are wholly owned subsidiaries of SFYPL wherein the entire issued, subscribed and paid up share capital of DEL is held by BST and the entire issued, subscribed and paid up share capital of BST is held by SFYPL.
- 1.5 The management of SFYPL, BST and DEL are considering amalgamation of BST and DEL with SFYPL with effect from the Appointed Date as 16th November, 2016.

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Page 1

2. Source of Information

2.1. We have placed reliance on the information and explanations provided by the management of the respective companies, their respective advisors and authorized representatives.

2.2. Some of the key information relied upon are as under:-

- a. Audited financial statements of SFYPL for the year ended March 31, 2016.
- b. Audited financial statements of BST for the year ended March 31, 2016.
- c. Audited financial statements of DEL for the year ended March 31, 2016.
- d. Provisional financial statements of SFYPL, BST and DEL for period ending November 15, 2016
- e. Draft Scheme of Amalgamation ("Scheme") under Section 230 to 232 of the Companies Act, 2013 (to the extent notified and applicable) .
- f. Such other information and explanations as was required and which have been provided by the management of SFYPL, BST and DEL.

3. Limitation and Exclusion

- a. We have placed reliance on various information provided by the Managements of SFYPL, BST and DEL. Our reliance is based on the completeness and accuracy of the facts provided, which if not entirely complete or accurate, should be communicated to us immediately, as the inaccuracy or incompleteness could have a material impact on our findings.
- b. This document has been prepared solely for the purposes stated herein and should not be relied upon for any other purpose. This document is strictly confidential and (save to the extent required by applicable law and / or regulation) must not be released to any third party without our express written consent which is at our sole discretion.
- c. By its very nature, valuation work cannot be regarded as an exact science and the conclusions arrived at in many cases will of necessity be subjective and dependent on the exercise of individual judgement.
- d. We have not carried out audit of the information provided for the purpose of this engagement. We assume no responsibility for any error(s) in the above information furnished by the companies and consequential impact on the present exercise.

4. Conclusion

- 4.1. Under the circular CIR/CFD/CMD/16/2015 issued by the Securities and Exchange Board of India dated 30th November, 2015, valuation Report from an Independent Chartered Accountant is not required in cases where there is no change in the shareholding pattern of the listed entity / amalgamated listed company pursuant to amalgamation.

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Page 2



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4.2. As per the draft Scheme of Amalgamation, DEL being a wholly owned subsidiary of BST and BST being a wholly owned subsidiary of SFYPL, effectively DEL and BST are wholly owned subsidiaries of SFYPL, no shares will be issued and allotted by SFYPL pursuant to amalgamation and the shares of BST held by SFYPL and shares DEL held by BST shall stand cancelled. As a result, the shareholders of SFYPL will continue to remain beneficial owners of SFYPL in the same proportion in which they held shares in SFYPL prior to amalgamation

Yours Faithfully,

For V. J. SHAH & CO.
Chartered Accountants



Virag M. Shah
Partner
Membership No. 132669
FRN: 109823W

Date: 16th November, 2016
Place: Mumbai



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Vinod S. Mehta & Co.

CHARTERED ACCOUNTANTS

114, JOLLY BHAVAN-1, 10, NEW MARINE LINES, MUMBAI - 400020
TEL : 6633 3501 / 02 / 03 / 04 • FAX : 91-22-6633 3506
Email : cavsmehtha@gmail.com

ANNEXURE VIII

Auditors' Certificate

To,
The Board of Directors,
Sharad Fibres and Yarn Processors Limited
220, Unique Industrial Estate, Off. Veer Savarkar Marg,
Prabhadevi, Mumbai-400025

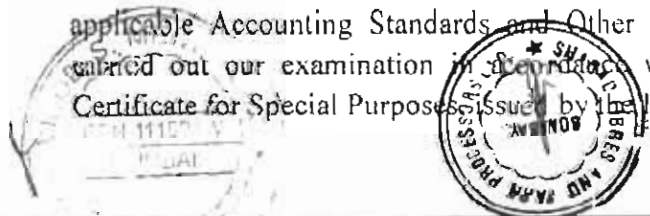
We, the statutory auditors of Sharad Fibres and Yarn Processors Limited, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in Clause 15 of Part V of the Draft Scheme of Amalgamation between BST EXPORTS PRIVATE LIMITED, "First Transferor Company" (Wholly owned subsidiary of Sharad Fibres and Yarn Processors Limited), DALMIA EXIM LIMITED, "Second Transferor Company" (Wholly owned subsidiary of BST Exports Private Limited) and SHARAD FIBRES AND YARN PROCESSORS LIMITED, "Transferee Company" and their respective shareholders, in terms of provisions of sections 230 to 232 of the Companies Act, 2013 ('the Draft Scheme') with reference to and its compliance with the applicable Accounting Standard (Accounting for Amalgamations-AS 14 or Accounting for Business Combination IND-AS 103) as specified and applicable to the Listed Companies and as notified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 (applicable Accounting Standards) and other generally accepted accounting principles.

Management's Responsibility

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards and other generally accepted accounting principles as aforesaid, is that of the Board of Directors of the Companies involved.

Auditors' Responsibility

Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificate for Special Purposes issued by the Institute of Chartered Accountants of India.



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Vinod S. Mehta & Co.

CHARTERED ACCOUNTANTS

114, JOLLY BHAVAN-1, 10, NEW MARINE LINES, MUMBAI - 400020.
TEL. : 6633 3501 / 02 / 03 / 04 • FAX : 91-22-6633 3506
Email : cavsmehta@gmail.com

Conclusion

Based on our examination and according to the information and explanation given to us, pursuant to the requirements of Para (I)(A)(5) of Annexure I of the Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 read with Regulation 37(4) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we confirm that the accounting treatment contained in the aforesaid Draft Scheme is in compliance with all the applicable Accounting Standards specified under Section 133 of the 2013 Act read with the rules framed thereunder or the Accounting Standards issued by ICAI, as applicable, and Other Generally Accepted Accounting Principles.

Restriction on Use

Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to its Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.

This Certificate is issued at the request of the Company pursuant to the requirement of circulars issued by SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 for onward submission to the BSE Limited. This certificate should not be used for any other purpose without our prior written consent.

Place: Mumbai

Date: 16th November, 2016



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For Vinod S. Mehta & Co.

Firm Reg. No. 111524W


PARAG MEHTA

Partner

M.No.036867



November 18, 2016

To,
The Board of Directors
Sharad Fibres and Yarn Processors Ltd
220, Unique Industrial Estate,
Off. Veer Savarkar Marg,
Prabhadevi, Mumbai – 400 025.

Sub: Fairness Opinion for the proposed Scheme of Arrangement between Sharad Fibres and Yarn Processors Ltd and its subsidiaries.

Dear Sir,

Please refer to the engagement letter dated November 10, 2016 regarding the Fairness Opinion for the proposed amalgamation of BST Exports Private Limited ("BST" or "the First Transferor Company") and Dalmia Exim Limited ("DEL" or "the Second Transferor Company") with Sharad Fibres and Yarn Processors Ltd ("SFYPL" or the "Company" or "Transferee Company") pursuant to Scheme of Amalgamation in terms of provisions of Section 230 to 232 of the Companies Act, 2013 (to the extent notified and applicable) and other applicable provisions of the Companies Act, 2013.

1) BACKGROUND

- Dalmia Exim Limited ("DEL"), a wholly owned subsidiary of BST Exports Private Limited ("BST"), is a public limited company engaged in the business of trading in Yarn. The paid-up share capital of DEL is Rs. 25.00 Lakhs consisting of 25,000 Equity Shares of Rs. 100/- each.
- BST Exports Private Limited ("BST"), a wholly owned subsidiary of Sharad Fibres and Yarns Processors Limited ("SFYPL"), is a private limited company engaged in the business of trading in Plastic and Plastic Items and Yarn. The paid-up share capital of BST is Rs. 37.00 Lakhs consisting of 3,70,000 Equity Shares of Rs. 10/- each.
- Sharad Fibres and Yarns Processors Limited ("SFYPL") is engaged in the business of processing of plastic waste. SFYPL was incorporated in 1987 and is situated in Mumbai, India. The Equity Shares of SFYPL are listed on BSE Limited.
- As on dated, DEL and BST are wholly owned subsidiaries of SFYPL wherein the entire issued, subscribed and paid up share capital of DEL is held by BST and the entire issued, subscribed and paid up share capital of BST is held by SFYPL.
- The management of SFYPL, BST and DEL are considering amalgamation of BST and DEL with SFYPL with effect from the Appointed Date.



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- Shareholding pattern of SFYPL is as under:

Category	No. of Shares	In %
Promoters & Promoter Group	26,94,200	61.70%
Public Category	16,72,200	38.30%
Total	43,66,400	100.00%

2) SCHEME OF AMALGAMATION

- We have been informed that it is proposed to merge BST and DEL into SFYPL with effect from November 15, 2016 (hereinafter referred to as "Appointment Date") pursuant to the Draft Scheme under Section 230 to 232 of the Companies Act, 2013. The Draft Scheme would need approval from the jurisdictional High Court and other regulatory authorities, etc as applicable.
- The salient features of the Draft Scheme are as under:
 - The Draft Scheme provides for merge BST and DEL into SFYPL.
 - Proposed Appointment Date for the amalgamation will be November 15, 2016
 - All assets and liabilities of the Amalgamating Companies shall be recorded in the books of the Amalgamated Company at their respective book values. The difference if any, in value of the total assets and liabilities shall be recorded as and credited to or debited to the general reserve account of the Amalgamated Company.
 - DEL being a wholly owned subsidiary of BST and BST being a wholly owned subsidiary of SFYPL, no shares to be issued pursuant to the proposed merger and the shares held by BST in DEL and the shares held by SFYPL in BST will be cancelled.

3) SCOPE OF ENGAGEMENT

- We, Aryaman Financial Services Ltd, SEBI registered Merchant Banker, having Registration No. INM000011435, have been engaged by you to give our fairness opinion for the proposed Scheme of Amalgamation. This report is intended only for the sole use of Transferor and the Transferee Companies in connection with the proposed Scheme of Amalgamation including for the purpose of obtaining judicial and regulatory approvals for the amalgamation. The Scheme shall be subject to (i) Receipt of approval from the High Court and (ii) other statutory approval(s) as may be required in this regard.
- The Fairness Opinion is addressed to the Board of Directors of the Companies. Further this Fairness Opinion has been issued as per the requirements of SEBI Circular No. CIR/CFD/CMD/16/20015 dated November 30, 2015.
- The purpose of the opinion is to safeguard the interest of the shareholders and that of the companies involved in the Scheme and this opinion shall be made available to the shareholders of the relevant Companies at the time of their meeting to pass the necessary resolution for the Scheme and to any other relevant authority.



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4) SOURCE OF INFORMATION

For arriving at the opinion set forth below, we have:

- Draft Scheme of Amalgamation under Section 230 to 232 of the Companies Act, 2013 with regard to the proposed Amalgamation.
- Audited Financial Statements of all the respective Companies.
- Current shareholding pattern of all the respective Companies.
- Report on the share entitlement ratio recommended by M/s. V. J. Shah & Co, Chartered Accounts dated November 16, 2016.
- Such other information and explanations as we required and which have been provided by Management.

5) KEY FACTS FROM THE SCHEME

The proposed scheme, as and when it become effective, would lead to

- Simplification and rationalization of group structure;
- Consolidation of operating business in SFYPL;
- Reduce managerial overlaps, which are necessarily involved in running multiple entities;
- Reduction in secretarial compliances and operating cost
- Achieving operational and management efficiency.

6) CAVEATS AND DISCLAIMER CLAUSE

- We wish to emphasize that, we have relied on explanations and information provided by the respective Key Management, Valuers report and other public available information. Conclusions reached by us are dependent on the information provided to us being complete & accurate in all material respects. Our scope of work does not enable us to accept responsibility for the accuracy and completeness of the information provided to us.
- The scope of our work has been limited both in terms of the areas of the business and operations which we have reviewed and the extent to which we have reviewed them. There may be matters, other than those noted in this Report, which might be relevant in the context of the transaction and which a wider scope might uncover.
- The scope of our assignment did not involve us performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any financial or analytical information used during the course of our work. We have not performed any audit, review or examinations of any of any of the historical or prospective information used and, therefore, do not express any opinion with regard to the same. In addition, we do not take any responsibility for any changes in the information used for any reason, which may occur subsequent to the date of our certificate.
- We have no present or planned future interest in any of the Companies as mentioned above and the fee payable for this opinion is not contingent upon the opinion reported herein.
- Our Fairness Opinion should not be construed as investment advice; specifically, we do not express any opinion on the suitability or otherwise of entering into any transaction.
- Our opinion is not, nor should it be construed as our opining or certifying the compliance of the proposed Scheme of Amalgamation with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon.

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- The Opinion contained herein is not intended to represent at any time other than the date that is specifically stated in this Report. This opinion is issued on the understanding that the Management of the respective Companies have drawn our attention to all matters of which they are aware and may have an impact on our opinion.
- This certificate is prepared with a limited purpose / scope as identified / stated earlier and will be confidential i.e. being for use only to whom it is issued. It must not be copied, disclosed or circulated in any correspondence or discussions with any person, except to whom it is issued and to those who are involved in this transaction and for various approvals for this transaction.

7) OPINION AND CONCLUSION

With reference to above and based on information provided by the management of the entities forming part of the amalgamation and after analyzing the Draft Scheme, we understand that the present Scheme has been intended to merge DEL and BST into SFYPL without any consideration. In the above cases valuation is not undertaken as these are occurring within the Holding Company and Wholly Owned Subsidiary Company and it does not involve any movement of assets or liabilities outside the group. Upon the Scheme becoming effective and with effect from the Appointment date, the entire issued and paid up capital of DEL, fully held by BST and the entire issued and paid up capital of BST, fully held by SFYPL on the Effective Date shall be extinguished and shall be deemed to be extinguished and all such equity shares shall be cancelled and deemed to be cancelled without any further application, act or deed. There is also no change in the Promoter and the Public Shareholding pattern of the public listed Company i.e SFYPL.

In light of the forgoing and subject to the caveats as detailed hereinabove, we as a Merchant Banker hereby certify that, in our opinion the proposed Scheme of Amalgamation without any consideration is fair and reasonable since the shareholders of SFYPL will continue to remain beneficial owners of SFYPL in the same proportion as they held it prior to the Scheme.

Yours Faithfully,

For Aryaman Financial Services Limited

Deepak P. Biyani

Deepak Biyani
(AVP – Merchant Banking)



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Sharad Fibres and Yarn Processors Limited

Registered Office: 220, Unique Industrial Estate, Off. Veer Savarkar Marg,

Prabhadevi, Mumbai-400025

Tel : 022-43226969, Fax No.:022-40027257

Website: www.sharadfibres.com, Email:- accounts@sharadfibres.com

CIN: L17110MH1987PLC043970

ANNEXURE III

Format for Complaints Report:

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	NIL
2.	Number of complaints forwarded by Stock Exchange	NIL
3.	Total Number of complaints/comments received (1+2)	NIL
4.	Number of complaints resolved	NA
5.	Number of complaints pending	NIL

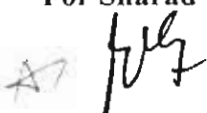
Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
			NA

Thanking You,

Yours truly,

For Sharad Fibres & Yarn Processors Ltd


Ravi Dalmia
Managing Director
DIN: 00634890



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REPORT OF THE BOARD OF DIRECTORS OF SHARAD FIBRES AND YARN PROCESSORS LIMITED ON THE EFFECT OF SCHEME OF AMALGAMATION OF BST EXPORTS PRIVATE LIMITED, "BST OR FIRST TRANSFEROR COMPANY" (WHOLLY OWNED SUBSIDIARY OF SHARAD FIBRES AND YARN PROCESSORS LIMITED), DALMIA EXIM LIMITED, "DEL OR SECOND TRANSFEROR COMPANY" (WHOLLY OWNED SUBSIDIARY OF BST EXPORTS PRIVATE LIMITED) WITH THE COMPANY "SFYPL OR TRANSFEREE COMPANY" AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS ("SCHEME") ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTER AND NON-PROMOTER SHAREHOLDERS, LAYING OUT IN PARTICULAR THE SHARE EXCHANGE RATIO

Background:

- 1.1 The proposed Scheme of Amalgamation of BST Exports Private Limited, "BST or First Transferor Company" (Wholly owned subsidiary of Sharad Fibres and Yarn Processors Limited), Dalmia Exim Limited, "DEL or Second Transferor Company" (Wholly owned subsidiary of BST Exports Private Limited) with the Company "SFYPL or Transferee Company" and their respective shareholders and creditors ("**the Scheme**") was approved by the Board of Directors of the Company at its meeting held on 19th November, 2016. Subsequent to the said date, provisions of Section 230 to 232 of the Companies Act, 2013 inter-alia governing merger and amalgamation of companies, became operative with effect from December 15, 2016. In accordance with the provisions of Section 232(2)(c) of the Companies Act, 2013, the Directors of the Company are required to adopt a report explaining the effect of Scheme of Amalgamation on the Equity shareholders, key managerial personnel (KMP's), promoter and non-promoter shareholders of the Company laying out in particular the share exchange ratio. The said report adopted by the Directors is required to be circulated along with notice convening meeting of the shareholders and creditors.
- 1.2 Having regard to the aforesaid new provisions, this report is adopted by the Board in order to comply with the requirements of Section 232(2)(c) of Companies Act, 2013.
- 1.3 The following documents were considered by the Board of Directors for the purpose of issue of this report:
 - a) Draft Scheme of Amalgamation.
 - b) Fairness Opinion issued by Aryaman Financial Services Limited dated 18th November, 2016 for the proposed Scheme of Amalgamation.
 - c) Report of the Audit Committee dated 19th November, 2016, recommending the draft Scheme of Arrangement to the Board for approval.
 - d) Certificate from V J Shah & Co., Chartered Accountants dated 16th November, 2016 certifying no requirement of valuation report.

2. Effect of Scheme of Amalgamation on the Equity Shareholders, Key Managerial Personnel, Promoters and Non-Promoter Shareholders:

As the Transferor Companies are directly or indirectly wholly-owned subsidiary companies of the Company, no shares of the Company shall be issued and allotted in respect of shares held by the Company or its subsidiary company in the Transferor Companies pursuant to the Scheme of Amalgamation and hence the Scheme does not provide for any share exchange ratio and as no valuation is involved, there exist no special valuation difficulties. Further, the Scheme has been proposed to consolidate and effectively manage the Transferor Companies and the Transferee Company in a single entity, which will provide several benefits including synergy, economies of scale, attain efficiencies and cost competitiveness. Thus, there will be no adverse effect of the said Scheme on the Equity Shareholders (only class of shareholders), Key Managerial Personnel, Promoter and Non-Promoter Shareholders of the Company.

By order of the Board

For SHARAD FIBRES AND YARN PROCESSORS LIMITED

Sd/-

Ravi A Dalmia

Managing Director

DIN: 00634870

Date: 10th August, 2017

REPORT OF THE BOARD OF DIRECTORS OF BST EXPORTS PRIVATE LIMITED ON THE EFFECT OF SCHEME OF AMALGAMATION OF THE COMPANY, "BST OR FIRST TRANSFEROR COMPANY" (WHOLLY OWNED SUBSIDIARY OF SHARAD FIBRES AND YARN PROCESSORS LIMITED), DALMIA EXIM LIMITED, "DEL OR SECOND TRANSFEROR COMPANY" (WHOLLY OWNED SUBSIDIARY OF BST EXPORTS PRIVATE LIMITED) WITH SHARAD FIBRES AND YARN PROCESSORS LIMITED "COMPANY OR TRANSFEREE COMPANY" AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS ("SCHEME") ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTER AND NON-PROMOTER SHAREHOLDERS, LAYING OUT IN PARTICULAR THE SHARE EXCHANGE RATIO

Background:

- 1.1 The proposed Scheme of Amalgamation of the Company, "BST or First Transferor Company" (Wholly owned subsidiary of Sharad Fibres and Yarn Processors Limited), Dalmia Exim Limited, "DEL or Second Transferor Company" (Wholly owned subsidiary of BST Exports Private Limited) with Sharad Fibres and Yarn Processors Limited "SFYPL or Transferee Company" and their respective shareholders and creditors ("**the Scheme**") was approved by the Board of Directors of the Company at its meeting held on 19th November, 2016. Subsequent to the said date, provisions of Section 230 to 232 of the Companies Act, 2013 inter-alia governing merger and amalgamation of companies, became operative with effect from December 15, 2016. In accordance with the provisions of Section 232(2)(c) of the Companies Act, 2013, the Directors of the Company are required to adopt a report explaining the effect of Scheme of Amalgamation on the Equity shareholders, key managerial personnel (KMP's), promoter and non-promoter shareholders of the Company laying out in particular the share exchange ratio. The said report adopted by the Directors is required to be circulated along with notice convening meeting of the shareholders and creditors.
- 1.2 Having regard to the aforesaid new provisions, this report is adopted by the Board in order to comply with the requirements of Section 232(2)(c) of Companies Act, 2013.
- 1.3 The following documents were considered by the Board of Directors for the purpose of issue of this report:
 - a) Draft Scheme of Amalgamation.

2. Effect of Scheme of Amalgamation on the Equity Shareholders, Key Managerial Personnel, Promoters and Non-Promoter Shareholders:

The Company is wholly owned subsidiary of the Transferee Company and therefore no shares will be issued by the Transferee Company pursuant to the Scheme of Amalgamation. Thus, there will be no adverse effect of the said Scheme of Amalgamation on the Equity Shareholders (only class of shareholders) of the Company.

The Company does not have any KMP as it is not required to have any KMP under Companies Act, 2013.

By order of the Board

For BST EXPORTS PRIVATE LIMITED

Sd/-

Varun Shashi Dalmia

Director

DIN: 01205193

Date: 10th August, 2017

REPORT OF THE BOARD OF DIRECTORS OF DALMIA EXIM LIMITED ON THE EFFECT OF SCHEME OF AMALGAMATION OF BST EXPORTS PRIVATE LIMITED, "BST OR FIRST TRANSFEROR COMPANY" (WHOLLY OWNED SUBSIDIARY OF SHARAD FIBRES AND YARN PROCESSORS LIMITED), THE COMPANY, "DEL OR SECOND TRANSFEROR COMPANY" (WHOLLY OWNED SUBSIDIARY OF BST EXPORTS PRIVATE LIMITED) WITH SHARAD FIBRES AND YARN PROCESSORS LIMITED "COMPANY OR TRANSFEREE COMPANY" AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS ("SCHEME") ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTER AND NON-PROMOTER SHAREHOLDERS, LAYING OUT IN PARTICULAR THE SHARE EXCHANGE RATIO

Background:

- 1.1 The proposed Scheme of Amalgamation of the BST Exports Private Limited, "BST or First Transferor Company" (Wholly owned subsidiary of Sharad Fibres and Yarn Processors Limited), the Company, "DEL or Second Transferor Company" (Wholly owned subsidiary of BST Exports Private Limited) with Sharad Fibres and Yarn Processors Limited "SFYPL or Transferee Company" and their respective shareholders and creditors ("**the Scheme**") was approved by the Board of Directors of the Company at its meeting held on 19th November, 2016. Subsequent to the said date, provisions of Section 230 to 232 of the Companies Act, 2013 inter-alia governing merger and amalgamation of companies, became operative with effect from December 15, 2016. In accordance with the provisions of Section 232(2)(c) of the Companies Act, 2013, the Directors of the Company are required to adopt a report explaining the effect of Scheme of Amalgamation on the Equity shareholders, key managerial personnel (KMP's), promoter and non-promoter shareholders of the Company laying out in particular the share exchange ratio. The said report adopted by the Directors is required to be circulated along with notice convening meeting of the shareholders and creditors.
- 1.2 Having regard to the aforesaid new provisions, this report is adopted by the Board in order to comply with the requirements of Section 232(2)(c) of Companies Act, 2013.
- 1.3 The following documents were considered by the Board of Directors for the purpose of issue of this report:
 - a) Draft Scheme of Amalgamation.

2. Effect of Scheme of Amalgamation on the Equity Shareholders, Key Managerial Personnel, Promoters and Non-Promoter Shareholders:

The Company is wholly owned subsidiary of the First Transferor Company, which itself being the wholly owned subsidiary of the Transferee Company and therefore no shares will be issued by the Transferee Company pursuant to the Scheme of Amalgamation. Thus, there will be no adverse effect of the said Scheme of Amalgamation on the Equity Shareholders (only class of shareholders) of the Company.

The Company does not have any KMP as it is not required to have any KMP under Companies Act, 2013.

By order of the Board

For DALMIA EXIM LIMITED

**Sd/-
Ravi Dalmia
Director
DIN: 00634870**

Date: 10th August, 2017

SHARAD FIBRES & YARN PROCESSORS LIMITED
Balance Sheet as on 31/03/2017

Particulars	Note No.	Year Ended 31/03/2017	Year Ended 31/03/2016
I. EQUITY AND LIABILITIES			
Shareholder's Fund			
(a) Share Capital	3	4,36,64,000	4,00,64,000
(b) Reserves & surplus	4	(43,02,48,737)	(43,14,90,263)
Non-current Liabilities			
(a) Long Term Borrowings	5	44,69,16,228	44,09,14,986
(b) Other Long term Liabilities	-	-	-
(c) Long term Provisions	-	-	-
(d) Deferred Tax Liabilities (net)	-	-	-
Current Liabilities			
(a) Short Term Borrowings	6	5,61,551	4,03,025
(b) Other Current Liabilities	7	47,644	50,739
(c) Short-Term Provisions	-	-	-
(d) Trade Payables	8	-	13,61,954
Total		6,09,40,686	5,13,04,442
II. ASSETS			
Non-current Assets			
(a) Fixed Assets	9		
(I) Tangible Assets		1,40,82,582	67,21,565
(II) Intangible Assets		-	-
(III) Capital Work in progress		-	-
(IV) Intangible Assets under Developments		-	-
(b) Non-Current Investments	10	37,00,000	-
(c) Long Term Loans & advances	11	31,93,164	31,34,056
(d) Other Non-Current Assets	-	-	-
(e) Deferred Tax Assets	-	-	-
Current Assets			
(a) Current Investments	-	-	-
(b) Inventories	12	1,05,20,665	87,39,647
(c) Trade Receivables	13	2,66,01,385	2,86,72,923
(d) Cash and Cash equivalents	14	24,64,272	20,40,899
(e) Short - Term Loans and Advances	15	1,72,575	1,95,353
(f) Other Current Assets	16	2,06,012	18,00,000
Total		6,09,40,686	5,13,04,442

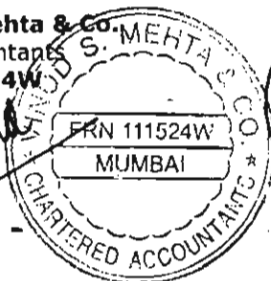
As per our Report of even date

For and on behalf of the Board **CERTIFIED TRUE COPY**

For **Vinod S. Mehta & Co.**
Chartered Accountants
Firm No. 111524W

Parag V. Mehta
Partner
M. No. 036867

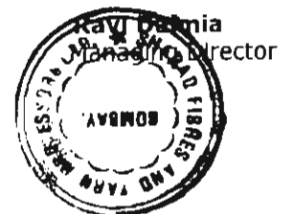
Place: Mumbai
Date: 30.05.2017



Aditya Dalmia
CFO & Director

Madhumati
Company Secretary

Place: Mumbai
Date: 30.05.2017



SHARAD FIBRES & YARN PROCESSORS LIMITED
Statement of Profit and Loss for the 31/03/2017

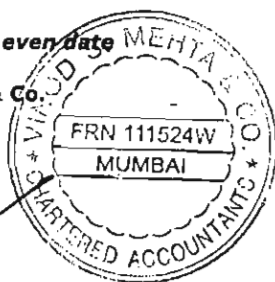
Particulars	Note No.	Year Ended 31/03/2017	Year Ended 31/03/2016
I. Revenue from Operations	17	4,77,28,032	5,88,25,106
II. Other Income	18	2,86,343	15,573
III. Total Revenue (I+II)		4,80,14,375	5,88,40,679
IV. Expenses :			
Cost of Material consumed	19	4,72,80,797	3,94,57,873
Change in Inventories of finished goods, Work-in-progress and Stock In trade	20	(64,84,732)	1,29,22,717
Employee Benefits expenses	21	22,59,962	13,85,003
Finance Cost	22	1,96,404	75,494
Depreciation and Amortization expense	9	9,99,629	6,28,155
Administrative and Other Expenses	23	25,20,790	24,24,348
Total Expenses		4,67,72,850	5,68,93,591
V. Profit before exceptional and extraordinary item and Tax		12,41,525	19,47,088
VI. Exceptional Item		-	-
VII. Profit before extraordinary Items and Tax		12,41,525	19,47,088
VIII. Extraordinary Items			
IX. Profit Before Tax		12,41,525	19,47,088
X. Tax Expenses			
1) Current Tax		-	-
2) Deferred Tax		-	-
XI. Profit (Loss) for the period from continuing operations		12,41,525	19,47,088
XII. Profit / Loss for the Previous Year		-	-
XIII. Profit (Loss) for the period		12,41,525	19,47,088
XIV. Earning per Equity Share			
(1) Basic		0.31	0.49
(2) Diluted		0.31	0.49

As per our Report of even date

For Vinod S. Mehta & Co.
Chartered Accountants
Firm No. 111524W

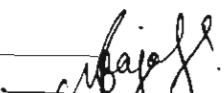
Parag V. Mehta
Partner
M.No. : 038867

Place: Mumbai
Date: 30.05.2017



For and on behalf of the Board


Aditya Dalmia
CFO & Director


Madhumati
Company Secretary


Ravi Dalmia
Managing Director

Place: Mumbai
Date: 30.05.2017



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BST EXPORTS PRIVATE LIMITED
Balance Sheet as at 31st March ,2017

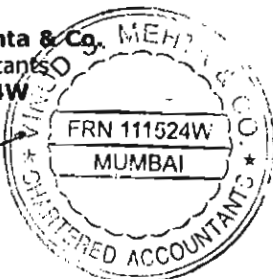
Particulars	Note No.	Year Ended 31.03.2017	Year Ended 31.03.2016
I. EQUITY AND LIABILITIES			
Shareholder's Fund			
(a) Share Capital	3	37,00,000	37,00,000
(b) Reserves & surplus	4	(1,58,990)	(1,43,755)
Non -current Liabilities			
(a) Long Term Borrowings	5	-	14,70,000
(b) Long term Provisions		-	-
(c) Deferred Tax Liabilities		-	-
Current Liabilities			
(a) Short Term Borrowings	6	5,57,092	-
(b) Other Current Liabilities	7	-	53,478
(c) Short-Term Provisions		-	-
(d) Trade Payables		-	-
Total		40,98,102	50,79,723
II. ASSETS			
Non -current Assets			
(a) Fixed Assets			
(I) Tangible Assets		-	-
(II) Intangible Assets		-	-
(III)Capital Work In progress		-	-
(b) Non-Current Investments	8	25,00,000	25,00,000
(c) Long Term Loans & advances	9	14,98,500	24,79,500
(d) Other non-current Assets		-	-
(e) Deferred Tax Assets		-	-
Current Assets			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade Receivables		-	-
(d) Cash and Cash equivalents	10	99,600	1,00,223
(e) Short -term Loans and Advances		-	-
(f) Other current Assets		-	-
Total		40,98,102	50,79,723

As per our Report of even date

For and on behalf of the Board

For Vinod S. Mehta & Co.
Chartered Accountants
Firm No. 111524W

Deval A. Shah
Deval A. Shah
Partner
M.No. : 147359



Sharad Dalmia

Sharad Dalmia
Director

Varun Dalmia
Varun Dalmia
Director

Place: Mumbai
Date : 30th May, 2017

Place: Mumbai
Date : 30th May, 2017



BST EXPORTS PRIVATE LIMITED
Statement of Profit and Loss for the year ended on 31/03/2017

Particulars	Note No.	Year Ended 31/3/2017	Year Ended 31/3/2016
I. Revenue from Operations		-	-
II. Other Income		-	-
III. Total Revenue (I+II)		-	-
IV. Expenses :			
Cost of Material consumed		-	-
Manufacturing Expenses		-	-
Employee Benefits expenses		-	-
Finance Cost		-	-
Depreciation and Amortization expense	-	-	-
Administrative and Other Expenses	11	15,235	8,696
Selling & Distribution Expenses		-	-
Total Expenses		15,235	8,696
V. Profit before exceptional and extraordinary item and Tax		(15,235)	(8,696)
VI. Exceptional Item		-	-
VII. Profit before extraordinary items and Tax		(15,235)	(8,696)
VIII. Extraordinary Items		-	-
IX. Profit Before Tax		(15,235)	(8,696)
X. Tax Expenses			
1) Current Tax		-	-
2) Deferred Tax		-	-
XV. Profit (Loss) for the period (XI+ XIV)		(15,235)	(8,696)
XVI. Earning per Equity Share			
(1) Basic		-	-

As per our Report of even date

For Vinod S. Mehta & Co.
Chartered Accountants
Firm No. 111524W



Deval A. Shah
Deval A. Shah
Partner
M.No. : 147359

Place: Mumbai
Date : 30th May, 2017

For and on behalf of the Board

Sharad Dalmia

Sharad Dalmia
Director

Place: Mumbai
Date : 30th May, 2017

Varun Dalmia
Varun Dalmia
Director



DALMIA EXIM LIMITED
Balance Sheet as at 31st March, 2017

Particulars	Note No.	Year Ended 31/3/2017	Year Ended 31/3/2016
I. EQUITY AND LIABILITIES			
Shareholder's Fund			
(a) Share Capital	3	25,00,000	25,00,000
(b) Reserves & surplus	4	(3,19,62,997)	(2,97,83,156)
Non-current Liabilities			
(a) Long Term Borrowings	5	3,86,86,184	3,86,86,184
(b) Long term Provisions	-	-	-
(c) Deferred Tax Liabilities	-	-	-
Current Liabilities			
(a) Short Term Borrowings	-	-	-
(b) Other Current Liabilities	6	-	1,26,559
(c) Short-Term Provisions	-	-	-
(d) Trade Payables	7	-	1,91,843
Total		92,23,187	1,17,21,430
II. ASSETS			
Non-current Assets			
(a) Fixed Assets	-	-	-
(I) Tangible Assets	-	-	-
(II) Intangible Assets	-	-	-
(III) Capital Work in progress	-	-	-
(b) Non-Current Investments	8	-	24,00,000
(c) Long Term Loans & advances	9	5,000	22,39,898
(d) Other non-current Assets	-	-	-
(e) Deferred Tax Assets	-	-	-
Current Assets			
(a) Current Investments	-	-	-
(b) Inventories	-	-	-
(c) Trade Receivables	-	-	-
(d) Cash and Cash equivalents	10	92,18,187	70,81,532
(e) Short-term Loans and Advances	-	-	-
(f) Other current Assets	-	-	-
Total		92,23,187	1,17,21,430

As per our Report of even date

For Vinod S. Mehta & Co.

Chartered Accountants

Firm No. 111524W FRN 111524W

MUMBAI

Deval A. Shah

Partner

M. No. 147359

Place: Mumbai

Date: 30th May, 2017

For and on behalf of the Board

CERTIFIED TRUE COPY

Aditya Dalmia
Director

Shashi dalmia
Director

Place: Mumbai

Date: 30th May, 2017



DALMIA EXIM LIMITED
Statement of Profit and Loss for the year ended on 31st March ,2017

Particulars	Note No.	Year Ended 31/03/2017	Year Ended 31/03/2016
I. Revenue from Operations		-	-
II. Other Income	11	1,91,843	402
III. Total Revenue (I+II)		1,91,843	402
IV. Expenses :			
Cost of Material consumed		-	-
Manufacturing Expenses		-	-
Employee Benefits expenses		-	-
Finance Cost		-	-
Depreciation and Amortization expense		-	-
Administrative and Other Expenses	12	2,140	12,287
Selling & Distribution Expenses		-	-
Total Expenses		2,140	12,287
V. Profit before exceptional and extraordinary item and Tax		1,89,703	(11,885)
VI. Exceptional Item		-	-
VII. Profit before extraordinary items and Tax		1,89,703	(11,885)
VIII. Extraordinary Items		-	-
IX. Profit Before Tax		1,89,703	(11,885)
X. Tax Expenses			
1) Current Tax			
2) Deferred Tax			
XV. Profit (Loss) for the period (XI+ XIV)		1,89,703	(11,885)
XVI. Earning per Equity Share			
(1) Basic			-

As per our Report of even date

For Vinod S. Mehta & Co.
Chartered Accountants
Firm No. 111524W 111524W
MUMBAI

Deval A. Shah
Deval A. Shah
Partner
M. No. 147359

Place: Mumbai
Date: 30th May, 2017



For and on behalf of the Board

Aditya Dalmia
Aditya Dalmia
Director

Place: Mumbai
Date: 30th May, 2017

Shashi dalmia
Shashi dalmia
Director



CERTIFIED TRUE COPY

NOTES

SHARAD FIBRES AND YARN PROCESSORS LIMITED

Registered Office: 220, Unique Industrial Estate, Off. Veer Savarkar Marg, Prabhadevi, Mumbai 400025.

Tel. No.: 91-22-43226969; **CIN:** L17110MH1987PLC043970

Email id: accounts@sharadfibres.com; **Website:** www.sharadfibres.com

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH**

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013;

AND

In the matter of Sharad Fibres and Yarn Processors Limited;

AND

In the matter of Scheme of Amalgamation of BST Exports Private Limited (CIN: U51909MH2011PTC211961) (the First Transferor Company), Dalmia Exim Limited (CIN: U51900MH1989PLC050406), (the Second Transferor Company) with Sharad Fibres and Yarn Processors Limited, (CIN: L17110MH1987PLC043970) (Transferee Company) and their respective shareholders and creditors.

Sharad Fibres and Yarn Processors Limited)
 CIN: L17110MH1987PLC043970, a Company)
 incorporated under the provisions of the)
 Companies Act, 1956 and having its Registered)
 Office at 220, Unique Industrial Estate, Off. Veer)
 Savarkar Marg, Prabhadevi, Mumbai 400025)

.... Applicant Company

PROXY FORM

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

Sr. No	Particulars	Details
1	Name of the First Named Shareholder (In Block Letter)	
2	Name (s) of the Joint Holder(s) (If any)	
3	Postal Address	
4	Folio No./DP ID & Client ID*	
5	Number of Share(s) held	

I / We, being the member(s) of _____ shares of the above named company, hereby appoint
 1. _____ of _____ having e-mail id _____ or failing him
 2. _____ of _____ having e-mail id _____ or failing him
 3. _____ of _____ having e-mail id _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the National Company Law Tribunal convened Meeting of the Equity Shareholders of the Applicant Company to be held on the Friday, 29th Day of September, 2017 at 11:00 a.m. at the Registered Office of the Company at for the purpose of considering and if thought fit, approving, with or without modification(s), the Scheme of Amalgamation of BST Exports Private Limited (the First Transferor Company), Dalmia Exim Limited (the Second Transferor Company) with the Applicant Company and their respective shareholders and creditors and any adjournment or adjournments thereof and to vote, for me/us and in my/our name(s) (here, if for, insert 'FOR', or if against, insert 'AGAINST') the said Scheme of Amalgamation as my/our proxy:

Signed thisday of 2017

Signature of shareholder.....

Signature of Proxy holder(s) _____
 (first proxy holder) (second proxy holder) (third proxy holder)

Notes :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. If you are a body corporate, as the Shareholder, a copy of the resolution of the Board of Directors or the Governing Body authorizing such a person to act as its representative/proxy at the Meeting and certified to be a true copy by a director, the manager, the secretary or any other authorised officer of such Body Corporate should be lodged with the Applicant Company at its registered office not later the 48 (Forty Eight) hours before the Meeting.
3. A person can act as a proxy on behalf of Members not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% 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 Member.
4. All alterations made in the form of proxy should be initialed.
5. Please affix appropriate revenue stamp before putting signatures.
6. In case of multiple proxies, the proxy later in time shall be accepted.
7. Proxy need not be Shareholder of Sharad Fibres and Yarn Processors Limited.
8. No person shall be appointed as Proxy who is a minor.

SHARAD FIBRES AND YARN PROCESSORS LIMITED

Registered Office: 220, Unique Industrial Estate, Off. Veer Savarkar Marg, Prabhadevi, Mumbai 400025.

Tel. No.: 91-22-43226969; **CIN:** L17110MH1987PLC043970

Email id: accounts@sharadfibres.com; **Website:** www.sharadfibres.com

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH**

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013;

AND

In the matter of Sharad Fibres and Yarn Processors Limited;

AND

In the matter of Scheme of Amalgamation of BST Exports Private Limited (CIN: U51909MH2011PTC211961) (the First Transferor Company), Dalmia Exim Limited (CIN: U51900MH1989PLC050406), (the Second Transferor Company) with Sharad Fibres and Yarn Processors Limited, (CIN: L17110MH1987PLC043970) (Transferee Company) and their respective shareholders and creditors.

Sharad Fibres and Yarn Processors Limited)
CIN: L17110MH1987PLC043970, a Company)
incorporated under the provisions of the)
Companies Act, 1956 and having its Registered)
Office at 220, Unique Industrial Estate, Off. Veer)
Savarkar Marg, Prabhadevi, Mumbai 400025)

.... Applicant Company

ATTENDANCE SLIP

Meeting of the Equity Shareholders, Friday, 29th September, 2017 at 11:00 A.M.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE VENUE OF THE MEETING

DP ID No. & Client ID No/ Folio No.	No. of shares held

Name: _____

Address: _____

Name of Proxy: _____

(To be filled in, if the Proxy attends instead of the member)

I certify that I am a Member/Proxy for the member of the Company.

I hereby record my presence at the Meeting of Equity Shareholder(s) of Sharad Fibres and Yarn Processors Limited convened pursuant to order of Hon'ble National Company Law Tribunal at 220, Unique Industrial Estate, Off. Veer Savarkar Marg, Prabhadevi, Mumbai 400025 India, on Friday, 29th September, 2017 at 11:00 A.M.

Member's/ Proxy's name in BLOCK Letters

Signature of Member/Proxy

NOTE:

1. Member / Proxy holder wishing to attend the meeting must bring the Attendance Slip duly signed to the meeting and hand it over at the entrance.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
3. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

Route Map to the venue of the meeting

