

SHARAD FIBRES AND YARN PROCESSORS LIMITED

220, Unique Industrial Estate, Off. Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025.
Tel : 022 - 43226969 Website: www.sharadfibres.com; CIN: L17110MH1987PLC043970;
Email id : accounts@sharadfibres.com

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 28th Annual General Meeting of the Members of SHARAD FIBRES AND YARN PROCESSORS LIMITED will be held at the Registered Office of the Company at 220, Unique Industrial Estate, Off. Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025 on Wednesday, September 30, 2015 at 3.00 p.m. to transact, with or without modification(s) the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement for the financial year ended March 31, 2015 together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Aditya Dalmia, who retires from office by rotation, and being eligible offers himself for re-appointment.
3. To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other relevant provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s. Vinod S. Mehta, Chartered Accountants, Mumbai (Firm Registration Number 111524W with the Institute of Chartered Accountants of India), as Auditors of the Company, by resolution passed at the 27th AGM until the conclusion of 30th AGM, be and is hereby ratified for one year and accordingly they continue to hold office from the conclusion of the 28th AGM until the conclusion of the 29th AGM on such remuneration as may be agreed upon by the Audit Committee/ Board of Directors in consultation with the Auditors".

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Jyoti Nankani (DIN: 07145004), who was appointed as an Additional Director with effect from w.e.f 30th March, 2015 by the Board of Directors of the Company and who in terms of Section 161 of the Companies Act, 2013, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the earlier Special Resolution passed by the shareholders at the 27th Annual General Meeting of the Company, consent of the Company be and is hereby accorded to the Board of Directors under Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactments thereof for the time being in force) and the Articles of Association of the Company for borrowing, whether by way of Term Loan / Equipment Finance / Cash Credit facilities or the like, from time to time, any sum or sums at its discretion from Financial Institutions / Banks / others, on such terms and conditions and with or without security as the Board of Directors may think fit, which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the bankers of the Company in the ordinary course of business) shall not exceed in the aggregate at any time Rs.50 Crores (Rupees Fifty Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle and execute such documents/deeds/writings/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard and also to delegate all or any of the above powers to the Directors or the Principal Officers of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution”.

6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the earlier Special Resolution passed by the shareholders at the 27th Annual General Meeting of the Company, pursuant to Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 consent of the Company be and is hereby given to the Board of Directors of the Company to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future and in such manner as the Board may deem fit, together with the power to take over the substantial assets of the Company in certain events in favour of the Financial Institutions/Banks/any other investing agencies/trustees for the holders of debentures/bonds/other instruments which may be issued to and subscribed by all or any other person(s)/bodies corporate by way of private placement or otherwise, to secure rupee/foreign currency loans, debentures, bonds or other instruments (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed Rs.50 Crores (Rupees Fifty Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage / charge as aforesaid and also to delegate all or any of the above powers to the Principal Officers of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution”.

7. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 5 and 14 of Companies Act, 2013 (the Act), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

8. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** subject to Section 188, 177 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, the Equity Listing Agreement (as amended from time to time by the Securities and Exchange Board of India and the Stock Exchanges), and the Memorandum and Articles of Association of the Company, the consent of the Members be and is hereby accorded for the Company to enter into various transactions with M/s. Dalmia Polypro Industries Private Limited, for an aggregate value of Rs. 3 Crores, on annual basis, on such terms and conditions as may be agreed by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or anyone or more Directors of the Company."

9. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**

"RESOLVED THAT in accordance with the provisions of Sections 23, 42, 62, and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, the Articles of Association of the Company, the listing agreement entered into between the Company and the stock exchanges on which the equity shares of the Company are listed ("Stock Exchanges"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations") as amended from time to time and all other applicable laws, regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to offer, issue and allot, upto 3,60,000 Equity Shares of the Company of the face value of Rs. 10 each for an aggregate value of Rs. 36,00,000/- for cash at par and on such terms as may be determined by the Board on preferential basis to:

Sr no.	Name of the proposed allottees	Category	No. of Shares	Nature of Shares	Total Value of Shares (In Rs.)
1.	Jennifer Jane Gomes	Non-Promoter	2,00,000	Equity Shares	20,00,000
2.	Krishnaswaroop Seksaria	Non-Promoter	1,60,000	Equity Shares	16,00,000
		Total	3,60,000		36,00,000

RESOLVED FURTHER THAT in accordance with Regulation 71(a) of the ICDR Regulations, the "Relevant Date", for determining the minimum price of the equity shares being allotted to the Proposed Allottees, on a preferential basis, is 31st August, 2015 being the date which is 30 (Thirty) days prior to the date 30th September, 2015.

"RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari passu with the existing equity shares of the Company in all respects and the same

shall be subject to lock-in for such period that may be prescribed under the ICDR Regulations."

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary and desirable for such purpose, including without limitation, issuing clarifications on the issue and allotment of Equity Shares, resolving any difficulties, effecting any modifications to the foregoing (including any modifications to the terms of the issue) preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, entering into contracts, arrangements, agreements, memoranda, documents for appointment of agencies for managing listing and trading of Equity Shares, to appoint such consultants, legal advisors and all such agencies as may be required for issuance of the Equity Shares."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors/Officials of the Company."

Regd.Office:

220, Unique Industrial Estate ,
Off. Veer Savarkar Marg,
Prabhadevi,
Mumbai - 400025
Date: - 29th May,2015.

For and on behalf of the Board

For Sharad Fibres and Yarn Processors Limited

Sd/-
Aditya Dalmia [DIN: 00634890]
Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LESS THAN FORTYEIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The business set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No.18.
3. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from **23/09/2015** to **29/09/2015** (both days inclusive) for determining the names of members.
5. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.
6. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. Members / Proxies are requested to please bring their copies of the Annual Report to the meeting since copies of the Annual Report will not be distributed at the meeting.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar /Company.
11. The shares of the Company are listed on BSE Ltd, Ahmedabad Stock Exchange Limited, Jaipur Stock Exchange Limited and Chennai Stock Exchanges Limited.

12. a. The Company has appointed M/s. **BIGSHARE SERVICES PRIVATE LIMITED** as Common Registrar & Transfer Agent of the Company for physicals as well as demat mode of transfers. Members are therefore requested to send their grievances to them for early disposal at the address given below.

b. Members holding Shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given below AND in case their shares are held in demat this information should be passed on directly to their respective Depository Participants and not to the Company.

M/S .BIGSHARE SERVICES PRIVATE LIMITED.
(Unit: Sharad Fibres and Yarn Processors Limited)
E-2/3, Ansa Industrial Estate, Saki Vihar Road,
Saki Naka, Andheri (East), Mumbai - 400 072.
Tel. No. 022 2847 0652/ 4043 0200.
Email id - info@bigshareonline.com

13. All documents referred to in the Notice are open for inspection at the registered office of the Company during office hours on all working days except public holidays between 11.00 a.m. and 1.00 p.m. upto the date of the AGM.
14. Members/Proxies holding their Shares in Physical mode are requested to fill the enclosed attendance slip and handover the same at the entrance with signature. In the absence thereof, they may not be admitted to the meeting venue.
15. Members who are holding shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.
16. In all correspondence with the Company, members are requested to quote their Folio No. and in case their shares are held in demat form; they must quote their DP ID and Client ID Number.
17. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with the Depository Participant to enable us to send you the quarterly reports and other communications via email.

18. SHAREHOLDER INSTRUCTIONS FOR E-VOTING

- (i). Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Securities Limited (CDSL). The detailed procedure to be followed in this regard has been given below. The members are requested to go through them carefully.
- (ii) The Board of Directors of the Company has appointed **Mr. Haresh Sanghvi, Practising Company Secretary, Mumbai (Membership No. 2259)** as Scrutinizer to scrutinise the e-voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- (iii) The facility for voting through e-voting system shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through e-voting.

- (iv) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (v) The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e-voting facility.
- (vi) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **September 23, 2015**.
- (vii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. **September 23, 2015** only shall be entitled to avail the facility of e-voting / remote e-voting.
- (viii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. **September 23, 2015** may obtain the User ID and password from **BIG SHARE SERVICES PRIVATE LIMITED** (Registrar & Transfer Agents of the company).
- (ix) The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company (www.sharadfibres.com) and on the website of CDSL <https://www.evotingindia.com>. The results shall simultaneously be communicated to the Stock Exchange.
- (x) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. **September 30, 2015**.
- (x) The instructions for shareholders voting electronically are as under:

The voting period begins at 9 a.m. on **September 26, 2015** and ends at 5 p.m. on **September 29, 2015**. 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 **September 23, 2015** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Log on to the e-voting website www.evotingindia.com during the voting period

Click on "Shareholders" tab

Now, select the "**SHARAD FIBRES AND YARN PROCESSORS LIMITED**" from the drop down menu and click on "SUBMIT"

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 last 8 digits of the demat account/folio number in the PAN field. • In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then reach directly 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 voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for **SHARAD FIBRES AND YARN PROCESSORS LIMITED**.
- (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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed 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) 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 <https://www.evotingindia.co.in> and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity 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) which they wish to vote on.
- The list of accounts 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.

(xix) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Regd. Office:

220, Unique Industrial Estate ,
Off. Veer Savarkar Marg,
Prabhadevi,
Mumbai - 400025
Date: - 29th May,2015.

For and on behalf of the Board

For Sharad Fibres and Yarn Processors Limited

Sd/-
Aditya Dalmia [DIN: 00634890]
Director

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013.

Item 4

The Board of Directors at their meeting held on March 30, 2015 and on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Jyoti Nankani (DIN: 07145004) as an Additional Director in terms of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 to hold office up to the date of the ensuing Annual General Meeting (AGM) of the Company.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Ms. Jyoti Nankani for the office of Director of the Company.

Ms. Jyoti Nankani is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

The Board of Directors propose the appointment of Ms. Jyoti Nankani as a Non-Executive Director of the Company and recommend the Ordinary Resolution as set out in Item No. 4 of the Notice for the approval of the members at the ensuing Annual General Meeting.

Item 5 & 6

The Shareholders of the Company had, by a Special Resolution at the 27th Annual General Meeting of the Company held on September 27, 2014, authorized the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding Rs. 20 Crores for the business of the Company. In view of future business plans, now, the Board proposes to enhance the limit to Rs. 50 Crores.

The Board proposes the enhancement in the limits to Rs. 50 Crores for creation of mortgages, charges and hypothecations etc. to secure aforesaid borrowings, pursuant to the approval of Shareholders at the AGM of the Company.

It may be noted that Directors and Key Managerial Personal of the Company and their relatives who are members of the Company, may be deemed to be concerned or interested in this Resolution only to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

Item No. 7

The Articles of Association ("AOA") of the Company is presently in force since incorporation. The existing Articles of Association was in line with the erstwhile Companies Act 1956, which is no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deals with the general working of companies stand notified. With the coming into force of the New Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles. It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the

Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on May 29, 2015 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same. In terms of Section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

Your approval is sought by voting in terms of the provisions of inter-alia, Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014. A copy of the proposed set of new Articles of Association of the Company would be available for inspection, for the members at the Registered Office of the Company during the office hours on any working day, between 11.00 a.m. to 1.00 p.m.

None of the Directors / Key Managerial Personnel of the Company / their relatives is/are in any way, concerned or interested, financially or otherwise, in the Special Resolution, except as shareholders of the Company.

Item No. 8

Section 188 of the Companies Act, 2013 read with Rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribes certain procedure for approval of related party transactions. The proviso to section 188 also states that nothing in section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis. The Company in its ordinary course of business, and on arm's length basis, purchase goods from M/s. Dalmia Polypro Industries Private Limited. The Company is seeking approval by Ordinary resolution from shareholders for the said transaction for an aggregate amount of Rs. 3 Crores annually.

M/s. Dalmia Polypro Industries Private Limited is a Group Companies having Common Directorship i.e. Mr. Aditya Dalmia and Mr. Unni Krishnan Nair, being interested Director in both Companies this transaction will require approval of the shareholders of the Company. Pursuant to the Section 188 of the Companies Act, 2013 and Rules made thereunder, the approval of transactions is required by passing a Ordinary Resolution at the General Meeting for appointment of any agent for purchase or sale of goods, materials or services or property where the amount exceeds 10% of the Turnover of the Company or Rs.100 Crores, whichever is lower OR exceeds 10% of the net worth of the Company or Rs.100 Crores whichever is lower.

It may be noted that the Directors and Key Managerial Personnel of the Company and their relatives who are members of the Company, may be deemed to be concerned or interested in this Resolution only to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

Item no. 9:

In order to strengthen the financial position of the Company so as to increase its capacity to raise funds for the future growth of the business. The Company intends to grow inorganically by acquiring companies having reasonable cliental. The Company believes that it has reasonable market presence and has been taking certain structural measures to strengthen its operating performance. In order to make available required funds and having regard to its present stressed condition, it is proposed to make preferential issue of securities of the Company.

Consent of the shareholders is sought for issuing Securities as stated in the resolution which may result in issuance of further shares of the Company in accordance with the terms and nature of Securities to be issued by the Company.

Section 62 of the Companies Act, 2013 and the Listing Agreement provides, inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner laid down in Section 62 unless the shareholders of the Company in general meeting decide otherwise.

The Resolution, if passed, will have the effect of allowing the Board to issue and allot Securities to the investors who may or may not be the existing members of the Company. Since the proposed Special Resolution may result in issue of shares of the Company otherwise than to the members of the Company in the manner laid down under Section 62 of the Companies Act, 2013, consent of the shareholders is being sought pursuant to the provisions of Sections 23, 41, 42, 62(1), 71 and all other applicable provisions of the Companies Act, 2013 and the Listing Agreement.

Disclosure as per Rule 13 of Chapter 4 of The Companies (Share capital & Debenture) Rules, 2014:

(i) OBJECTS OF THE ISSUE:

To generate long term resources for the growth of the Company and to strengthen the financial position of the Company.. The proceeds of the Issue will be utilized to invest in acquiring companies having similar cliental and to strengthen the financial base of the Company

(ii) THE TOTAL NUMBER OF SHARES OR OTHER SECURITIES TO BE ISSUED;

3,60,000 Equity shares of Rs. 10/- each

(iii) THE PRICE OR PRICE BAND AT/WITHIN WHICH THE ALLOTMENT IS PROPOSED;

Equity Shares of Rs. 10/- each at par.

(iv) BASIS ON WHICH THE PRICE HAS BEEN ARRIVED AT ALONG WITH REPORT OF THE REGISTERED VALUER;

The issue price is determined in accordance with the Reg. 76A & 76B of Chapter VII of SEBI (ICDR) Regulations, 2009:

Price is calculated highest of the below:

- (a) The average of the weekly high and low of the closing prices of the equity shares of the Company on the Bombay Stock Exchange during the six months preceding the relevant date; or
- (b) The average of the weekly high and low of the closing prices of the equity shares of the Company quoted on the Bombay stock exchange during the two weeks preceding the relevant date.

The company will recalculate the price and appropriate adjustment shall be made in issue price by taking Rs.10/- (face value) or price as per relevant date i.e.- 25/05/2015, whichever is highest.

The Equity Shares to be allotted to non promoters pursuant to the proposed special resolution shall be subject to lock-in for a period of 1 year from the date of trading approval, consistent with SEBI ICDR Regulations.

(v) RELEVANT DATE WITH REFERENCE TO WHICH THE PRICE HAS BEEN ARRIVED AT;

The Relevant date for the purpose of pricing of Equity Shares, shall be 31st August, 2015, which is thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue

(vi) THE CLASS OR CLASSES OF PERSONS TO WHOM THE ALLOTMENT IS PROPOSED TO BE MADE;

The Equity shares are offered to the Non Promoter select specified investors.

(vii) INTENTION OF THE PROMOTERS / DIRECTORS / KEY MANAGEMENT PERSONS TO SUBSCRIBE TO THE OFFER:

The promoters / directors / key management persons have no intention to subscribe to the offer

(viii) PROPOSED TIME WITHIN WHICH ALLOTMENT WILL BE COMPLETED

Under regulation 74(1) of the ICDR Regulations, the Equity Shares are required to be allotted within a period of 15 days from the date of passing of the Special resolution. If any approval or permissions by any regulatory authority or the Central Government for allotment is pending, the period of 15 days shall be counted from the date of such approval or permission.

(ix) THE NAMES OF THE PROPOSED ALLOTTEES AND THE PERCENTAGE OF POST PREFERENTIAL OFFER CAPITAL THAT MAY BE HELD BY THEM;

Sr. No.	Name of the proposed allottees	(%) of the Post Preferential Offer Capital
1	Jennifer Jane Gomes	4.59
2	Krishnaswaroop Seksaria	3.66
	TOTAL	8.25

(x) CHANGE IN CONTROL, IF ANY, IN THE COMPANY THAT WOULD OCCUR CONSEQUENT TO THE PREFERENTIAL OFFER:

There will be no change in the management of the Company consequent to the issue of Equity shares on Preferential Allotment Basis

(xi) THE NUMBER OF PERSONS TO WHOM ALLOTMENT ON PREFERENTIAL BASIS HAVE ALREADY BEEN MADE DURING THE YEAR, IN TERMS OF NUMBER OF SECURITIES AS WELL AS PRICE;

No allotment has been made on preferential issue during the financial year.

(XII) THE JUSTIFICATION FOR THE ALLOTMENT PROPOSED TO BE MADE FOR CONSIDERATION OTHER THAN CASH TOGETHER WITH VALUATION REPORT OF THE REGISTERED VALUER.

Proposed Issue of shares is against Cash consideration.

(xiii) THE PRE ISSUE AND POST ISSUE SHAREHOLDING PATTERN OF THE COMPANY IN THE FOLLOWING FORMAT-

Sr. No.	Category	PRE ISSUE		POST ISSUE	
		No. of Shares held	% of share holding	No. of shares held	% of share holding
A	Promoters' holding :				
1	Indian :				
	Individual	2694200	67.25	2694200	61.70
	Bodies Corporate	-	-	-	-
	Sub Total	2694200	67.25	2694200	61.70
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	2694200	67.25	2694200	61.70
B	Non-Promoters' holding :				
1.	Institutional Investors				
	Mutual Funds / UTI	1500	0.04	1500	0.03
2.	Non-Institutional:				
	Bodies Corporate	65000	1.62	65000	1.49
	Indian Public	1167800	29.15	1527800	34.99
	Others (Including NRIs and Foreign Companies)	77500	1.93	77500	1.77
	Clearing Members	400	0.01	400	0.01
	Sub Total(B)	1312200	32.75	1672200	38.30
	GRAND TOTAL(A+B)	4006400	100.00	4366400	100.00

CERTIFICATE FROM AUDITORS:

M/s. V.J.Shah & Co, Chartered Accountants, Statutory Auditors of the Company, have certified that the proposed preferential issue is being made in accordance with the requirements contained in the ICDR Regulations.

A copy of the said certificate is available for inspection by the shareholders at the Registered Office of the Company on all working days except Public Holidays, Saturdays and Sundays between 11.00 a.m. and 1.00 p.m. prior to the date of the Annual General Meeting and will also be available for inspection at the Meeting

The Board recommends passing of the said Resolution.

None of the Directors and Key Managerial Personnel of the Company is concerned or in any way interested in the Special Resolution set out in Item Number 9.

Regd.Office:

220, Unique Industrial Estate ,
Off. Veer Savarkar Marg,
Prabhadevi,
Mumbai - 400025
Date: - 29th May,2015.

For and on behalf of the Board

For Sharad Fibres and Yarn Processors Limited

Sd/-
Aditya Dalmia [DIN: 00634890]
Director

DIRECTORS' REPORT

To,
The Shareholders,

Your Directors have great pleasure in presenting the 28th Annual Report together with the Audited Accounts for the year ended March 31, 2015.

FINANCIAL RESULTS:	Year ended 31.03.2015 Rs. In Lacs	Year ended 31.03.2014 Rs. In Lacs
Gross Revenue	998.00	610.59
Profit (Loss) before tax	23.54	21.83
Tax Expense:		
Current tax expense for current year	0.00	0.00
Deferred tax	0.00	0.00
Tax expense for Earlier years	0.00	0.00
Profit (Loss) for the period	23.54	21.83
Earning per Equity Share		
Basic	0.59	0.54
Diluted	0.59	0.54

1. FINANCIAL HIGHLIGHTS FOR PAST 3 YEARS :

Particulars	(Rs. in Lacs)		
	2014-15	2013-14	2012-13
Total revenue	998.00	610.59	1035.95
Profit before depreciation and amortization	28.25	26.33	39.76
Depreciation and amortization	4.71	4.49	4.08
Profit before exceptional items & tax	23.54	21.83	35.70
Exceptional items	-	-	-
Profit before tax	23.54	21.83	35.70
Tax expense	-	-	-
Net profit after tax	23.54	21.83	35.70
Equity shares	4006400	4006400	4006400
EPS	0.59	0.54	0.89

2. REVIEW OF OPERATIONS:

During the year under review, the Company earned total revenue of Rs. 998.00 Lacs as against Rs. 610.59 Lacs in the previous year. The Net Profit for the year stood at Rs. 23.54 Lacs as compared to Rs. 21.83 Lacs in the previous year.

Your Company is undertaking active efforts towards accelerating the growth speed and is optimistic about better performance in the future.

3. OUTLOOK:

The priority of the Company for the Current year will be to consolidate its position in terms of Sales & Profitability by adopting various means of improving sales.

4. DIVIDEND:

In view of carry forward losses, the Board does not propose any dividend for the year ended March 31, 2015. The Board does not propose to transfer any amount to General Reserves for the aforesaid financial year.

5. SHARE CAPITAL OF THE COMPANY:

The Paid up Equity Share Capital, as at 31st March, 2015 was Rs. 40,064,000/- divided into 40,06,400 Equity shares, having face value of Rs. 10/- each fully paid up. During the year under review, the Company has not issued any shares with differential voting rights nor granted any stock options or sweat equity.

6. FIXED DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

7. BOARD OF DIRECTORS:

In accordance with the provisions of Section 152 of the Companies Act 2013 and the Articles of Association of the Company Mr. Adyita Dalmia, Director of the Company, retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

During the year under review, the Company has appointed Ms. Jyoti Nankani (DIN: 07145004) as an Additional Director w.e.f 30th March, 2015. Your Board proposes to regularize her appointment under Section 149 and 161(1) of the Act.

8. DIRECTORS RESPONSIBILITY STATEMENT:

To the best of our knowledge and belief and according to the information and explanations obtained, Directors make the following statement in terms of Section Section 134 (3)(c) of the Companies Act, 2013:

- a. that in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- b. that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for

safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

- d. the Directors had prepared the annual accounts on a going concern basis;
- e. the Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

9. KEY MANAGERIAL PERSONNEL:

During the year under review, the Company has appointed the following persons as the Key Managerial Personnel:

Sr. No.	Name of the person	Designation
1.	Mr. Ravi Dalmia	Managing Director
2.	*Mr. Adyita Dalmia	Chief Financial Officer
3.	*Ms. Riddhi Vakharia	Company Secretary

*Appointed w.e.f. March 10,2015.

10. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

The Board of Directors of your Company met 6 (Six) times during the year ended March 31, 2015.

11. SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES:

The Company does not have any subsidiary, joint venture or associate companies.

12. DECLARATION OF INDEPENDENT DIRECTORS:

All Independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013.

13. CHANGE IN THE NATURE OF BUSINESS:

There was no change in the nature of business activities during the financial year 2014-2015.

14. COMMITTEES OF THE BOARD :

14.1 AUDIT COMMITTEE:

The Company has qualified and independent Audit Committee comprising of Independent and Executive Directors constituted in compliance with the provisions of Section 177 of the Companies Act, 2013 and the Listing Agreement with the Stock Exchange. The Audit Committee acts in accordance with the terms of reference specified from time to time by the Board.

14.2 NOMINATION AND REMUNERATION COMMITTEE

The Company has renamed the existing Remuneration Committee to "Nomination and Remuneration Committee" pursuant to Section 178 of the Companies Act, 2013. The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The policy lays down the criteria determining qualifications, positive attributes, independence of a director and other matters pursuant to the provisions of sub-section (3) of Section 178 of the Companies Act, 2013.

14.3 STAKEHOLDERS RELATIONSHIP COMMITTEE

The Board of Directors of the Company has re-named a 'Stakeholders Relationship Committee' in order to align it with the provisions of Section 178 of the Companies Act, 2013. The Committee has been constituted to strengthen the investor relations and to inter-alia, look into issues relating to shareholders grievances pertaining to transfer of shares, non- receipt of declared dividends, non-receipt of Annual Report, issues concerning de-materialization etc.

Details of Investors Complaints received during the year:

Sr. No.	Nature of Complaints	Received	Pending	Disposed
1.	Non receipt of Annual Report	2	-	2
2.	Non Receipt of Share Certificates after transfer	-	-	-
3.	Non Receipt of Demat Rejected S/C's	-	-	-
4.	Others	-	-	-
	Total	2	-	2

There were no complaint pending for action as on 31st March 2015.

15. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a Vigil Mechanism / Whistle Blower policy to report genuine concerns, grievances, frauds and mismanagements, if any. The Vigil Mechanism /Whistle Blower policy has been posted on the website of the Company (www.sharadfibres.com).

16. PREVENTION OF SEXUAL HARASSMENT:

The Company has constituted an Internal Complaint Committee as required under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. The Company had adopted the Anti-Sexual Harassment Policy at Board Meeting held on February 6, 2015. During the year under review, no complaints were reported.

17. BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an evaluation after taking into consideration various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, remuneration, obligations and governance.

The performance evaluation of the Independent Directors was completed. The performance evaluation of the Chairman and the Whole-time Director was carried out by the Independent Directors at their meeting held on February 6, 2015. The Board of Directors expressed their satisfaction with the evaluation process.

18. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has not granted Loans or given guarantees during the financial year 2014-15 but the investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

19. EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9, as required under Section 92 of the Companies Act, 2013, is included in this Report as **Annexure 'A'** and forms an integral part of this Report.

20. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of Section 135 of the Companies Act, 2013 read with the Rules made thereunder, in respect of Corporate Social Responsibility policy were not applicable the Company for the Financial Year 2014-15.

21. CODE OF CONDUCT:

Your Company is committed to conducting its business in accordance with the applicable laws, rules and regulations and highest standards of business ethics. In recognition thereof, the Board of Directors has implemented a Code of Conduct for adherence by the Directors, Senior Management Personnel and Employees of the Company. This will help in dealing with ethical issues and also foster a culture of accountability and integrity. The Code has been posted on the Company's website (www.sharadfibres.com)

All the Board Members and Senior Management Personnel have confirmed compliance with the Code.

22. RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business and as per the provisions of Section 188 of the Companies Act, 2013. The disclosure in Form AOC-2 is given as per **Annexure 'B'**. Further, there are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

All related party transactions are placed before the Audit Committee and also before the Board for their approval in accordance with the Policy on Related Party Transactions formulated by the Board of Directors of the Company and has been posted on the website of the Company (www.sharadfibres.com). Omnibus approval was obtained on quarterly basis for transactions which are of repetitive nature.

23. STATUTORY AUDITORS:

M/s. Vinod S. Mehta & Co, Chartered Accountants, (Firm Registration No 111524W) were appointed as the Statutory Auditors of the Company at the AGM held on September 27, 2014 to hold office until the conclusion of the third consecutive AGM, are recommended for ratification of appointment for the Financial Year 2015-16. As required under the provisions of Section 139 of the Companies Act, 2013, the Company has obtained written confirmation from M/s. Vinod S. Mehta & Co that their appointment, if made, would be in conformity with the limits specified in the said Section

24. SECRETARIAL AUDIT:

Pursuant to provisions of Section 204 of the Companies Act, 2013 and the Rules made thereunder, the Company has appointed M/s. GMJ & Associates, Company Secretaries to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as Annexure 'C' and forms an integral part to this Report.

25. AUDITOR'S REPORT/ SECRETARIAL AUDIT REPORT:

The observations of the auditors contained in their respective Reports have been adequately dealt with in the Notes to the Accounts which are self explanatory and, therefore, do not call for any further comments.

There are no qualifications, reservation or adverse remark or disclaimer made in the Secretarial Audit Report for Financial Year 2014-2015.

26. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined by the Audit Committee. To maintain its objectivity and independence, the Internal Audit function reports to the Chairperson of the Audit Committee of the Board of Directors.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company.

Based on the report of internal audit function, the Company undertakes corrective action in their respective areas and thereby strengthens the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

27. RISK MANAGEMENT POLICY:

During the year, your Directors have formulate the Risk Management Policy at Board Meeting held on February 6, 2015 which has been entrusted with the responsibility to assist the Board;

- (a) To ensure that all the current and future material risk exposures of the Company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e. to ensure adequate systems for risk management
- (b) To establish a framework for the company's risk management process and to ensure its implementation
- (c) To enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices and
- (d) To assure business growth with financial stability.

28. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

The information on conservation of energy, technology absorption pursuant to Section 134(3) (m) of the Companies Act, 2013, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 are not applicable to the Company as the Company is not engaged in manufacturing activities.

Foreign Exchange earning: - Nil

Foreign Exchange outgo: - Rs. 1, 29,517/- (PY: - Nil)

29. PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure "D" to this Report.

None of the employees of the Company fall within the purview of the information required under Section 197 read with rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during the financial year.

30. DEPOSITORY SERVICES:

The Company's Equity Shares have been admitted to the depository mechanism of the National Securities Depository Limited (NSDL) and also the Central Depository Services (India) Limited (CDSL). As a result the investors have an option to hold the shares of the Company in a dematerialized form in either of the two Depositories. The Company has been allotted ISIN No. INE638N01012.

Shareholders therefore are requested to take full benefit of the same and lodge their holdings with Depository Participants [DPs] with whom they have their Demat Accounts for getting their holdings in electronic form.

31. STEPS FOR PREVENTION OF INSIDER TRADING

In compliance of the SEBI (Prevention of insider Trading) Regulations as amended in 2015, the Company has issued comprehensive guidelines advising and cautioning management staff and other relevant business associates on the procedure to be followed while dealing in equity shares of the Company and disclosure requirements in this regard. Company believes that "The Code of Internal Procedure and Conduct" and 'The Code of Corporate Disclosures Policies' framed by it in this regard will help in ensuring compliance of the amended SEBI regulations.

32. ENVIRONMENT PROTECTION:

The Company has taken all the necessary steps for safety and environmental control and protection.

33. LISTING:

The shares of the Company are listed on BSE Ltd, Ahmedabad Stock Exchange Limited, Jaipur Stock Exchange Limited and Madras Stock Exchanges Limited. The company has not paid the listing fees for Jaipur, Ahmedabad, and Delhi Stock Exchanges.

34. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There are no significant / material orders passed by the Regulators or courts or Tribunals impacting the going concern status of your Company and its operations in future.

35. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

There were no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements related and the date of the report.

36. STATUS OF PENDING LEGAL CASES:

The following legal cases are pending against the Company and the same are being defended by the company:

An Appeal Filed by the Company before the commissioner of Central Excise (Appeal) the order on the same has been passed in favor of the Company against demand of Rs. 3,61,537/- (already Paid) plus Rs. 16,32,382/-(already paid) and imposed penalty of Rs. 3,61,537/- and Rs. 1,00,000/- and Interest thereon. However the Excise Department has filed appeal before the CEGAT (case No. 103/adj/2001 ADC dated 31.10.2001). The Case is being defended by the company.

37. NEW SET OF ARTICLES OF ASSOCIATION:

In conformity of the provisions of the Companies Act, 2013, it is proposed to adopt new set of Articles of Association of the Company. Necessary Special Resolution is placed for member's approval.

38. ACKNOWLEDGMENT:

The Directors wish to convey their appreciation to the Company's shareholders, customers, suppliers, bankers and distributors for the support they have given to the Company and the confidence, which they have reposed in its management and the employees for the commitment and dedication shown by them.

Regd. Office:

220, Unique Industrial Estate ,
Off. Veer Savarkar Marg,
Prabhadevi,
Mumbai - 400025
Date: - 29th May, 2015.

For and on behalf of the Board

For Sharad Fibres and Yarn Processors Limited

Sd/-
Aditya Dalmia [DIN: 00634890]
Director

Annexure 'A' TO BOARDS REPORT 2014-15

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 2014-2015
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i) CIN:-	L17110MH1987PLC043970
ii) Registration Date:-	2nd JULY, 1987
iii) Name of the Company:-	SHARAD FIBRES AND YARN PROCESSORS LIMITED
iv) Category / Sub-Category of the Company:-	COMPANY LIMITED BY SHARES AND INDIAN NON GOVERNMENT COMPANY
v) Address of the Registered office and contact details:-	220, UNIQUE INDUSTRIAL ESTATE, OFF. VEER SAVARKAR MARG, PRABHADEVI, MUMBAI - 400 025 Tel No. 022-43226969
vi) Whether listed company	YES
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. BIG SHARE SERVICES PRIVATE LIMITED [Unit: SHARAD FIBRES AND YARN PROCESSORS LIMITED] E/2, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri [East], Mumbai - 400 072 Tel: 022-28473747 / 3474 E-mail: info@bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Waste collection, treatment and disposal activities; materials recovery	3830	100 %

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - NOT APPLICABLE

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter's									
(1) Indian									
a) Individual/ HUF	-	1,597,857	1,597,857	39.88	-	2,694,200	2,694,200	67.25	27.36
b) Central/State Govt		-	-	-	-	-	-	-	-
c) Bodies Corp.				-				-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total	-	1,597,857	1,597,857	39.88	-	2,694,200	2,694,200	67.25	27.36
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	-	1,597,857	1,597,857	39.88	-	2,694,200	2,694,200	67.25	27.36

B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	1,500	1,500	0.04	-	1,500.00	1,500.00	0.04	-
b) Banks / FI	-	1,096,343	1,096,343	27.36	-	-	-	-	(27.36)
c) Central/ State Govt	-	-	-	-	-	-	-	-	-
d) Venture Capital Funds	-	-	-	-	-	-	-	-	-
e) Insurance Companies	-	-	-	-	-	-	-	-	-
f) FII's	-	-	-	-	-	-	-	-	-
g) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total	-	1,097,843	1,097,843	27.40	-	1,500	1,500	0.04	(27.36)
2. Non- Institutions									
a) Bodies Corp.	-	64,900	64,900	1.62	100	64,900	65,000	1.62	
i) Indian									
ii) Overseas									
b) Individual shareholders holding									
i) upto Rs. 1 lakh	2,300	1,061,100	1,063,400	26.54	11,500	1,051,400	1,062,900	26.53	
ii) excess of Rs 1 lakh	-	104,900	104,900	2.62	-	104,900	104,900	2.62	
c) Clearing Member	-		-	-	400.	-	400	0.01	
OCB	-		-	-	-	-	-	-	
NRI	-	77,500	77,500	1.94	-	77,500.00	77,500	1.94	
Sub-total	2,300.	1,308,400	1,310,700	32.72	12,000	1,298,700	1,310,700	32.72	-
Total shareholding of Public Shareholding(B)	2,300.	2,406,243	2,408,543	60.12	12,000	1,300,200	1,312,200	32.76	(27.36)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	2,300	4,004,100	4,006,400	100	12,000	3,994,400	4,006,400	100	-

B. Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	RAVI DALMIA	-	-	-	495,801	12.38	-	12.38
2	RAVI DALMIA HUF	-	-	-	225,200	5.62	-	5.62
3	SHASHI DALMIA	-	-	-	153,471	3.83	-	3.83
4	ADITYA DALMIA	-	-	-	205,421	2.84	-	2.84
5	SHASHI DALMIA HUF	-	-	-	108,150	2.70	-	2.70
6	RASHI DALMIA	17,250	0.43	-	17,250	0.43	-	-
7	ANIL KUMAR DALMIA (HUF)	24,421	0.61	-	24,421	0.61	-	-
8	ANITA DALMIA	25,300	0.63	-	25,300	0.63	-	-
9	PRATIBHA DALMIA	28,900	0.72	-	28,900	0.72	-	-
10	USHA S DALMIA	31,900	0.80	-	31,900	0.80	-	-
11	DALMIA POLYPRO INDUSTRIES LIMITED	36,700	0.92	-	36,700	0.92	-	-
12	DALMIA EXIM PVT LTD	377,500	0.94	-	377,500	0.94	-	-
13	AYUSHI DALMIA	37,821	0.94	-	37,821.00	0.94	-	-
14	SANGEETA DALMIA	43,550	1.09	-	43,550	1.09	-	-
15	SHARDADEVI DALMIA	167,650	1.19	-	167,650	1.19	-	-
16	SHARAD DALMIA	56,950	1.42	-	56,950	1.42	-	-
17	ANIL DALMIA	66,379	1.66	-	66,379	1.66	-	-
18	ADITYA DALMIA (HUF)	211,750	1.93	-	211,750	1.93	-	-
19	AGARWAL A	91,700	2.29	-	-	-	-	(2.29)
20	VARUN DALMIA	97,286	2.43	-	97,286	2.43	-	-
21	AMARCHAND AGARWAL	97,850	2.44	-	97,850	2.44	-	-
22	PRATIK DALMIA	184,950	4.62	-	184,950	4.62	-	-
		1,597,857	25.05	-	2,694,200	50.12	-	25.08

C)Change in Promoters' Shareholding:

SI No.		Shareholding at the beginning of the year (As on 01-04-2014)		Cumulative Shareholding during the year (01-04-2014 to 31-03-2015)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1,597,857	39.88	1,597,857	39.88
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus / sweat equity etc.	*1096343	27.36	2,694,200	67.25
	At the End of the year	2,694,200	67.25	2,694,200	67.25

*Note : The above shares were pledged with the Central Bank of India. Now Central Bank of india has released the pledge and transferred the shares to the original promoters.

D) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No	Name	Shareholding		Date	Increasing / Decreasing in shareholding	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-15)	
		No. of Shares at the beginning (01-04-2014) / end of the year (31-03-2015)	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	MOHANLAL BAGRI	13400	0.33	01-04-2014				
							13400	0.33
		13400	0.33	31-03-2015				
2	CENTRAL BANK OF INDIA	1096343	27.36	01-04-2014	Decrease	Transfer		
		0	0	31-03-2015				
3	PRAVIN JHUN JHUN WALA	18300	0.46	01-04-2014				
							18300	0.46
		18300	0.46	31-03-2015				

4	RAJNIKANT KARUNAKAR NIRESHWALIA	30000	0.75	01-04-2014				
							30000	0.75
		30000	0.75	31-03-2015				
5	RANJAN BHARAT GANDHI	18300	0.46	01-04-2014				
							18300	0.46
		18300	0.46	31-03-2015				
6	THE ESTATE INVESTMENT CO PVT LTD	28000	0.7	01-04-2014				
							28000	0.7
		28000	0.7	31-03-2015				
7	VEENA JAGWANI	18300	0.46	01-04-2014				
							18300	0.46
		18300	0.46	31-03-2015				
8	KAMAL M JAGWANI	18300	0.46	01-04-2014				
							18300	0.46
		18300	0.46	31-03-2015				
9	AWTANI ASHOK BHAWANDAS	22500	0.56	01-04-2014				
							22500	0.56
		22500	0.56	31-03-2015				
10	ALKESH M GOPANI	18300	0.46	01-04-2014				
							18300	0.46
		18300	0.46	31-03-2015				

E) Shareholding of Directors and Key Managerial Personnel:

Sr. No	Name	Shareholding		Date	Increasing / Decreasing in shareholding	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-15)	
		No. of Shares at the beginning (01-04- 2014) / end of the year (31-03- 2015)	% of total Share s of the comp any				No. of Shares	% of total Shares of the company
1	Mr. Ravi Dalmia	-	-	01-04-2014			0	0
		495801	12.38		Increase	Transfer	495801	12.38
		495801	12.38	31-03-2015				

2	Mr. Aditya Dalmia	-		01-04-2014			0	0
		205421	5.13		Increase	Transfer	205421	5.13
		205421	5.13	31-03-2015				

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment : NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: NIL

B. Remuneration to other directors: NIL

C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD: NIL

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There are no penalties/punishment/compounding of offences against SHARAD FIBRES AND YARN PROCESSORS LIMITED and its Directors and Officers for the year ended on 31st March, 2015

For and on behalf of the Board

Place:- Mumbai
Date :- 29th May,2015

Sd/-
Aditya Dalmia [DIN: 00634890]
Director

Annexure 'B' TO BOARDS REPORT 2014-15

FORM NO. AOC -2

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis. NOT APPLICABLE
2. Details of contracts or arrangements or transactions at Arm's length basis.

Sr no.	Name (s) of the related party & nature of relationship	Nature of contracts/arrangements/transaction	Duration of the contracts/arrangements/transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board & GM	Amount paid as advances , if any
1.	M/s. Dalmia Polypro Industries Private Limited	Purchase and Sale of goods	Ongoing	1,14,27,567	30 th May, 2014	NA

For and on behalf of the Board
For Sharad Fibres and Yarn Processors Limited

Sd/-
Aditya Dalmia [DIN: 00634890]
Director

Place:- Mumbai
Date: - 29th May,2015.

Annexure 'C' TO BOARDS REPORT 2014-15
FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March, 2015

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

To,
The Members,
M/s. SHARAD FIBRES AND YARN PROCESSORS LIMITED
220, Unique Industrial Estate,
Off. Veer Savarkar Marg,
Prabhadevi, Mumbai - 400 025

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. SHARAD FIBRES AND YARN PROCESSORS LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31st March, 2015 according to the provisions of:

- I. The Companies Act, 2013 and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act").
- V. We have relied on the representation made by the company and its officers for systems and mechanism formed by the company for compliances under other applicable Acts, Laws and Regulations with respect to;
 - a. Factories Act, 1948 and rules made thereunder
 - b. Employees' Provident Funds and Miscellaneous Provisions Act, 1952
 - c. Industrial Dispute Act, 1947
 - d. The Minimum Wages Act, 1948
 - e. The Payment of Bonus Act, 1965
 - f. Other Acts as stated in the Management Representation letter given by the Company.

We have also examined compliance with the applicable clauses of The Listing Agreement entered into by the Company with BSE Limited. The Company is not complying with provision of listing Agreement enter with Ahmedabad Stock Exchange Limited, Jaipur Stock Exchange Limited and Chennai Stock Exchanges Limited.

Cont.2

During the year under review, the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

We further report that:

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

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

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

We further report that during the year under report, the company has not undertaken event/action having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc. referred to above.

For GMJ & ASSOCIATES
Company Secretaries

Sd/-

[MAHESH SONI]

PARTNER

FCS: 3706 COP: 2324

Place: Mumbai

Date: 29th May, 2015

Note: This report is to be read with our letter of even date that is annexed as Annexure I and forms an integral part of this report.

ANNEXURE I

To,
The Members,
M/s. SHARAD FIBRES AND YARN PROCESSORS LIMITED
220, Unique Industrial Estate,
Off. Veer Savarkar Marg,
Prabhadevi, Mumbai - 400 025

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

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

For GMJ & ASSOCIATES
Company Secretaries

Sd/-
[MAHESH SONI]
PARTNER
FCS: 3706 COP: 2324
Place: Mumbai
Date: 29th May, 2015

Annexure "D" TO BOARDS REPORT 2014-15

[Pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

1. Ratio of the remuneration to each executive Director to the median remuneration of the employees of the Company for FY 2014-15:-NA
2. % increase in remuneration Executive Directors, CFO and CS during the FY 2014-15: NA
3. % increase in median remuneration of the employees for the FY 2014-15:-10% to 12%
4. Total permanent employees on role of Sharad Fibres And Yarn Processors Limited as on 31.3.2015: 25
5. Relationship between average increase in remuneration and Company's performance:- EPS of the co. increases from 0.54 to 0.59 and Remuneration to employees from 10% to 12%
6. Comparison of the remuneration of the KMPs against the performance of the Company:-NA
7. The key parameters for any variable component of remuneration: NA

For and on behalf of the Board

Place:- Mumbai
Date :- 29th May,2015

Sd/-
Aditya Dalmia [DIN: 00634890]
Director