

SHARAD FIBRES AND YARN PROCESSORS LIMITED

CIN: L17110MH1987PLC043970

Registered Office: 220, Unique Industrial Estate, Off Veer Savarkar Marg,
Prabhadevi, Mumbai – 400 025

E mail: shailesh@dalmiapolypro.in Website: www.sharadfibres.com;

Tel no.: 022-66155800

Date: September 12, 2018

To,
BSE Limited,
Corporate Relations Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

Reg: Security Code No. 514402

Subject: Notice for Extra ordinary General Meeting

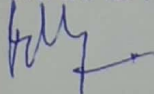
Dear Sir / Ma'am,

We are enclosing herewith Notice for Extra Ordinary General Meeting of **Sharad Fibres & Yarn Processors Limited** to be held on **Friday, October 5, 2018** at 10:30 A.M. at Office No.16, Unique Industrial Estate, Off. Veer Savarkar Marg, Prabhadevi, Mumbai – 400 025 to transact the business as stated in the Notice.

Kindly take the above on record.

Thanking you,

Yours faithfully,
For **SHARAD FIBRES & YARN PROCESSORS LIMITED**



RAVI DALMIA [DIN: 00634870]
MANAGING DIRECTOR

Encl: as above.

SHARAD FIBRES AND YARN PROCESSORS LIMITED

Reg Office:- 220, Unique Industrial Estate, Off. Veer Savarkar Marg, Prabhadevi,
Mumbai - 400025. Tel : 022 - 66155800

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

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NOTICE TO THE MEMBERS

NOTICE is hereby given that the **EXTRAORDINARY GENERAL MEETING** of the Members of **SHARAD FIBRES AND YARN PROCESSORS LIMITED** will be held at Office No. 16, Unique Industrial Estate, Off. Veer Savarkar Marg, Prabhadevi, Mumbai - 400025 on Friday, October 5, 2018 at 10:30 A.M. to transact, with or without modification(s) the following business:

SPECIAL BUSINESS:

TO GIVE AUTHORITY FOR SALE OR DISPOSAL OF UNIT:

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to section 180(1)(a) of the Companies Act, 2013 and the relevant Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution) to sell/transfer/dispose of individually and /or collectively land, Building, Plant & Machinery & such other assets (hereinafter referred to as the ASSETS) of the Company situated at Plot No. 110/111, Govt. Industrial Estate, Masat Silvassa-396230, Dadara Nagar, Haveli, as may be identified by the Board, on such consideration and on such terms and conditions as may be deemed fit by the Board to the successful bidder in the auction to be conducted in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to complete the transfer/sale of the Company’s ASSETS including finalizing the terms and conditions, methods and modes in respect thereof, determining the exact effective date, if need be changed with such other terms and conditions which may be modified as required by the parties/concerned authorities or which may be deemed to be in the interest of the Company and generally to do and to perform all such acts, deeds and things as may be necessary and to finalize and to execute necessary documents including scheme, agreements, deeds of assignments/conveyance and such other documents as may be necessary or expedient in its own discretion to effect the transfer / sale of the Company’s ASSETS in the best interest of the Company including the power to delegate to give effect to the above resolution.”

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

Date : September 4, 2018.
Place: Mumbai

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

Sd/-
RAVI DALMIA [DIN: 00634870]
MANAGING DIRECTOR

NOTES:

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

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

Pursuant to the provision of Section 105 of the Companies Act, 2013 and the Rules framed thereunder, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or Member.

2. The business set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note 13. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members.
3. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
6. 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.
7. The shares of the Company are listed on BSE Ltd., Mumbai.
8. Members holding shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given below AND in case their shares are held in demat, this information should be passed on directly to their respective Depository Participants and not to the Company.

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

- a. The Company has appointed **BIGSHARE SERVICES PRIVATE LIMITED** as Common Registrar & Transfer Agent of the Company for physicals as well as demat mode of transfers. Members are therefore requested to send their grievances to them for early disposal at the address given below.
 - b. Members holding Shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given below AND in case their shares are held in demat this information should be passed on directly to their respective Depository Participants and not to the Company.
9. Relevant documents referred to in the Notice and in the Explanatory Statements are open for inspection at the registered office of the Company during office hours on all working days except public holidays between 11.00 a.m. and 1.00 p.m. upto the date of the Extraordinary General Meeting.
 10. Members/Proxies holding their Shares in Physical mode are requested to fill the enclosed attendance slip and handover the same at the entrance with signature. In the absence thereof, they may not be admitted to the meeting venue.
 11. Members who are holding shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.
 12. In all correspondence with the Company, 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.
- 13. SHAREHOLDER INSTRUCTIONS FOR E-VOTING**
- (i) Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI, Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Extraordinary General Meeting (EGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM (“remote e-voting”) will be provided by Central Depository Securities Limited (CDSL). The detailed procedure to be followed in this regard has been given below. The members are requested to go through them carefully.
 - (ii) The Board of Directors of the Company has appointed M/s. GMJ & Associates, Company Secretaries, Mumbai as Scrutinizer to scrutinise the e-voting and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.

- (iii) The facility for voting through e-voting system shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through e-voting.
- (iv) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (v) The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e-voting facility.
- (vi) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e **Friday, September 28, 2018**.
- (vii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e **Friday, September 28, 2018** only shall be entitled to avail the facility of e-voting / remote e-voting.
- (viii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e **Friday, September 28, 2018** may obtain the User ID and password from **BIG SHARE SERVICES PRIVATE LIMITED** (Registrar & Transfer Agents of the Company).
- (ix) The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairperson. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company (www.sharadfibres.com) and on the website of CDSL <https://www.evotingindia.com>. The results shall simultaneously be communicated to the Stock Exchange.
- (x) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e **Friday, October 5, 2018**.
- (xi) The instructions for shareholders voting electronically are as under:
 - a) The voting period begins on **Tuesday, October 2, 2018 at 9.00 AM. (IST) and ends on Thursday, October 4, 2018 at 5:00 P.M. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, September 28, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - c) Log on to the e-voting website www.evotingindia.com
 - d) Click on Shareholders
 - e) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- f) Next enter the Image Verification as displayed and Click on Login.
- g) 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.
- h) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- i) After entering these details appropriately, click on “**SUBMIT**” tab.
- j) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- k) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l) Click on the EVSN for the relevant < **SHARAD FIBRES AND YARN PROCESSORS LIMITED** > on which you choose to vote.
- m) 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.

- n) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- o) 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.
- p) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- q) You can also take out print of the voting done by you by clicking on “**Click here to print**” option on the Voting page.
- r) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s) 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. Apple 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.
- t) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- u) 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.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (a) to sl. no. (t) above to cast vote.

The voting period begins on **Tuesday, October 2, 2018 at 9.00 AM. (IST)** and ends on **Thursday, October 4, 2018 at 5:00 P.M. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, September 28, 2018**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (B) 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

Registered office:

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

Date : September 4, 2018.

Place: Mumbai

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

Sd/-

**RAVI DALMIA [DIN: 00634870]
MANAGING DIRECTOR**

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:

The Company is engaged in the business of Manufacturing and trading in Plastic and Plastic Items. The economic scenario, has impacted operations of the company very severely. The management is of the view that having regard to the present economic scenario and the efforts required, it makes more economic sense to dispose of its Assets and take exit from the business to arrest further and future losses. The Company expects to realize fair value for its Assets. It will not be in the interest of the Company to provide any guidance on likely realization for this transaction since it could adversely affect maximizing value realization for the Company.

As per the provisions of section 180(1)(a) of the Companies Act, 2013, any decision for sale and otherwise disposal of Company's Assets/undertaking is required to be approved by the shareholders of the Company by passing a resolution at their general meeting.

The Companies (Amendment) Act, 2017 received the assent of the President on January 3, 2018. Section 29 of the Companies (Amendment) Act, 2017 was notified on 9th February, 2018, which has amended the existing Section 110(1)(a) of the Companies Act, 2013 read with the Rule 22 of The Companies (Management and Administration) Rules, 2014. The amendment in Section 110(1)(a) permits a Company providing the facility of electronic voting under section 108 to its Members to conduct any item of business required to be transacted by means of postal ballot under clause (a), at a general meeting by the Company.

Accordingly, the members' consent to the Board is being sought by way of a Special Resolution to sell/transfer/dispose of any and/or all the assets of the Company including land, Building, Plant & Machinery & such other assets situated at Plot no. 110/111, Govt. Industrial Estate, Masat Silvassa-396230, Dadara Nagar, Haveli as identified by the Board, to the successful bidder by inviting tenders or through e-tendering subject to terms, conditions and provisions to be set forth by the Board, in the auction to be conducted where at any person including the Promoters shall be entitled to participate.

The Board of Directors recommends the resolution for the approval of the shareholders.

None of the Directors, Key Managerial Personnel or their relatives, are concerned or interested in the resolution except to their extent of their shareholding in the Company.

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

Date : September 4, 2018.
Place: Mumbai

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

Sd/-
RAVI DALMIA [DIN: 00634870]
MANAGING DIRECTOR