SHARAD FIBRES AND YARN PROCESSORS LIMITED

CIN: L17110MH1967PLC043970
16, Floor-Grd, Plot-3/3A, Unique Industrial Estate, Swatantrya Veer Savarkar Marg,
Kismat Cinema, Prabhadevi, Mumbai - 400 025.
E mail: accounts@sharadfibres.com **Website:** www.sharadfibres.in
Tel no.: 022-66355800/66155800

Date: December 4, 2020

To
The Deputy General Manager,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Ref: Security Code No. 514402

Sub: Submission of electronic copy of the Notice of the 33rd Annual General Meeting and Annual Report of Sharad Fibres and Yarn Processors Limited for the Financial Year 2019 -2020:

Dear Sir/Madam,

This is further to our letter dated December 3, 2020 wherein Sharad Fibres and Yarn Processors Limited had intimated that the Annual General Meeting (AGM) of the Company is scheduled to be held on Monday, December 28, 2020 at 3:30 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), in accordance with the relevant circulars issued by The Ministry of Corporate Affairs (MCA) and The Securities and Exchange Board of India (SEBI).

In terms of the requirement of Regulation 30 and Regulation 34 of The SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 please find enclosed herewith the Annual Report of the Company for the Financial Year 2019-2020 alongwith the Notice convening the 33rd Annual General Meeting, which is also being sent to the members whose e-mail addresses are registered with the Company / Depository Participant.

The Annual Report is also uploaded on the website of the Company at www.sharadfibres.in

We request you to kindly take the above information on record and facilitate.

Thanking you

Yours faithfully,
For SHARAD FIBRES AND YARN PROCESSORS LIMITED

RAVI DALMIA
MANAGING DIRECTOR
[DIN: 00634870]

Encl: A/a.

SHARAD FIBRES & YARN PROCESSORS LIMITED

33rd ANNUAL REPORT 2019-20

BOARD OF DIRECTORS

Mr. Ravi Amarchand Dalmia	Managing Director
Mr. Unni Krishnan Nair	Director
Mr. Surendra Bahadur Singh	Director
Ms. Jyoti Chanderlal Nankani	Director

CHIEF FINANCIAL OFFICER

Mr. Aditya Amarchand Dalmia

COMPANY SECRETARY& COMPLIANCE OFFICER

Mrs. Madhumati Rajol (Upto December 26, 2019)

REGISTERED OFFICE

16, Floor-Grd, Plot-3/3A,
Unique Industrial Estate,
Swatantrya Veer Savarkar Marg,
Kismat Cinema, Prabhadevi,
Mumbai – 400 025
Tel: 022 – 66355800/66155800
Website: www.sharadfibres.in
Email Id: accounts@sharadfibres.com
CIN: L17110MH1987PLC043970

AUDITORS

M/s. J H Bhandari & Co., Chartered Accountants

SECRETARIAL AUDITORS

M/s. GMJ & Associates, Company Secretaries

REGISTRAR & SHARE TRANSFER AGENT

BIGSHARE SERVICES PRIVATE LIMITED
(Unit: Sharad Fibres and Yarn Processors Limited)
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road, Marol,
Andheri (East), Mumbai – 400 059.
Tel. No. 022 2847 0652/ 4043 0200.
Email id - info@bigshareonline.com

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DIRECTORS' REPORT

To,
The Shareholders,

Your Directors have pleasure in presenting the Thirty Third (33rd) Annual Report, together with the Audited Financial Statements of the Company for the financial year ended March 31, 2020.

FINANCIAL HIGHLIGHTS:

(Amount in Rs. except EPS)

Particulars	As on March 31, 2020	As on March 31, 2019
Revenue from Operations	2,02,92,250	5,62,06,473
Other Income	1,42,413	63,724
Total Revenue	**2,04,34,663**	**5,62, 70,197**
Total Expenses	2,99,97,273	5, 79,53, 752
Profit / (Loss) before tax	**(95,62,610)**	**(16,83,555)**
Tax Expense:		
Current tax expense for current Year	--	--
Deferred tax	--	--
Tax expense for Earlier Years	--	--
Profit / (Loss) after tax	**(95,62,610)**	**(16,83,555)**
Earning per Equity Share		
Basic	(2.19)	(0.39)
Diluted	(2.19)	(0.39)

OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE:

Your Company earned a Total Income of Rs. 2,04,34,663/- as compared to Rs.5,62,70,197/- in the previous Year. The total expenditure incurred during the Year under review was Rs. 2,99,97,273/- as compared to Rs.5,79,53,752/- in the previous Year. The Net Loss was Rs. 95,62,610/- as against Rs. 16,83,555/- in the previous Year.

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

AUCTION/BIDDING FOR SALE OF ASSETS OF THE COMPANY:

During the year under review, the auction/bidding process of the Company for sell/transfer/dispose of individually and /or collectively land, Building, Plant & Machinery & such other assets (hereinafter referred to as the ASSETS) situated at Plot No. 110/111, Govt. Industrial Estate, Masat Silvassa-396230, Dadara Nagar, Haveli completed on September 28, 2019.

Further, the bid of Dalmia Polypro Industries Private Limited was accepted by the Company and received Rs.1,31,50,000/- (One Crore Thirty-One Lakhs Fifty Thousand Only) as an Capital Advance towards the acquisition of assets.

IMPACT ON BUSINESS OPERATIONS OF YOUR COMPANY ON ACCOUNT OF COVID-19 PANDEMIC:

In the last month of Financial Year 2019-20, the COVID-19 pandemic developed rapidly into a global crisis, forcing governments to enforce lock-downs of all economic activity. For the Company, the focus immediately shifted to ensuring the health and well-being of all employees. In view of the announcement made by State/Central Government from time to time operations at the factory suspended temporary with immediate effect.

Further, considering the relaxation given by the Government, operations at factory situated at Dadra & Nagar Haveli was started with the capacity of 40% to 50%. The suspension of operations at the factory has impacted the performance but, the Company is of the view that it will be able to recover the same in balance three quarters, if lockdown is not further extended. Demand for the Company's product is expected to be stable and there is no non fulfillment of any commitment by any of the party which will have a significant impact on the performance of the Company.

To safeguard interest of the public at large from this epidemic, the Indian Government including various State Governments and Municipal Authorities have issued various advisory directives including restrictions on movement of public and other means of transport. In accordance with the directives of the Government and in order to ensure health and well-being of all employees Work from Home policy was brought in place for your Company's employees.

DIVIDEND:

During the year under review, your Company has reported a net loss. Hence, the Board does not propose any dividend for the year ended March 31, 2020.

TRANSFER TO RESERVES:

During the financial year, the Company has not transferred any amount to General Reserves.

PUBLIC DEPOSITS:

Your Company has not accepted any deposits from the public falling within the ambit of Section 73 of the Act, read with the Companies (Acceptance of Deposits) Rules, 2014.

CAPITAL STRUCTURE OF THE COMPANY:

- **Authorized Share Capital:**

The Authorized Share Capital of the Company as on March 31, 2020 was Rs.8,00,00,000/- (Rupees Eight Crores Only) divided into 80,00,000 (Eighty Lakhs) equity shares of Rs. 10/- each.

- **Issued, Subscribed & Paid-up share Capital:**

The Paid-up Equity Share Capital, as on March 31, 2020 was Rs. 4,36,64,000/- (Rupees Four Crore Thirty-Six Lakh Sixty-Four Thousand Only) divided into 43,66,400 (Forty-Three Lakhs Sixty-Six Thousand Four Hundred) 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.

SUBSIDIARIES, JOINT VENTURES & ASSOCIATE COMPANIES:

The Company does not have any subsidiaries, joint ventures & associate companies.

CHANGE IN THE NATURE OF BUSINESS:

There was no change in the nature of business activities during the financial year 2019-20.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The details of loans, advances and/or guarantee provided by the Company and investments as per section 186 of the Companies Act, 2013, which are required to be disclosed in the annual accounts of the Company are provided in Notes to the financial statements.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

DIRECTORS

i) COMPOSITION:

The Board of Directors includes the Executive, Non-Executive and Independent Directors so as to ensure proper governance and management. The Board consists of Four (4) Directors comprising of One (1) Executive Director, Two (2) Non-Executive Independent Directors and One (1) Non-Executive Woman Director as on March 31, 2020.

ii) RE-APPOINTMENTS:

In accordance with the provisions of Section 152 (6) of the Companies Act, 2013 and the Articles of Association of the Company, Ms. Jyoti Nankani, Director of the Company, retires by rotation, and being eligible, has offered herself for reappointment.

KEY MANAGERIAL PERSONNEL:

The Company is having the following persons as the Key Managerial Personnel.

Sr. No.	Name of the person	Designation
1.	Mr. Ravi Dalmia	Managing Director
2.	Mr. Aditya Dalmia	Chief Financial Officer
3.	*Ms. Madhumati Rajol	Company Secretary & Compliance Officer

**** Ms. Madhumati Rajol, resigned w.e.f. December 26, 2019***

During the Financial Year under review, Ms. Madhumati Rajol, Company Secretary & Compliance Officer of the Company has resigned w.e.f. December 26, 2019. The Company has appointed Ms. Namita Rathore as the Company Secretary/ Compliance Officer w.e.f. November 20, 2020 at the Board Meeting held on November 19, 2020.

DECLARATION BY INDEPENDENT DIRECTORS:

Independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of The SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

Further, pursuant to a notification dated October 22, 2019 issued by the Ministry of Corporate Affairs, all directors have completed the registration with the Independent Directors Databank. Requisite disclosures have been received from the directors in this regard.

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in Form MGT-9, as required under Section 134(3)(a) and Section 92 of the Companies Act, 2013 is annexed as **Annexure 'A'** which forms an integral part of this Report and is also available on the Company's website viz. https://www.sharadfibres.in

MEETINGS OF THE BOARD OF DIRECTORS:

The Board of Directors of your Company met 5 (Five) times during the Year on April 22, 2019, May 25, 2019, Aug 14, 2019, Nov 08, 2019 and Feb 14, 2020 and the gap between two meetings did not exceed the statutory period laid down by the Companies Act, 2013 and the Secretarial Standard-1 issued by the Institute of Company Secretaries of India i.e. One hundred twenty days. The necessary quorum was present for all the meetings.

The Attendance of the Directors of the Company at the Board meetings is as under:

Name of Director / Category	Board Meeting dates (2019-2020)					No. of meetings entitled to attend	Attended	Last AGM Attended
	April 22, 2019	May 25, 2019	Aug 14, 2019	Nov 08, 2019	Feb 14, 2020			
Mr. Ravi Dalmia (Executive Director)	Yes	Yes	Yes	Yes	Yes	5	5	Yes
Mr. Unnikrishnan Nair (Independent Director)	Yes	Yes	Yes	Yes	Yes	5	5	Yes
Mr. Surendra Singh (Independent Director)	Yes	Yes	Yes	Yes	Yes	5	5	Yes
Ms. Jyoti Nankani (Non-Executive Director)	Yes	Yes	Yes	Yes	Yes	5	5	Yes

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to Section 134 of the Act, with respect to Directors responsibility statement it is hereby confirmed that:

i. 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;
ii. 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;
iii. 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;
iv. the Directors had prepared the annual accounts on a going concern basis;
v. 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.
vi. 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.

COMMITTEES OF THE BOARD:

Currently the Board has 3 (three) Committees: Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee. The Composition of various committees and compliances, as per the applicable provisions of the Companies Act, 2013 and the Rules thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are as follows:

· **AUDIT COMMITTEE:**

The Audit Committee of the Company is constituted in accordance with the section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and comprises of three qualified members (i.e. 2 Non-Executive Independent Directors and 1 Executive Director).

All the members have financial and accounting knowledge.

The Audit Committee acts in accordance with the terms of reference specified from time to time by the Board.

The Committee met Five (5) times during the year on April 22, 2019, May 25, 2019, August 14, 2019, November 08, 2019 and February 14, 2020 and the gap between two meetings did not exceed one hundred twenty days. The necessary quorum was present for all the meetings.

The composition of the Audit Committee and the details of meetings attended by its members are given below:

Name of the Members	**Category**	**Audit Committee Meetings Dates (2019-2020)**					**No. Meetings Entitled to Attend**	**No. of Meetings Attended**
		April 22, 2019	**May 25, 2019**	**Aug 14, 2019**	**Nov 08, 2019**	**Feb 14, 2020**		
Mr. Unnikrishnan Nair	Chairperson Independent Director	Yes	Yes	Yes	Yes	Yes	5	5
Mr. Surendra Bahadur Singh	Independent Director	Yes	Yes	Yes	Yes	Yes	5	5
Mr. Ravi Dalmia	Executive Director	Yes	Yes	Yes	Yes	Yes	5	5

· **NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee of the Company is constituted in accordance with Regulation 19 of The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013. The Committee comprises Three (3) qualified members (i.e. Two (2) Independent Directors and One (1) Non-Executive Director)

The role of the committee has been defined as per section 178(3) of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The Committee met Once (1) time during the year on May 25, 2019. The necessary quorum was present at the meeting.

The composition of the Nomination and Remuneration Committee and the details of meetings attended by its members are given below:

Name of the Members	Category	NRC Meetings Date (2019-2020)	No. of Meetings Entitled to Attend	No. of Meetings Attended
		May 25, 2019		
Mr. Unnikrishnan Nair	Chairperson Independent Director	Yes	1	1
Mr. Surendra Bahadur Singh	Independent Director	Yes	1	1
Ms. Jyoti Nankani	Non-Executive Director	Yes	1	1

Nomination and Remuneration Policy is hosted on the website of the Company i.e. www.sharadfibres.in

- **STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Stakeholders Relationship Committee of the Company is constituted in accordance with Regulation 20 of The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013.

The role and functions of the Stakeholders Relationship Committee are the effective redressal of grievances of shareholders, debenture holders and other security holders including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends. The Committee overviews the steps to be taken for further value addition in the quality of service to the investors.

The Company has designated the e-mail ID: jyoti@dalmiapolypro.in exclusively for the purpose of registering complaint by investors electronically. This e-mail ID is displayed on the Company's website i.e. www.sharadfibres.in

The following table shows the nature of complaints received from the shareholders during the years 2019-2020.

	Nature of Complaints	Received	Pending	Disposed
1.	Non receipt of Annual Report	**-**	**-**	-
2.	Non-Receipt of Share Certificates after transfer	-	-	-
3.	Non-Receipt of Demat Rejected S/C's	-	-	-
4.	Others	-	-	-
	Total	**-**	**-**	**-**

There were no complaints pending as on March 31, 2020.

The Committee met Four (4) times during the year on May 25, 2019, August 14, 2019, November 08, 2019 and February 14, 2020. The necessary quorum was present at the meeting.

The composition of the Stakeholders Relationship Committee and the details of meetings attended by its members are given below

Name of the Members	Category	Stakeholder Relationship Committee Meetings Dates (2019-2020)				No. of Meetings entitled to Attend	No. of Meetings Attended
		May 25, 2019	Aug 14, 2019	Nov 08, 2019	Feb 14, 2020		
Mr. Unnikrishnan Nair	Chairperson Independent Director	Yes	Yes	Yes	Yes	4	4
Mr. Surendra Bahadur Singh	Independent Director	Yes	Yes	Yes	Yes	4	4
Mr. Ravi Dalmia	Executive Director	Yes	Yes	Yes	Yes	4	4

- **INDEPENDENT DIRECTORS MEETING:**

As stipulated by the Code of Independent Directors under Schedule IV of the Companies Act, 2013 and The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors of the Company shall hold at least one meeting in a year without the presence of Non-Independent Directors and members of the management. All the independent Directors shall strive to be present at such meeting.

The independent Directors in their meeting shall, inter alia-

(a) review the performance of non-independent Directors and the board of Directors as a whole;
(b) review the performance of the chairperson of the listed entity, taking into account the views of executive Directors and non-executive Directors;
(c) assess the quality, quantity and timeliness of flow of information between the management of the listed entity and the board of Directors that is necessary for the board of Directors to effectively and reasonably perform their duties.

Independent Directors met once during the year on February 14, 2020 and was attended by all Independent Directors.

None of the Non-Executive Independent Directors hold Equity Shares of the Company in their own name.

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 were not applicable to your Company for the Financial Year 2019-2020.

BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has implemented a system of evaluating performance of the Board of Directors and of its Committees and individual Directors on the basis of evaluation criteria suggested by the Nomination and Remuneration Committee and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, the Board has carried out an evaluation of its performance after taking into consideration various performance related 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 Board as a whole, Chairperson and Non-Independent Directors was also carried out by the Independent Directors in their meeting held on February 14, 2020.

Similarly, the performance of various committees, individual Independent and Non-Independent Directors was evaluated by the entire Board of Directors (excluding the Director being evaluated) on various parameters like engagement, analysis, decision making, communication and interest of stakeholders.

The Board of Directors expressed its satisfaction with the performance of the Board, its committees and individual Directors.

RELATED PARTY TRANSACTIONS:

Your Company has formulated a policy on related party transactions which is also available on Company's website www.sharadfibres.in. This policy deals with the review and approval of related party transactions. The Board of Directors of the Company has approved the criteria for making the omnibus approval by the Audit Committee within the overall framework of the policy on related party transactions. Prior omnibus approval is obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and on an arm's length basis. All related party transactions are placed before the Audit Committee for review and approval.

During the year under review, your Company has entered into material related party transactions i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements. Particulars of contracts of arrangements with Related Parties referred to in Sub-Section (1) of Section 188 read with Rule 8(2) of the (Companies Accounts) Rules, 2014 read with Section 134(3)(h) are appended in Form No. AOC - 2 as **Annexure 'B'.**

AUDITORS:

- **STATUTORY AUDITOR**

M/s. J.H. Bhandari & Co., Chartered Accountants, Mumbai (Firm Registration No. 138960W) were appointed as the Statutory Auditors of the Company at the 31st Annual General Meeting (AGM) held in 2018 until the conclusion of the 36th Annual General Meeting (AGM) to be held in 2023.

The first proviso to section 139(1) of the Companies Act, 2013 has been omitted vide section 40 of the Companies (Amendment) Act, 2017 notified on May 07, 2018. Therefore, it is not mandatory for the Company to place the matter relating to appointment of statutory auditor for ratification by members at every Annual General Meeting. Hence the Company has not included the ratification of statutory auditors in the Notice of AGM.

The Report given by M/s. J.H. Bhandari & Co., Chartered Accountants, on the financial statements of the Company for the financial year 2019-2020 is a part of the Annual Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3) (ca) of the Act.

- **INTERNAL AUDITOR**

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the Board on recommendation of the Audit Committee has re-appointed Mr. Shailesh Bane, as the internal auditor of the Company for the Financial Year 2020-2021.

- **SECRETARIAL AUDITOR**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. GMJ & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is appended as **Annexure - 'C'** which forms a part of this report.

There has been an observation in Secretarial Audit Report by the Secretarial Auditor stating that Mrs. Madhumati Rajol, Company Secretary & Compliance Officer of the Company has resigned w.e.f. December 26, 2019.

Reply by the Board:

The Company has appointed Ms. Namita Rathore as the Company Secretary/ Compliance Officer w.e.f. November 20, 2020 at the Board Meeting held on November 19, 2020.

- **COST AUDIT AND COST RECORDS:**

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rules made thereunder, Cost Audit and maintenance of Cost records is not applicable to the Company for the financial year 2019-2020 & 2020-2021.

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 with revision made in accordance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been posted on the Company's website www.sharadfibres.in

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

PARTICULARS OF EMPLOYEES:

The disclosures relating to remuneration and other details as required under Section 197 (12) of the Act read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report. Having regard to the provisions of the second proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection by the members at the registered office of the Company during working hours on working days up to the date of the Annual General Meeting and if any member is interested in obtaining as copy thereof, such member may write to the Company Secretary/ Compliance Officer.

Further, Pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 was not applicable to the Company during the Financial Year 2019-2020.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Your 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 & to the Chairperson of the Board/ Managing Director of the Company.

The Internal Auditor 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.

RISK MANAGEMENT:

Your Company has in place a Risk Management Policy (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 (d) to assure business growth with Financial stability.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

Your Company has adopted a Whistle Blower Policy to provide a formal mechanism to the Directors and Employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. The policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairperson of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee. The Whistle Blower Policy has been posted on the website of the Company i.e. www.sharadfibres.in

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Your Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. The Company affirms that during the Year under review, no complaints were received by the Committee for redressal.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Companies Act, 2013, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 is given as under:

A. CONSERVATION OF ENERGY:

(i) the steps taken or impact on conservation of energy:

The Company is consistently doing research in the field of saving energy by implementing new cost-effective ideas. Form for disclosure of particulars with respect of Consumption of Energy is enclosed herewith.

Particulars	Units	Current Year	Previous Year
a. Power & Fuel Consumption Electricity – Purchased Unit (KWH) Total Amount Average Rate	 Units In Rs. per unit	 1054656 6686128./- 3.85	 1190416 65,08,114/- 3.30
b. Consumption per unit of production Electricity (KWH)/Ton	Con/kg's	3.25	7.6

(ii) the steps taken by the company for utilising alternate sources of energy; NIL
(iii) the capital investment on energy conservation equipment's; NIL

B. TECHNOLOGY ABSORPTION: Not Applicable

(i) the efforts made towards technology absorption;
(ii) the benefits derived like product improvement, cost reduction, product development or import substitution;
(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
  (a) the details of technology imported;
  (b) the year of import;
  (c) whether the technology been fully absorbed;
  (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and
(iv) the expenditure incurred on Research and Development.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the year under review, there were no Foreign Exchange earnings / outgoings.

ENVIRONMENT AND SAFETY:

The Company is aware of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances, environmental regulations and preservation of natural resources at its Factory.

DEPOSITORY SERVICES:

The Company's Equity Shares have been admitted to the depository mechanism of the Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL). As a result the investors have an option to hold the shares of the Company in a dematerialized form with the 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.

The Percentage of Shares of the Company held in Demat is 72.66% and Physical form is 27.34%.

THE DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

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.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

There were no material changes and commitments, affecting the financial position of the Company which has occurred between the end of the Financial Year of the Company, to which the Financial Statements related i.e. March 31, 2020 and the date of the report.

CORPORATE GOVERNANCE REPORT:

Pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, compliance with the corporate governance provisions are not applicable to your Company as the Company's paid up Equity Share Capital does not exceed of Rs.10 Crores and net worth does not exceed of Rs.25 Crores as on March 31, 2020.

BUSINESS RESPONSIBILITY REPORTING:

The Business Responsibility Reporting as required by Regulation 34(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is not applicable to the Company for the financial year ending March 31, 2020.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

The Management's Discussion and Analysis Report for the Year under review, as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this report.

LISTING:

The shares of the Company are listed on BSE Ltd. The Company has paid Listing fees for the Financial Year 2019-2020.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND ANNUAL GENERAL MEETINGS:

The Company has complied with secretarial standards issued by the Institute of Company Secretaries of India on Board Meetings and Annual General Meetings.

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.

For and on behalf of the Board
SHARAD FIBRES AND YARN PROCESSORS LIMITED

RAVI DALMIA	**JYOTI NANKANI**
[DIN: 00634870]	**[DIN: 07145004]**
MANAGING DIRECTOR	**DIRECTOR**

Place: Mumbai
Date: November 19, 2020

ANNEXURE 'A'
TO BOARDS' REPORT 2019 - 2020

FORM NO MGT-9
(Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014)

REGISTRATION AND OTHER DETAILS:

CIN	L17110MH1987PLC043970
Registration Date	July 02, 1987
Name of the Company	Sharad Fibres and Yarn Processors Limited
Category/Sub-category of the Company	Company limited by shares / Indian Non-Government Company
Address of the Registered office & contact details	16, Floor-Grd, Plot-3/3A, Unique Industrial Estate Swatantrya Veer Savarkar Marg, Kismat Cinema, Prabhadevi Mumbai 400025 Conatct details :- 022-66355800 Email id :- accounts@sharadfibres.com Website: www.sharadfibres.in
Whether listed Company	Yes
Name, Address & contact details of the Registrar & transfer Agent, if any.	M/s. BIG SHARE SERVICES PRIVATE LIMITED [Unit: Sharad Fibres and Yarn Processors Limited] E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri [East], Mumbai - 400 072. Tel: 022-28470652 Fax: 022-28475207 E-mail: info@bigshareonline.com

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 Collections, treatment and disposal activites; Materials recovery	3830	99.30%

PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	NAME AND ADDRESS OF THE COMPANY	CIN / GLN	HOLDING / SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
Not Applicable					

SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

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. PROMOTERS									
(1) Indian									
Individual/HUF	2694200	-	2694200	61.70	2694200	-	2694200	61.70	-
Bodies Corp.	-	-	-	-	-	-	-	-	-
Central/State Govt									
Banks / FI									
Any Other									
Sub-total	2694200	-	2694200	61.70	2694200	-	2694200	61.70	-
(2) Foreign	-	-	-	-	--	-	-	-	-
Bodies Corp.	-	-	-	-	--	-	-	-	-
NRIs - Individuals	-	-	-	-	--	-	-	-	-
Other – Individuals	-	-	-	-	--	-	-	-	-
Banks / FI	-	-	-	-	--	-	-	-	-
Any Other	-	-	-	-	--	-	-	-	-
Sub-total	-	-	-	-	--	-	-	-	-
Total shareholding of Promoter	**2694200**	**-**	**2694200**	**61.70**	**2694200**	**-**	**2694200**	**61.70**	**-**
PUBLIC SHAREHOLDING	-	-	-	-	--	-	-	-	-
(1) Institutions	-	-	-	-	--	-	-	-	-
Mutual Funds	-	1500	1500	0.03	--	1500	1500	0.03	-
Banks / FI	-	-	-	-	--	-	-	-	-
Central/ State Govt	-	-	-	-	--	-	-	-	-
Venture Capital Funds	-	-	-	-	--	-	-	-	-
Insurance Companies	-	-	-	-	--	-	-	-	-
FIIs	-	-	-	-	--	-	-	-	-
Foreign Venture Capital Funds	-	-	-	-	--	-	-	-	-
Others (specify)									
Sub-total	-	1500	1500	0.03	--	1500	1500	0.03	-

(2) Non-institutions									
a. Bodies Corp.	-	-	-	-	--	-	-	-	-
Indian	2000	35600	37600	0.86	1900	35600	37500	0.86	-
Overseas		-	-	-	-	-	-	-	-
b. Individuals									
Individual shareholders holding nominal share capital upto Rs. 1 lakh	90300	966000	1056300	24.19	95700	961000	1056700	24.20	0.01
Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	378200	119500	497700	11.40	378200	119500	497700	11.40	-
c. Any Others									
HUF					1500	-	1500	0.03	0.03
Non Resident Indians (Nri)	-	77500	77500	1.77	-	76000	76000	1.74	(0.03)
Clearing Member	1600	-	1600	0.04	1300	-	1300	0.03	(0.01)
Sub Total	472100	1198600	1670700	38.26	478600	1192100	1670700	38.26	-
Total shareholding of Public Shareholding	472100	1200100	1672200	38.30	478600	1193600	1672200	38.30	-
Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total	3166300	1200100	4366400	100.00	3172800	1193600	4366400	100.00	-

Shareholding of Promotes-

Sr. No.	Shares holder's Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			% change in shareholding 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	Pratibha Aditya Dalmia	48402	1.11	0.00	48402	1.11	0.00	0.00
2	Anitadevi Ravi Dalmia	57390	1.31	0.00	57390	1.31	0.00	0.00
3	Shashi Amarchand Dalmia (HUF)	108150	2.48	0.00	108150	2.48	0.00	0.00
4	Aditya Dalmia (HUF)	211750	4.85	0.00	211750	4.85	0.00	0.00

5	Ravikumar Dalmia (HUF)	225200	5.16	0.00	225200	5.16	0.00	0.00
6	Ravi Amarchand Dalmia	615476	14.10	0.00	615476	14.10	0.00	0.00
7	Aditya Amarchand Dalmia	637915	14.61	0.00	637915	14.61	0.00	0.00
8	Shashi Amarchand Dalmia	789917	18.09	0.00	789917	18.09	0.00	0.00
	Total	**2694200**	**61.70**	**0.00**	**2694200**	**61.70**	**0.00**	**0.00**

Change in Promoters' Shareholding (please specify, if there is no change): Not Applicable

Sr. No.	Particulars	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	2694200	61.70	2694200	61.70
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus / sweat equity etc.	There is No change in % of Promoters Shareholding due to increase in paid up capital of the Company.			
	At the End of the year	2694200	61.70	2694200	61.70

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

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the Year		Date	Increasing / Decreasing in shareholding	Reason	Cumulative Shareholding at the end of the Year	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1	Jennifer Jane Gomes	240000	5.50	01.04.2019	-	-	240000	5.50
		240000	5.50	31.03.2020	-	-	240000	5.50
2	Krishnaswaroop Ramswaroop Seksaria	120000	2.75	01.04.2019	-	-	120000	2.75
		120000	2.75	31.03.2020	-	-	120000	2.75

3	Eiresorts And Clubs Pvt Ltd	32900	0.75	01.04.2019			32900	0.75
			0.00	29.02.2020	-32900	Sell	0	0.00
			0.75	06.03.2020	32900	Buy	32900	0.75
		32900	0.75	31.03.2020			32900	0.75
4	Rajnikant Karunakar Nireshwalia	30000	0.69	01.04.2019			30000	0.69
			0.00	29.02.2020	-30000	Sell	0	0.00
			0.69	06.03.2020	30000	Buy	30000	0.69
		30000	0.69	31.03.2020			30000	0.69
5	Awtani Ashok Bhawandas	22500	0.52	01.04.2019			22500	0.52
			0.00	29.02.2020	-22500	Sell	0	0.00
			0.52	06.03.2020	22500	Buy	22500	0.52
		22500	0.52	31.03.2020			22500	0.52
6	Alkesh M Gopani	18300	0.42	01.04.2019			18300	0.42
			0.00	29.02.2020	-18300	Sell	0	0.00
			0.42	06.03.2020	18300	Buy	18300	0.42
		18300	0.42	31.03.2020			18300	0.42
7	Veena Jagwani	18300	0.42	01.04.2019			18300	0.42
			0.00	29.02.2020	-18300	Sell	0	0.00
			0.42	06.03.2020	18300	Buy	18300	0.42
		18300	0.42	31.03.2020			18300	0.42
8	Ranjan Bharat Gandhi	18300	0.42	01.04.2019			18300	0.42
			0.00	29.02.2020	-18300	Sell	0	0.00
			0.42	06.03.2020	18300	Buy	18300	0.42
		18300	0.42	31.03.2020			18300	0.42
9	Pravin Jhun Jhun Wala	18300	0.42	01.04.2019			18300	0.42
			0.00	29.02.2020	-18300	Sell	0	0.00
			0.42	06.03.2020	18300	Buy	18300	0.42
		18300	0.42	31.03.2020			18300	0.42
10	Kamal Metharam Jagwani	18200	0.42	01.04.2019	-	-	18300	0.42
		18300	0.42	31.03.2020	-	-		

Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholding of each Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Date	Increasing/ Decreasing Shareholder	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1	ADITYA DALMIA	637915	14.61	01.04.2019			637915	14.61
		637915	14.61	31.03.2020			637915	14.61
2	RAVI DALMIA	615476	14.10	01.04.2019			615476	14.10
		615476	14.10	31.03.2020			615476	14.10

INDEBTEDNESS – Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Rs.in Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year				
i) Principal Amount	21,89,164	44,32,48,370		44,54,37,534
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	21,89,164	44,32,48,370	-	44,54,37,534
Change in Indebtedness during the Financial Year				
*Addition	-	-	-	-
*Reduction	(7,50,820)	(81,73,970)	-	(89,24,790)
Net Change	(7,50,820)	(81,73,970)	-	(89,24,790)
Indebtedness at the end of the Financial Year				
i) Principal Amount	14,38,344	43,50,74,400	-	43,65,12,744
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	14,38,344	43,50,74,400	-	43,65,12,744

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

Sr. No.	Particulars of Remuneration	Name of Director	
		Mr. Ravi Dalmia	**Total Amount**
1	Gross Salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission		
	- As% of profit		
	- Others, specify..		
5	Others, please specify		
	(a) Company's contribution to the Provident Fund		
	(b) Company's contribution to the Superannuation scheme		
	(c) Medical Allowance		
	(d) Medi-claim & Accident Insurance		
	Total (A)		
	Ceiling as per the Act	As per Companies Act, 2013	

B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Director			
		Mr. Unni Nair	Mr. Jyoti Nankani	Mr. Surendra Singh	**Total Amount**
1	Independent Directors				
	• Fee for attending board committee meetings	-	-	-	
	• Commission				
	• Others, please specify				
	Total (1)				
2	Other Non-Executive Directors				
	• Fee for attending board committee meetings				
	• Commission				
	• Others, please specify				
	Total (2)				
	Total (B)=(1+2)				
	Total Managerial Remuneration				
	Overall Ceiling as per the Act	As per Companies Act, 2013			

Remuneration to key managerial personnel other than MD / Manager /WTD:

Sr. No.	Particulars of Remuneration	Mrs. Madhumati Rajol (Company Secretary upto December 26, 2019)	Mr. Aditya Dalmia (CFO)	Total
1	Gross Salary	1,35,000	-	1,35,000
	(a) Salary as per provisions contained in section 17(1) if the Income Tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission			
	- As% of profit			
	- Others, specify..			
5	Others, please Specify			
	(a) Company's contribution to the Provident Fund			
	(b) Company's contribution to the Superannuation scheme			
	(c) Medical Allowance			
	(d) Medi-claim & Accident Insurance			
	(e) Club Fees			
	(f) Variable Pay			
	Total	1,35,000		1,35,000

PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCE:

There are no penalties/punishments/compounding of offences against Sharad Fibres and Yarn Processors Limited and its Directors and officers for the Year Ended on March 31, 2020.

For and on behalf of the Board
SHARAD FIBRES AND YARN PROCESSORS LIMITED

RAVI DALMIA **JYOTI NANKANI**
[DIN: 00634870] **[DIN: 07145004]**
MANAGING DIRECTOR **DIRECTOR**

Place: Mumbai
Date: November 19, 2020

ANNEXURE 'B'
TO BOARDS' REPORT 2019 - 2020

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 material 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, if any	Amount paid as advance, if any
1.	Dalmia Polypro Industries Private Limited	Purchases	Ongoing	Rs.86,44,013/-	Since these RPTs are in the ordinary course of business and are at arm's length basis, approval of the Board is not applicable. However, necessary approvals were granted by the Audit Committee from time to time.	Not Applicable
2.	Dalmia Polypro Industries Private Limited	Sales	Ongoing	Rs.1,23,90,800/-		
3.	Dalmia Polypro Industries Private Limited	Job Work	Ongoing	Rs.79,01,450/-		

**The related party transactions entered during the year were in the ordinary course of business and on arm's length basis.*

For and on behalf of the Board
SHARAD FIBRES AND YARN PROCESSORS LIMITED

RAVI DALMIA
[DIN: 00634870]
MANAGING DIRECTOR

JYOTI NANKANI
[DIN: 07145004]
DIRECTOR

Place: Mumbai
Date: November 19, 2020

Annexure C

Form No.MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020
(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014)

To,
The Members,
SHARAD FIBRES AND YARN PROCESSORS LIMITED
16, Unique Industrial Estate,
Veer Savarkar Marg Prabhadevi,
Mumbai- 400025.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **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 **March 31, 2020** complied with the statutory provisions of the applicable Acts 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 March 31, 2020 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder;
ii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
iii. The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made thereunder;

Cont…2...

iv. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:

a) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; [Not applicable during the period of audit]
e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; [Not applicable during the period of audit]
f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations. 2008; [Not applicable during the period of audit]
g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; [Not applicable during the period of audit]
h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; [Not applicable during the period of audit]

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

a) Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India.
b) The Listing Agreements entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further being a Company engaged in Manufacturing Industry (recycling of plastic wastes), there are no specific applicable laws to the Company, which requires approvals or compliances under any Act or Regulations.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. except as mentioned below:

Cont…3…

(i) *Mrs. Madhumati Rajol, Company Secretary & Compliance Officer of the Company has resigned w.e.f. December 26, 2019; thereafter the Company is in the process of appointing a suitable candidate.*

We report during the conduct of the audit, in our opinion, adequate systems exist in the Company to monitor and ensure compliance with general laws.

We report that the Compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same has been subject to review by statutory auditors.

We further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Independent Directors. There are no changes in the compositions of the Board of Directors during the period under review.
2. 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.
3. Adequate notices are given to all Directors to schedule the Board Meetings, Board Committee Meetings, agenda and detailed notes on agenda were sent well 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. Majority of the decisions being carried through while the dissenting members views, if any, are captured and recorded as part of the minutes.

We further report that during the audit period:

The Company has published a Newspaper Advertisement in Business Standard and Gujarat Guardian dated September 20, 2019 for disposing the entire factory land, building, machines and equipment situated at Plot No. 110 and 11, Survey No. 444/1, Masat, Dadra Nagar Haveli, Valsad by Tender auction.

Further the Company has taken a Capital Advance from Dalmia Polypro Industries Private Limited ("Bidding Company") in connection with disposing the aforesaid Assets. As informed by the Company agreements / documents are pending for execution.

Cont…4…

As informed, the Company has responded appropriately to notices/emails received from the statutory/regulatory authorities including by taking corrective measures wherever found necessary.

For **GMJ & ASSOCIATES**
Company Secretaries

[MAHESH SONI]
PARTNER
FCS: 3706 COP: 2324
UDIN: F003706B001256815

PLACE: MUMBAI
DATE: NOVEMBER 19, 2020.

Note: This report is to be read with our letter of even date which is annexed as '**ANNEXURE'** and forms an integral part of this report.

ANNEXURE

To,
The Members,
SHARAD FIBRES AND YARN PROCESSORS LIMITED
16, Unique Industrial Estate,
Veer Savarkar Marg Prabhadevi,
Mumbai- 400025

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.
7. Due to the outbreak of COVID -19 pandemic and the current lockdown in the entire country, physical examination of documents under Companies Act, 2013 and other laws is not possible; we have therefore relied upon the documents provided by the Company in electronic mode for Audit purpose.

For GMJ & ASSOCIATES
Company Secretaries

[MAHESH SONI]
PARTNER
FCS: 3706 COP: 2324
UDIN: F003706B001256815

PLACE: MUMBAI
DATE: NOVEMBER 19, 2020.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report for the year under review as stipulated under Regulations 34 and Schedule V of the SEBI (LODR) Regulations, 2015 is as under.

INDUSTRY STRUCTURE AND DEVELOPMENTS

Sharad Fibers And Yarn Processors Limited was incorporated in the state of Maharashtra on 2nd July, 1987. The Company was engaged in processing, texturizing, crimping, spinning, twisting, knitting, manufacturing, exchanging, trading, commission agents, importing and exporting or dealing in fibers, yarn cloth and fabrics made from cotton, wool, silk, art silk, rayon, nylon, polyester, acrylic or any other natural or manmade and synthetic fibers and yarns.

OPPORTUNITIES AND THREATS

During last decades, the drastic increase in population worldwide together with the need of people to adopt improved conditions of living led to a dramatically increase of the consumption of polymers (mainly plastics). Materials appear interwoven with our consuming society where it would be hard to imagine a modern society today without plastics which have found a myriad of uses in fields as diverse as household appliances, packaging, construction, medicine, electronics, and automotive and aerospace components. A continued rise in the use of plastics has led to an increase in the waste stream, which motivated more interest in the plastic recycling and reusing.

The plastics industry has grown so rapidly that half the plastic on Earth has been made since 2005, and production is expected to double in the next two decades. We need to increase reuse of what we already use so that we are trashing as little as we can. We believe our strengths give us the competitive advantage to our position. We experience intense competition in traditional services and see a rapidly-changing marketplace with new competitors arising in new technologies who are focused on agility, flexibility and innovation.

SEGMENT WISE PERFORMANCE

The Company operates only in one segment viz recycling of plastic wastes.

QUALITY & FUTURE OUTLOOK

The domestic market continued to be affected by, Macro economic problems, high inflation, high petroleum product prices, high interest rates and poor consumer sentiments, volatility in foreign exchange rates. In spite of all this, your company was able to sustain its market share.

THREATS & CONCERNS

We have an active risk management strategy in place where we identify potential risks, create mitigation strategies and monitor the occurrence of risk.

The risks that may affect us include, but are not limited to:

- Economic Conditions.
- Inflation pressures and other factors affecting demand for our products.
- Increasing cost of Raw Material, transport and storage.
- Supplier and distributor relationships and retention of distribution channels.
- Competitive market conditions and new entrants to the market.
- Labour shortages and attrition of Key Staff.
- Compliance and regulatory pressure including changes to tax laws.

The Company is committed to manufacture and deliver quality products strictly as per requirement of the customer. With established production, the Company is in a position to maintain production and supply of quality products smoothly. For the above reasons, no major threat is overseen and the Company is confident to face any threat from the competition.

ADEQUACY OF INTERNAL CONTROL SYSTEMS:

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 & to the Chairperson of the Board.

The Internal Auditor 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.

OPERATIONAL PERFORMANCE PARAMETERS

In order to avoid duplication between the Directors' Report and Management Discussion & Analysis, your Directors give a composite summary of the financial performance in the Directors Report.

DEVELOPMENTS IN HUMAN RESOURCES

The Company's various employee engagement platforms and initiatives have resulted in a vibrant, productive and enjoyable work environment.

Your Company has focused on identifying internal talent and nurture them through the culture of continuous learning and development, thereby building capabilities for creating future leaders. No. of Employees working with the Company is 19. The Board of Directors wishes to place on record its appreciation for the contribution made by all the employees during the year.

J. H. BHANDARI & CO.

CHARTERED ACCOUNTANTS

4/9, Shreepati Arcade Annexe - 3, 22, A. K. Marg, Nana Chowk, Mumbai - 400036.
Mob No. 9819660855 Email ID. jinal.parikh@ymail.com

INDEPENDENT AUDITOR'S REPORT

To the Members of Sharad Fibres and Yarn Processors Limited

Report on the Audit of Standalone Ind AS Financial Statements

Opinion

I have audited the accompanying standalone financial statements of Sharad Fibres and Yarn Processors Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

My opinion on the standalone financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the standalone financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or my knowledge obtained during the course of my audit or otherwise appears to be materially misstated.

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

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and

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cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility for the Audit of the Standalone Financial Statements

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

As part of an audit in accordance with SAs, I have exercised professional judgment and maintain professional scepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, I am also responsible for expressing my opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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 Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. My conclusions are based on the audit evidence obtained up to the date of my report. However, future events or conditions may cause the Company to cease to continue as a going concern.

 Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on my audit I report, to the extent applicable that:

a) I have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

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c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.

d) In my opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 except Ind AS – 19 Retirement Benefits.

e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the director is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to my separate Report in "**Annexure A**". My report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in my opinion and to the best of my information and according to the explanations given to me:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, I give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For J H Bhandari & Co.

Chartered Accountants

Firm Reg. No. 138960W

Place: **Mumbai**

Date: **31st July, 2020**

UDIN: **20158795AAAAAN7990**

Jinal Bhandari

Proprietor

Membership No: 158795

J. H. BHANDARI & CO.

CHARTERED ACCOUNTANTS

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Annexure - A to the Auditors' Report

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

In conjunction with my audit of the standalone financial statements of the Company as of and for the year ended 31st March, 2020, I have audited the internal financial controls over financial reporting of **Sharad Fibres and Yarn Processors Limited** ("the Company") in conjunction with my audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I conducted my audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

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Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In my opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For J H Bhandari & Co.
Chartered Accountants
Firm Reg. No. 138960W

Place: **Mumbai**
Date: **31st July, 2020**

UDIN: 20158795AAAAAN7990

Jinal Bhandari
Proprietor
Membership No: 158795

J. H. BHANDARI & CO.

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"Annexure B" to the Independent Auditors' Report

The Annexure referred to in paragraph 1 of my Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March 2020, I report that:

(i) a) In my opinion and according to the information and explanations given, the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
(b) These fixed assets have been physically verified by the management at reasonable intervals; and if any material discrepancies which were noticed on such verification, the same have been properly dealt with in the books of account;
(c) The title deeds of immovable properties are held in the name of the company.

(ii) (a)The inventories have been physically verified by the management during the year at reasonable intervals
(b) The procedure of physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the company and its nature of business.
(c) As per the information given to us from the management, the company has maintained proper records of inventories and no material discrepancies were noticed on physical verification of inventories as compared to book records.

(iii) In my opinion and according to the information and explanations given to me, the company has not granted any loans to parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, the provisions of Clause 3(iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.

(iv) In my opinion and according to the information and explanations given to me, the company has complied with provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and securities as applicable.

(v) The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2019 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company and hence not commented upon..

(vi) The maintenance of cost records as specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company is not applicable to the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company and hence not commented upon.

(vii) (a) According to the information and explanations given to me and on the basis of my examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to me, the Company did not have any dues on account of duty of excise, sales tax, duty of customs, service tax or any other statutory dues outstanding for more than 6 months.

(b) According to the information and explanations given to me, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of

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customs, value added tax, cess and other material statutory dues were in arrears as at 31st March 2020 for a period of more than six months from the date they became payable.

(viii) As per the information and explanation given to me, the company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.

(ix) As per the information and explanation given to me, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

(x) According to the information and explanations given to me, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of my audit.

(xi) According to the information and explanations give to me and based on my examination of the records of the Company, the Company has not paid/provided for managerial remuneration. Accordingly, paragraph 3 (xi) of the Order is not applicable.

(xii) In my opinion and according to the information and explanations given to me, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to me and based on my examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations give to me and based on my examination of the records of the Company, the Company has not made any preferential allotment during the year which is prejudicial to the interest of the company.

(xv) According to the information and explanations given to me and based on my examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For JH Bhandari & Co.
Chartered Accountants
Firm Reg. No. 138960W

Place: **Mumbai**
Date: **31st July, 2020**
UDIN: **20158795AAAAAN7990**

Jinal Bhandari
Proprietor
Membership No: 158795

SHARAD FIBRES & YARN PROCESSORS LIMITED
Balance Sheet as on 31st March, 2020

Particulars	Note No.	Year Ended 31/03/2020	Year Ended 31/03/2019
ASSETS			
Non - Current Assets			
Propert, Plant and Equipment	2	11,509,014	12,765,142
Capital Work-in-Progress		-	-
Investment Properties		-	-
Goodwill		-	-
Other Intangible Assets		-	-
Financial Assets			
Investments	5(a)		-
Loans	5(c)	-	-
Other Financial Assets	5(e)	811,672	1,569,562
Deferred Tax Assets (net)		-	-
Other Non-Current Assets	7	100,000	145,433
Total Non-Current Assets		**12,420,686**	**14,480,137**
Current Assets			
Inventories	8	1,441,435	634,490
Financial Assets			
i. Investments		-	-
ii. Trade Receivables	5(b)	22,552,668	24,347,095
iii. Cash and Cash Equivalents	5(d)	17,801,356	18,121,380
iv. Loans and Advances	5(c)	-	-
v. Other Financial Assets		-	-
Other Current Assets	9	225,980	131,091
Assets classified as held for sale		-	-
Total Current Assets		**42,021,438**	**43,234,056**
Total Assets		**54,442,124**	**57,714,193**
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	11(a)	43,664,000	43,664,000
Other Equity			
Reserves & Surplus	11(b)	(441,772,773)	(432,188,951)
Other Reserves		-	-
Total Equity		**(398,108,773)**	**(388,524,951)**
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
i. Borrowings	12(a)	448,871,674	444,717,104
ii. Other Financial Liabilities		-	-
Provisions		-	-
Employee Benefit Obligations		-	-
Deferred Tax Liabilities		-	-
Government Grants		-	-
Other Non Current Liabilities		-	-
Total Non Current Liabilities		**448,871,674**	**444,717,104**

Current Liabilities			
Financial Liabilities			
i. Borrowings	12(a)	791,071	720,430
ii. Trade Payables	12(c)	2,212,377	262,964
iii. Other Financial Liabilities		-	-
Provisions		-	-
Employee Benefit Obligations		-	-
Government Grants		-	-
Current Tax Liabilities		-	-
Other Current Liabilities	13	675,774	538,645
Liabilities directly associated with assets classified held for sale		-	-
Total Current Liabilities		**3,679,222**	**1,522,039**
Total Liabilities		**452,550,897**	**446,239,144**
Total Equity and Liabilities		**54,442,124**	**57,714,192**

The accompanying notes form an integral part of the financial statements.

As per our Report of even date

For J H Bhandari & Co.
Chartered Accountants
Firm Reg. No. 138960W

For and on behalf of the Board

Jinal Bhandari
Proprietor
M. No. 158795

Ravi Dalmia
Managing Director
DIN- 00634870

Aditya Dalmia
CFO
DIN- 00634890

Unnikrishnan Nair
Director
DIN- 01159376

Place: Mumbai
Date: 31st July, 2020

Place: Mumbai
Date: 31st July, 2020

SHARAD FIBRES & YARN PROCESSORS LIMITED
Statement of Profit and Loss for the 31st March, 2020

Particulars	Note No.	Year Ended	Year Ended
Revenue from Operations	14	20,292,250	56,206,473
Other Income	15	142,413	63,724
Other gains/(losses)- net		-	-
Total income		**20,434,663**	**56,270,197**
Expenses			
Cost of Material Consumed	16	24,376,709	46,015,696
Purchase of Stock-in-Trade		-	-
Change in Inventories of work-in-progress, stock in trade and finished goods	17	-	2,720,505
Employee Benefits Expenses	19	1,449,573	4,117,713
Depreciation and Amortization Expense	20	1,256,124	1,239,414
Impairment of Goodwill and Other Non Current Assets		-	-
Other Expenses	21	2,745,536	3,644,705
Finance Cost	22	169,331	215,718
Total Expenses		**29,997,273**	**57,953,752**
Profit Before Tax		**(9,562,610)**	**(1,683,555)**
Income Tax Expenses			
- Current Tax		-	-
- Deferred Tax		-	-
Profit (Loss) for the period from continuing operations		**(9,562,610)**	**(1,683,555)**
Profit (Loss) for the period from discontinued operations		-	-
XIII. Profit (Loss) for the period		**(9,562,610)**	**(1,683,555)**
Other comprehensive income			
Items that may be reclassified to profit or loss		-	**-**
Items that may not be reclassified to profit or loss		-	**-**
Other comprehensive income for the year, net of tax		**-**	**-**
Total comprehensive income for the year		**-**	**-**
Earnings per equity share			
Basic		**(2.19)**	**(0.39)**
Diluted		**(2.19)**	**(0.39)**

The accompanying notes form an integral part of the financial statements.
As per our Report of even date

For J H Bhandari & Co.
Chartered Accountants
Firm Reg. No. 138960W

For and on behalf of the Board

Jinal Bhandari
Proprietor
M. No. 158795

Ravi Dalmia
Managing Director
DIN- 00634870

Aditya Dalmia
CFO
DIN- 00634890

Unnikrishnan Nair
Director
DIN- 01159376

Place: Mumbai
Date: 31st July, 2020

Place: Mumbai
Date: 31st July, 2020

SHARAD FIBRES & YARN PROCESSORS LIMITED
Statement of Cash flow for the 31st March, 2020

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
Cash flow from opearting activities		
Profit for the year	(9,562,610)	(1,683,555)
Adjustments for		
Depreciation and amortization expense	1,256,124	1,239,414
Loss on disposal of property, plant and equipment	-	2,060
Interest and dividend income	-	-
Changes in asset and liabilities		
Decrease / (Increase) in Trade Receivables	1,794,492	67,367
Decrease /(Increase) in Inventories	(806,945)	9,783,793
Decrease /(Increase) in other non current assets	45,433	(145,433)
Decrease /(Increase) in other current assets	663,002	151,744
(Decrease) /Increase in Trade Payables	1,949,413	(524,972)
(Decrease) /Increase in Other Current liabilities	137,129	269,361
Cash generated from operations		
Income taxes paid	(21,273)	(154,569)
Net cash flow from operating activities	(4,545,235)	9,005,211
Cash flow from investing activities		
Purchase of property, plant and equipment	-	(1,660,463)
Proceeds from sale of plant, property and equipment	-	50,000
Proceeds from sale of investment	-	3,700,000
Interest received	-	-
Net cash flow from investing activities	-	2,089,537
Cash flow from financing activities		
Proceeds from borrowings	4,225,211	692,691
Repayment of borrowings		-
Net cash flow from financing activities	4,225,211	692,691
Net increase/ decrease in cash and cash equivalents		
Cash and cash equivalents at beginning of the financial year	18,121,380	6,333,941
Effects of exchange rate changes on cash and cash equivalents	-	-
Cash and cash equivalents at end of the year	**17,801,356**	**18,121,380**

Reconciliation of cash and cash equivalents as per the cash flow statement		
Cash and cash equivalents as per above comprise of the following		
	March 31, 2020	**March 31, 2019**
Cash and cash equivalents (note 6(d))	17,801,356	18,121,380
Bank Overdrafts (note 13(a))		
Balances as per statement of cash flows	17,801,356	18,121,380

The accompanying notes form an integral part of the financial statements.

As per our Report of even date

For J H Bhandari & Co.
Chartered Accountants
Firm Reg. No. 138960W

For and on behalf of the Board

Jinal Bhandari
Proprietor
M. No. 158795

Ravi Dalmia
Managing Director
DIN- 00634870

Aditya Dalmia
CFO
DIN- 00634890

Unnikrishnan Nair
Director
DIN- 01159376

Place: Mumbai
Date: 31st July, 2020

Place: Mumbai
Date: 31st July, 2020

SHARAD FIBRES & YARN PROCESSORS LIMITED
Statement of changes in equity for the year ended 31st March, 2020

A. Equity Share Capital

Particulars	Notes	
As at 1 April 2018		43,664,000
Changes in equity share capital	11	
As at 31 March 2019		**43,664,000**
Changes in equity share capital	11	-
As at 31 March 2020		**43,664,000**

B. Other Equity

Particulars	Other Equity				Total
	Reserves and Surplus		Other comprehensive income		
	Retained Earnings	Capital reserve	Equity Instruments	Other items of other comprehensive income	
Balance as at April 1, 2018	(430,669,345)	2,107,457	-	-	(428,561,888)
Profit for the year	(1,683,555)	-	-	-	(1,683,555)
Other comprehensive income	-	-	-	-	-
Total comprehensive income for the year	**(432,352,900)**	**2,107,457**	**-**	**-**	**(430,245,443)**
Remeasurement of the net defined benefit	(1,943,508)	-	-	-	-
Fair value changes on derivatives	-	-	-	-	-
Fair value changes on investments, net	-	-	-	-	-
Equity instruments through other	-	-	-	-	-
Transactions with owners in their capacity					
Issue of equity	-	-	-	-	-
Dividends paid	-	-	-	-	-
Employee stock option expense	-	-	-	-	-
Balance as at 31 March, 2019	**(434,296,408)**	**2,107,457**	**-**	**-**	**(430,245,443)**

Particulars	Other Equity				Total
	Reserves and Surplus		Other comprehensive income		
	Retained Earnings	Capital reserve	Equity Instruments	Other items of other comprehensive income	
Balance as at April 1, 2019	(434,296,403)	2,107,457	-	-	(432,188,946)
Profit for the year	(9,562,610)	-	-	-	(9,562,610)
Other comprehensive income	-	-	-	-	-
Total comprehensive income for the year	**(443,859,013)**	**2,107,457**	**-**	**-**	**(441,751,556)**
Remeasurement of the net defined benefit		-	-	-	-
Fair value changes on derivatives	-	-	-	-	-
Fair value changes on investments, net	-	-	-	-	-
Equity instruments through other	-	-	-	-	-
Transactions with owners in their capacity					
Issue of equity	-	-	-	-	-
Dividends paid	-	-	-	-	-
Employee stock option expense	-	-	-	-	-
Balance as at 31 March, 2020	**(443,859,013)**	**2,107,457**	**-**	**-**	**(441,751,556)**

The accompanying notes form an integral part of the financial statements.

As per our Report of even date

For J H Bhandari & Co.
Chartered Accountants
Firm Reg. No. 138960W

For and on behalf of the Board

Ravi Dalmia
Managing Director
DIN- 00634870

Aditya Dalmia
CFO
DIN- 00634890

Jinal Bhandari
Proprietor
M. No. 158795

Unnikrishnan Nair
Director
DIN- 01159376

Place: Mumbai
Date: 31st July, 2020

Place: Mumbai
Date: 31st July, 2020

SHARAD FIBRE & YARN PROCESSORS LIMITED
Notes to the financial statements for the year ended March 31, 2020

Note No.1- Corporate Information

The company is engaged in the business of manufacturing recycling of plastic wastes.

SIGNIFICANT ACCOUNTING POLICIES

i) Statement of Compliance

These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act except for Ind AS 19 - Retirement Benefits

ii) Basis of Accounting

The accounts of the company are prepared under the historical convention using accrual method of accounting.
There has been no change in the method of accounting as compared to preceding previous year.

The company has incurred huge losses. The net worth of the company is completely eroded. But the company is hopeful for the revival in its business activities in future and hence these financial statements have been prepared on going concern basis, despite accumulated losses.

iii) Property, Plant and Equipment :

All Property Plant & Equipments are stated at cost of acquisition, less accumulated depreciation and accumulated impairment losses, if any. Direct costs are capitalised until the assets are ready for use and includes freight, duties, taxes and expenses incidental to acquisition and installation.

Subsequent expenditures related to an item of Property Plant & Equipment are added to its carrying value only when it is probable that the future economic benefits from the asset will flow to the Company & cost can be reliably measured.

Losses arising from the retirement of, and gains or losses arising from disposal of Property, Plant and Equipment are recognised in the Statement of Profit and Loss.

Depreciation is provided on a pro-rata basis on the straight line method ('SLM') over the estimated useful lives
of the assets specified in Schedule II of the Companies Act, 2013.

iv) Impairment of Assets :

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Statement of Profit and Loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

v) Revenue recognition :

Revenue is measured at the fair value of the consideration received or receivable.

Sale of goods: Revenue from sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, based on the applicable incoterms. Amounts disclosed as revenue are net of returns, trade allowances, rebates, GST, value added taxes and amounts collected on behalf of third parties. The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and the revenue recognition criteria have been complied.

vi) Retirement Benefits :

Compensation payable to employees retired is charged out in full in the year in which such expenditure is incurred. No provision has been made in the books of accounts of the Company on account of retirement benefits of the employees, in accordance with the Ind AS-19, as the same is made on cash basis and shall be provided in the books of the company as and when paid.

vii) Inventories :

Inventories comprise of Raw Materials and Finished Goods (Manufactured and Traded). Inventories are valued at the lower of Cost and Net Realisable Value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to their present location and condition, including octroi and other levies, transit insurance. Finished Goods comprises of materials, direct labour, other direct costs and related production overheads.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

viii) Foreign Currency Transactions :

Initial Recognition:

Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date of transaction.

Conversion:

At the year end, monetary items denominated in foreign currencies are converted into rupee equivalents at the year end exchange rates.

Exchange Differences:

All exchange differences arising on settlement and/or conversion on foreign currency transaction are included in the Profit & Loss Account.

ix) Taxation:

a) Provision for Current Tax is made with reference to taxable income computed for the accounting period, for which the financial statements are prepared by the tax rates as applicable. However, the company has not provided for income tax as there is no income tax payable.

b) No Deferred Tax Assets are created in the books of the company as in the opinion of the management, they are not reasonably certain that there will be sufficient future income to recover such Deferred Tax Assets.

x) Provisions and Contingent Liabilities

Provisions are recognised when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

xi) Cash and Cash Equivalents

In the cash flow statement, cash and cash equivalents includes cash on hand and demand deposits with banks.

xii) Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Fair value of financial assets and financial liabilities

All financial assets and liabilities are carried at amortised cost.

The management consider that the carrying amounts of financial assets and liabilities recognized in the financial statements approximate their fair value as on March 31, 2020 and March 31 2019.

Impairment of financial assets

The Company applies the expected credit loss model for recognising impairment loss on Financial assets measured at amortised cost and trade receivables.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses. Further, for the purpose of measuring lifetime expected credit loss ("ECL") allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

xiii) Related Party Disclosure:

As per Accounting Standard-18 issued by the Institute of Chartered Accountants of India, the disclosure of transactions with related parties as defined in the Accounting Standard are given below:

a) List of related parties with whom transactions have taken place and relationship:

Sr.No.	Name of the Related Party	Relationship
1	Ravi Dalmia	Key Management Personnel
2	Aditya Dalmia	Key Management Personnel
3	Unnikrishnan Nair	Key Management Personnel
4	Surendra Bahadur Singh	Key Management Personnel
5	Jyoti Nankani	Key Management Personnel
6	Shashi Dalmia	Relative of CFO and MD
7	Dalmia Polypro Industries Limited	Company in which CFO is a Director
8	S. Dalmia Intermediates Pvt. Ltd.	Company in which CFO is a Director

Sales/Purchases						
Name of the Related Party	Relation	Nature	Amount	Clg Balance	Amount	Clg Balance
			3/31/2020	3/31/2020	3/31/2019	3/31/2019
Dalmia Polypro Industries Private Limited	Associate	Sales	12,390,800	-	3,702,933	-
Dalmia Polypro Industries Private Limited	Associate	Purchase	8,644,013	-	11,372,018	-

Other Transactions with Related Parties						
Name of the Related Party	Relation	Nature	Amount	Clg Balance	Amount	Clg Balance
			3/31/2020	3/31/2020	3/31/2019	3/31/2019
Aditya Dalmia	CFO	Remuneration	-	-	570,000	-
Dalmia Polypro Industries Private Limited	Company in which Director is a Director	Job Work (Income)	7,901,450	-	7,531,708	-
Dalmia Polypro Industries Private Limited	Company in which Director is a Director	Advance Recd for Sale of Property	13,150,000	13,150,000	-	-

xiv) OTHER NOTES

a) Expenditure in foreign currency during the financial year on account of :
Foreign Traveling Expenses – (Rs. Nil)

b) Critical accounting judgements and key sources of estimation uncertainties:
The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

c) Estimation of uncertainties relating to the global health pandemic from COVID-19:
The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables and unbilled revenues. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements, has used internal and external sources of information including credit reports and rela information, economic forecasts and consensus estimates from market sources on the expected future performance of the Company.
The Company has performed sensitivity analysis on the assumptions used and, based on the current estimates, expects the carrying amount of these assets w recovered. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statem

d) Trade Payables:
Unpaid amount as on 31.03.2020 to Micro, Small and Medium Enterprises Development Act, 2006 could not be ascertained by the Company in absence of classification information as to the status of the Supplier. Hence such information is not disclosed in the financial statements.

e) Earning Per Share (EPS) - EPS is calculated by dividing the Profit / (loss) attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Numbers used for calculating basic and diluted earnings per equity share are as stated below:

f) The office of the company secretary has been vacant since January 2020. The company is in process of appointing a full time company secretary as per sect of the Companies Act, 2013.

The accompanying notes form an integral part of the financial statements.
As per our Report of even date

For and on behalf of the Board

For J H Bhandari & Co.
Chartered Accountants
Firm Reg. No. 138960W

Ravi Dalmia
Managing Director
DIN- 00634870

Aditya Dalmia
CFO
DIN- 00634890

Jinal Bhandari
Proprietor
M. No. 158795

Unnikrishnan Nair
Director
DIN- 01159376

Place: Mumbai
Date: 31st July, 2020

Place: Mumbai
Date: 31st July, 2020

2 Property, plant and equipment

Particulars	Freehold Land	Building	Computer	Plant & Machinery	Equipment	Vehicles	Electrical Instalations	Capital work-in-progress	Total
Year ended 31 March, 2019									
Gross carrying amount									
Deemed cost as at 1 April 2019	591,905	5,959,081	69,000	7,156,249	6,700	5,892,085	221,435	-	19,896,455
Additions				-		-			-
Assets included in a disposal group classified									
Disposals									
Closing gross carrying amount	**591,905**	**5,959,081**	**69,000**	**7,156,249**	**6,700**	**5,892,085**	**221,435**	**-**	**19,896,455**
Accumulated Depreciation									
Accumulated Depreciation as at 1 April 2019	-	3,687,247	65,550	658,820	3,085	2,470,055	88,656	-	6,973,413
Depreciation charge during the year	-	77,014		466,949	651	(408,104)	21,435	-	157,945
Disposals									
Closing accumulated depreciation	**-**	**3,764,261**	**65,550**	**1,125,769**	**3,736**	**2,061,951**	**110,091**	**-**	**7,131,358**
Net Carrying amount	**591,905**	**2,194,820**	**3,450**	**6,030,480**	**2,964**	**3,830,189**	**111,344**	**-**	**12,765,156**
Year ended 31 March, 2020									
Gross carrying amount									
Opening gross carrying amount	591,905	5,959,081	69,000	7,156,249	6,700	5,892,085	221,435	-	19,896,455
Additions									-
Assets classified as held for sale									
Disposals									-
Transfers									
Closing gross carrying amount	**591,905**	**5,959,081**	**69,000**	**7,156,249**	**6,700**	**5,892,085**	**221,435**	**-**	**19,896,455**
Accumulated Depreciation and impairment									
Opening accumulated depreciation	-	3,764,261	65,550	1,125,769	3,736	2,061,951	110,091	-	7,131,358
Depreciation charge during the year		77,014		469,500	651	687,523	21,436		1,256,124
Impairment loss									
Disposals									-
Exchange differences									
Assets classified as held for sale									
Closing accumulated depreciation and	**-**	**3,841,275**	**65,550**	**1,595,269**	**4,387**	**2,749,474**	**131,527**	**-**	**8,387,436**
Net Carrying amount	**591,905**	**2,117,806**	**3,450**	**5,561,021**	**2,313**	**3,142,611**	**89,908**	**-**	**11,509,014**

Note: The depreciation method used is as per assets useful life.

3 Investment Properties

Particulars	31 March, 2020	31 March, 2019
Gross carrying amount		
Opening gross carrying amount/ Deemed cost	-	-
Additions	-	-
Closing gross carrying amount	-	-
Accumulated depreciation		
Opening accumulated depreciation	-	-
Depreciation charge	-	-
Closing accumulated depreciation	-	-
Net carrying amount	-	-

4 Intangible assets

Particulars	Patent	Technical Know How	Others	Total
Year ended 31 March, 2020				
Gross carrying amount				
Deemed cost as at 1 April 2016				
Additions				
Closing gross carrying amount	-	-	-	-
Accumulated amortization				
Amortization charge during the year				
Closing accumulated amortization	-	-	-	-
Closing net Carrying amount				
Year ended 31 March, 2019				
Gross carrying amount				
Opening gross carrying amount				
Additions				
Transfers				
Closing gross carrying amount	-	-	-	-
Accumulated amortization and impairment				
Opening accumulated amortization				
Amortization charge during the year				
Impairment charge				
Closing accumulate amortization and impairment	-	-	-	-
Closing net Carrying amount	-	-	-	-

5 Financial assets

5(a) Non-current investments

Particulars	31 March, 2020	31 March, 2019
Investment in equity instruments		
3,70,000 Shares of BST Exports Pvt Ltd. (PY:		
Total non-current investments	-	-
Aggregate amount of quoted investments and market value		
Aggregate amount of unquoted investments		
Aggregate amount of impairment in the value of investments		

5(a) Current investments

Particulars	31 March, 2020	31 March, 2019
Investment in equity instruments	-	-
Total non-current investments	-	-
Aggregate amount of quoted investments and market value		
Aggregate amount of unquoted investments		
Aggregate amount of impairment in the value of investments		

5(b) Trade Receivables

Particulars	31 March, 2020	31 March, 2019
Trade Receivables	22,552,668	24,347,095
Receivables from related parties	-	-
Less: Allowance for doubtful debts	-	-
Total Receivables	**22,552,668**	**24,347,095**
Current portion	**71,080**	**1,865,572**
Non current portion	**22,481,523**	**22,481,523**

Break up of Security Details

Particulars	31 March, 2020	31 March, 2019
Secured, considered good	-	
Unsecured, considered good	22,552,668	24,347,095
Doubtful	-	
Total	**22,552,668**	**24,347,095**
Allowance for doubtful debts	-	
Total trade receivables	**22,552,668**	**24,347,095**

5(c) Loans

Particulars	31 March, 2020		31 March, 2019	
	Current	Non Current	Current	Non Current
Unsecured, considered good				
Loan to directors	-	-	-	-
Loan to employees				
Unsecured, considered doubtful				
Loan to employees	-	-	-	-
Less: Allowance for doubtful loans	-	-	-	-
Total loans	**-**	**-**	**-**	**-**

5(d) Cash and cash equivalents

Particulars	31 March, 2020	31 March, 2019
Balances with banks		
- In Current Accounts	17,040,475	17,486,326
- in EEFC Account	-	-
Deposit with maturity of less than three months	-	-
Cash on hand	760,881	635,053
Total Cash and Cash Equivalents	**17,801,356**	**18,121,379**

5(e) Other financial assets

Particulars	31 March, 2020		31 March, 2019	
	Current	Non Current	Current	Non Current
Derivatives				
Others				
Security deposits	-	268,375	-	261,000
Balance with Revenue Authorities	-	504,397	-	1,269,662
Bank Deposits with more than 12 months Maturity	-	38,900	-	38,900
Total Other Financial Assets	**-**	**811,672**	**-**	**1,569,562**

6 Deferred Tax Assets

The balance comprises temporary differences attributable to:

Particulars	31 March, 2020	31 March, 2019
Tax losses	-	-
Defined benefit obligations	-	-
Provisions	-	-
Other items		
Derivatives	-	-
Allowance for doubtful debts- trade receivables	-	-
Others	-	-
Total deferred tax assets	-	-
Set off of deferred tax liabilities pursuant to set off provisions	-	-
Net Deferred Tax Assets	-	-

7 Other non current assets

Particulars	31 March, 2020	31 March, 2019
Capital advances	-	-
Advances other than capital advances	100,000	145,433
Total Other Non Current Assets	**100,000**	**145,433**

8 Inventories

Particulars	31 March, 2020	31 March, 2019
Raw materials	1,441,435	634,490
Work-in-progress		
Finished goods		
Traded goods		
Stores and spares	-	-
Total Inventories	**1,441,435**	**634,490**

Note:

Valuation of Stock is as follows:

i) Raw Material stock is valued at cost.

ii) Finished Goods are valued at cost or NRV whichever is lower.

iii) The inventories have been physically verified, valued and certified by the management.

9 Other Current Assets

Particulars	31 March, 2020	31 March, 2019
Prepayments	158,320	63,431
Advances to suppliers	-	-
Other Receivables	67,660	67,660
Total Other Non Current Assets	**225,980**	**131,091**

10 Assets classified as held for sale

Particulars	31 March, 2020	31 March, 2019
Asset classified as held for sale	-	-
Assets	**-**	**-**

11 Equity

11a Equity share capital

Particulars	Number of shares	Amount
As at 1 April 2018	4,366,400	43,664,000
Increase during the year		
As at 31 March 2019	**4,366,400**	**43,664,000**
Increase during the year	-	-
As at 31 March 2020	**4,366,400**	**43,664,000**

(i) Movement in equity share capital

Particulars	Number of shares	Amount
As at 1 April 2018	4,366,400	43,664,000
Issued during the year		
As at 31 March 2019	**4,366,400**	**43,664,000**
Increase during the year	-	-
As at 31 March 2020	**4,366,400**	**43,664,000**

(ii) Details of shares held by each shareholders holding more than 5%

Particulars	31 March, 2020		31 March, 2019	
	No. of shares	% holding	No. of shares	% holding
Ravi Dalmia	615,476	14.10%	615,476	14.10%
Ravi Dalmia HUF	225,200	5.16%	225,200	5.16%
Aditya Dalmia	637,915	14.61%	637,915	14.61%
Aditya Dalmia HUF	211,750	5.29%	211,750	5.29%
Shashi Dalmia	789,917	18.09%	789,917	18.09%

11b Reserves and Surplus

Particulars	31 March, 2020		31 March, 2019	
Capital Reserves		2,107,457		2,107,457
Capital Redemption Reserve		-		-
Retained Earnings				
Opening balance	(434,296,408)		(430,669,346)	
Profit for the year	(9,562,610)		(1,683,555)	
Add:- P&L Appropriation: Income Tax excess provision w/off	(21,211)	(443,880,229)	(1,943,508)	(434,296,408)
Total reserves and surplus		**(441,772,773)**		**(432,188,951)**

12 Financial Liabilities

12(a) Non Current Borrowings

Particulars	Interest Rate	31 March, 2020	31 March, 2019
Secured			
Term loans			
-Banks	Please refer note below	647,273	1,468,734
Unsecured			
Loans and Advances from Others	-	435,074,400	443,248,370
Capital Advance recd for sale of Property	-	13,150,000	-
Total Non Current Borrowings		**448,871,674**	**444,717,104**

Notes

(i) Loans Amounting to Rs.6,47,273/- (Rs. 14,68,734/-) as shown under the head Term Loans From Bank of Secured Borrowings is secured against the car purchased.

(ii) Loan taken from ICICI Bank is to be repaid in 60 monthly instalments of Rs. 46,088/- each. Rate of Interest charged by the Bank is 9.75%

(iii) Loan taken from YES Bank is to be repaid in 60 monthly instalments of Rs. 28,170/- each. Rate of Interest charged by the Bank is 9.25%

(iv) Company has not defaulted in repayment of the said car loan.

12(a) Current borrowings

Particulars	Interest Rate	31 March, 2020	31 March, 2019
Loans repayable on demand			
Secured			
Bank overdraft	-	-	-
From banks			
-YES BANK Car Loan	9.25%	269,468	247,142
-ICICI Car Loan	9.75%	521,603	473,288
Total Current Borrowings		**791,071**	**720,430**

Notes

(i) Company has not defaulted in repayment of the said car loan.

(ii) Loans Amounting to Rs.5,21,603/- (Rs. 4,73,288/-) as shown under the head Term Loans From ICICI Bank of Secured Borrow secured against the car purchased.

(iii) The above mentioned loan taken from ICICI Bank is to be repaid in 60 monthly instalments of Rs. 46,088/- each. Rate of Interest charged by the Bank is 9.75%

(iv) Loans Amounting to Rs. 2,69,468/- (Rs. 2,47,142/-) as shown under the head Term Loans From Yes Bank of Secured Borrowin secured against the car purchased.

(v) Loan taken from YES Bank is to be repaid in 60 monthly instalments of Rs. 28,170/- each. Rate of Interest charged by the Bank is 6.28%

12c Trade Payables

Particulars	31 March, 2020	31 March, 2019
Current		
Trade payables	2,212,377	262,964
Trade payables to related parties	-	-
Total Trade Payables	**2,212,377**	**262,964**

13 Other Current Liabilities

Particulars	31 March, 2020	31 March, 2019
Statutory Tax Payables	133,840	197,373
Advance from customers	353,858	341,272
Salary Payable	188,076	-
Total Other Non Current Assets	**675,774**	**538,645**

14 Revenue from operations

Particulars	31 March, 2020	31 March, 2019
Sale of Products	12,390,800	49,254,888
Job Work	7,901,450	6,951,585
Total Revenue from Operations	**20,292,250**	**56,206,473**

15 Other Income

Particulars	31 March, 2020	31 March, 2019
Sundry Balances Written back	142,413	63,724
Total Other Income	**142,413**	**63,724**

16 Cost of Material consumed

Particulars	31 March, 2020	31 March, 2019
Opening Stocks	634,490	7,697,778
Add: Purchases	11,655,245	22,105,500
Add: Direct Expenses	13,528,409	16,846,908
Less: Closing Stocks	1,441,435	634,490
Total Cost of Material Consumed	**24,376,709**	**46,015,696**

17 Change in Inventories of work-in-progress, stock in trade and finished goods

Particulars	31 March, 2020	31 March, 2019
Finished Goods		
Closing Stock	-	-
less: Opening Stock	-	2,720,505
Total Changes in Finished Goods	**-**	**(2,720,505)**

18 Other Direct Expenses

Particulars	31 March, 2020	31 March, 2019
Additive Exp.	109,125	402,395
Freight & Forwarding	50,475	125,616
Labour Charges	2,112,600	2,089,162
Loading & Unloading Exp.	120,600	345,021
Packing Expenses	17,980	420,010
Power & Fuel	6,686,128	6,556,826
Repair and Maintenance	617,042	765,355
Stores and Spares	1,522,235	2,655,610
Wages and Salaries	2,282,724	3,320,513
Weighing exp	-	74,800
Lab exp	9,500	91,600
Total	**13,528,409**	**16,846,908**

19 Employee benefits expense

Particulars	31 March, 2020	31 March, 2019
Salaries and Wages	665,500	3,078,400
Contribution to Provident & Other Funds	99,223	109,666
Gratuity	438,545	-
Staff Welfare expenses	246,305	359,647
Directors Remuneration	-	570,000
Total	**1,449,573**	**4,117,713**

20 Depreciation and amortization expense

Particulars	31 March, 2020	31 March, 2019
Depreciation of property, plant and equipment	1,256,124	1,239,414
Total	**1,256,124**	**1,239,414**

21 Other Expenses

Particulars	31 March, 2020	31 March, 2019
Advertisement Expenses	51,500	47,607
Payment to auditors (note 25a)	75,000	75,000
Bank charges	2,832	7,193
Computer Expenses	517	-
Commission	-	144,400
Conveyance	71,060	289,496
Donation	-	27,500
Insurance	211,437	207,625
Interest on Late Payment of TDS	6,464	4,833
Late Payment charges to BSE	-	6,910
Interest on Late Payment of others	3,032	1,550
Late Payment charges on GST	539	9,744
Interest on PF	-	195
Professional charges	731,556	583,990
Loss on Sale of Motor Car	-	2,060
Membership Fees	-	4,000
Miscellaneous Expenses	67,661	333,435
Motor Car Exp.	-	42,176
Postage Expenses	14,055	57,603
Printing and stationery	70,605	112,076
Rates and Taxes	227,780	83,824
Repair and Maintenance	-	1,054,637
Security Expense	271,553	518,595
Sundry Balances W/Off	928,394	-
Internet Charges	-	15,000
Telephone Exp.	11,551	15,256
Total	**2,745,536**	**3,644,705**

22 Details of payment to auditors

Particulars	31 March, 2020	31 March, 2019
Audit Fees	75,000	75,000
Professional fees	-	-
Total	**75,000**	**75,000**

22 Finance costs

Particulars	31 March, 2020	31 March, 2019
Bank Interest	169,331	215,718
Total	**169,331**	**215,718**

SHARAD FIBRES AND YARN PROCESSORS LIMITED

Reg Off: 16, Floor-Grd, Plot-3/3A, Unique Industrial Estate, Swatantrya Veer Savarkar Marg,
Kismat Cinema, Prabhadevi, Mumbai – 400 025
Tel: 022 – 66355800/66155800 Website: www.sharadfibres.in;
CIN: L17110MH1987PLC043970; Email Id: accounts@sharadfibres.com

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NOTICE TO THE MEMBERS

NOTICE is hereby given that the **33rd Annual General Meeting** of the Members of **SHARAD FIBRES AND YARN PROCESSORS LIMITED** will be held on Monday, December 28, 2020 at. 3:30 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact, with or without modification(s) the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2020, including the audited Balance Sheet as at March 31, 2020, the Statement of Profit and Loss & Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Ms. Jyoti Nankani (DIN: 07145004), who retires from office by rotation, and being eligible offers herself for re-appointment.

For and on behalf of the Board of Directors
SHARAD FIBRES AND YARN PROCESSORS LIMITED

RAVI DALMIA
MANAGING DIRECTOR
[DIN: 00634870]

Registered Office:
16, Ground Floor, Plot-3/3A
Unique Industrial Estate,
Swatantrya Veer Savarkar Marg,
Kismat Cinema, Prabhadevi
Mumbai- 400025

Place : Mumbai
Date : November 19, 2020

NOTES:

1. In view of the situation arising due to COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 33rd AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 33rd AGM shall be the Registered Office of the Company.

2. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 33rd AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the 33rd AGM as per section 103 of the Companies Act, 2013 ("the Act").

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

6. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice calling the Annual General Meeting, Corporate Governance Report, Directors' Report, Audited Financial Statements, Auditors' Report, etc. are being sent only through electronic mode to those Members whose email addresses are registered with the RTA / Depositories. Members may note that the Notice and Annual Report 2020 will also be available on the Company's website www.sharadfibres.in, websites of the Stock Exchanges i.e. BSE Limited at

www.bseindia.com and on the website of CDSL i.e. www.evotingindia.com. Members who have not registered their email addresses are requested to register the same for receiving all communication from time to time including Annual Report, Notices, Circulars, etc. from the Company electronically.

a. For Members holding shares in physical form, please send scanned copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company/RTA at: accounts@sharadfibres.com or info@bigshareonline.com

b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

7. In all correspondence with the Company/RTA, members are requested to quote their Folio Number and in case their shares are held in demat form, they must quote their DP ID and Client ID Number.

8. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.

9. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to email a certified copy of the Board resolution / authorization letter to the Company at accounts@sharadfibres.com or upload on the VC portal / e-voting portal.

10. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment / re-appointment at the AGM are furnished below. The Directors have furnished the requisite consents / declarations for their appointment/re-appointment.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015:

Name of Director	**Ms. Jyoti Nankani**
Director Identification Number (DIN)	07145004
Date of Birth	December 3, 1981
Age	37 Years
Brief resume & Nature Of expertise in specific functional areas	She is associated with the Company since 2015 as Non –Executive, Women Director of the Company and has experience of about 8 years in her credit. She looks after the Operations and Accounts of the Company.

Disclosure of relationship between directors inter-se	N.A.
Names of listed entities in which the person also holds the directorship	N.A.
No. of Shares held in the Company	NIL
Membership & Chairmanships of Committees of the Board	Member in Nomination & Remuneration Committee

Note: Membership/Chairmanship in Committees including Sharad Fibres And Yarn Processors Limited has been considered.

11. The business set out in the Notice will 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. 21 The voting facility through electronic voting system shall be made available during the AGM and members attending the meeting through VC who have not casted their vote by remote e-voting shall be able to exercise their right during the meeting through electronic voting system.

12. The process and manner for e-voting and process of joining meeting through video conferencing alongwith other details also forms part of the Notice.

13. The Register of Members and the Share Transfer Books of the Company will remain closed from December 22, 2020 to December 28, 2020 (both days inclusive).

14. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company through email at accounts@sharadfibres.com at least seven days before the date of the meeting.

15. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

16. The Company's shares are listed on BSE Limited, Mumbai.

17. (a) Members holding Shares in physical form are requested to notify immediately any change in their postal address, email address, telephone/mobile number, Permanent Account Number (PAN), etc. 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.

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

18. 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.

19. The statutory registers including register of directors and key managerial personnel and their shareholding, the register of contracts or arrangements in which directors are interested maintained under the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection in electronic mode. Members who wish to inspect the register are requested to write to the company by sending e-mail to accounts@sharadfibres.com.

20. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

21. VOTING THROUGH ELECTRONIC MEAN:

- **INSTRUCTION FOR SHAREHOLDERS FOR VOTING THROUGH ELECTRONIC MEAN PRIOR TO AGM**

(i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 8, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e-voting facility. 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. Mahesh Soni, failing him, Ms. Sonia Chettiar, Partner of GMJ & Associates, Company

Secretaries, as Scrutiniser to scrutinize the votes cast through remote e-voting and during AGM in a fair and transparent manner.

(iii) The members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

(iv) 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. December 21, 2020.

(v) 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. December 21, 2020 only shall be entitled to avail the facility of e-voting / remote e-voting.

(vi) 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 December 21, 2020 may obtain the User ID and password from **Bigshare Services Private Limited** (Registrar & Transfer Agent of theCompany).

(vii) The Scrutiniser, after scrutinizing the votes cast during the meeting and through remote e-voting, will, not later than 48 Hours of conclusion of the Meeting, make a consolidated scrutiniser's report and submit the same to the Chairperson. The results declared along with the consolidated scrutiniser's report shall be placed on the website of the Company (www.sharadfibres.in,) and on the website of CDSL www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchanges.

(viii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. December 28, 2020.

The instructions for shareholders voting electronically are as under:

(i) The voting period begins at 9.00 a.m. (IST) on **December 25, 2020** and ends at 5.00 p.m. (IST) on **December 27, 2020** 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 **December 21, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting datewould not be entitled to vote at the Meeting.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on Shareholders/Members.

(v) 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,
   Members holding shares in Physical Form should enter Folio Number registered with the Company. OR
   c) Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at https://www.cdslindia.com from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) 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.

(viii) 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) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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 (v).

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

(x) 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 on 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant SHARAD FIBRES AND YARN PROCESSORS LIMITED on which you choose to vote.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) 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. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) 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 they have to create a corporate user who would be able to link the accounts they would be able to cast their vote.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; accounts@sharadfibres.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(xxi) 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 or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

(xxii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

- **INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY DURING THE AGM ARE AS UNDER:**

(i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

(ii) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

(iii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

(iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

The instructions for shareholders attending the AGM through VC/OAVM are as under:

Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system.

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system.

   Shareholders may access the same at https://www.evotingindia.com under Shareholders / Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

   The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to members on first come first served basis.

2. Shareholders are encouraged to join the Meeting through Laptops / i-Pads for better experience.

3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at accounts@sharadfibres.com The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at accounts@sharadfibres.com These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting .The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.