

## Sharad Fibres and Yarn Processors Limited

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

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

Website: [www.sharadfibres.com](http://www.sharadfibres.com), Email:- [accounts@sharadfibres.com](mailto:accounts@sharadfibres.com)

CIN: L17110MH1987PLC043970

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### POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), to transact the following business by passing the Special Resolution set out below through Postal Ballot and electronic voting (e-voting).

The Company is desirous of seeking your consent to the proposals contained in the resolution set out below. A statement under Section 102 of the Companies Act, 2013, giving all material facts and the reasons for the Special Resolution is also annexed. You are requested to read carefully the instructions given in the Postal Ballot Form and return the said Form duly completed and signed, in the postage prepaid self-addressed envelope so as to reach the Scrutinizer on or before 5:00 p.m on Tuesday, 27th October, 2015 at the Company's Registered Office at 220, Unique Industrial Estate, Off. Veer Savarkar Marg, Prabhadevi, Mumbai-400025.

In accordance with Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any Statutory modification(s) or re-enactment(s) thereof for the time being in force) and Clause 35B of the Listing Agreement, the Company has engaged Central Depository Services (India) Limited, an agency authorized by Ministry of Corporate Affairs, to provide electronic voting facility to its members. You have the option to vote either by Postal Ballot or through e-voting, the procedure for which is set out in the Postal Ballot Form.

**To consider and, if thought fit, approve with or without modification(s) the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, amendments or re-enactments thereto) (collectively the “Companies Act”) and other necessary approvals, if any and to the extent required, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include person(s) authorised and / or any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to make investment(s), to acquire by way subscription, purchase or otherwise, the securities including equity shares of anybody corporate(s) and / or to give loan(s) in the form of inter corporate deposit(s) and/or short-term credit(s) and / or secured/unsecured loan(s) to any persons or other body corporate and / or to give guarantee(s) and / or to provide any security(ies) in connection with any loan(s) made to any other person by or by any other person to any of the Company's subsidiary companies, and/or anybody corporate and/or to any entity or person as the Directors may severally deem fit; upto an aggregate amount not exceeding Rs. 10 Crores notwithstanding that the aggregate of the securities so far acquired or to be acquired by the Company and/or loans or guarantees or securities so far given or to be given may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

**“RESOLVED FURTHER THAT** the Board and such other authorised representative(s) of the Company, who may be authorised by the Board from time to time, be and are hereby severally authorised to do all such acts, deeds, matters and things including but not limiting to deciding the amount, manner and type and nature of security, tenure, and the entity(ies) in which the investment(s) be made and / or loan(s) extended and / or guarantee(s) and / or security(ies) be provided from time to time, and other terms for making of investment(s) / extending loan(s) / providing of guarantee(s) / providing of security(ies), as the case may be, vary the amount and manner of investments / loans / guarantees / securities within the overall limits either as stated above and such other terms and conditions and for the purpose to sign agreements, deeds, documents, forms, indemnities, registers, letters, declarations, confirmations, undertakings and such other papers as may be necessary, desirable and expedient.”

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

Sd/-  
Aditya Dalmia  
[DIN: 00634890]  
Director

Mumbai  
September 18, 2015

## Notes

1. A statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. Relevant documents referred to in the accompanying Notice and the explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public Holidays.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members / Record of Depositories as on Friday, 18th September, 2015.
4. In compliance with the provisions of Section 110 of the Companies Act, 2013 and the Rules issued thereunder and Clause 35B of the Listing Agreement, the members are provided with the facility to cast their vote by electronic means through the e-voting platform provided by Central Depository Services (India) Limited (CDSL). The process for e-voting is provided under point no. 15.
5. The Board of Directors, at its meeting held on Friday, 18th September, 2015 has appointed Mr. Haresh Sanghvi, Practising Company Secretary, Mumbai, as the Scrutinizer to receive and scrutinize the completed Postal Ballot papers received from the Members and for conducting the Postal Ballot process in a fair and transparent manner
6. Members who do not have access to e-voting facility may send duly completed Ballot form and return the Form duly completed in the attached self-addressed business reply envelope so as to reach the Scrutinizer by 5:00 pm on Tuesday, 27th October, 2015 at the following address:

**Mr. Haresh Sanghvi, Scrutinizer**  
C/o Sharad Fibres and Yarn Processors Limited  
220, Unique Industrial Estate,  
Off. Veer Savarkar Marg, Prabhadevi,  
Mumbai - 400025.

7. Members can cast their vote online from Monday, 28th September, 2015 (10:00 am onwards) till Tuesday, 27th October, 2015 (upto 5:00 p.m) as the e-voting module shall be disabled for voting by CDSL, thereafter. No voting shall be allowed beyond 5:00 p.m. of 27th October, 2015. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer on or before 5.00 p.m. on Tuesday, 27th October, 2015. Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received.
8. Electronic copy of the Postal Ballot Notice of the Company along with its Annexures is being sent to the members who have registered their email ids with the Company/Depository Participant(s). For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted mode.
9. Corporate members are requested to send a duly completed Ballot form accompanied by a certified copy of the Board Resolution together with attested signature(s) of the authorized signatory(ies), giving requisite authority to the person voting on the Postal Ballot form.
10. A shareholder may request for a duplicate Postal Ballot form, if so, required. However, the duly filled in duplicate form should reach the Scrutinizer not later than the date as specified at item no. 7 above.
11. A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and the Ballot form shall be treated as invalid.
12. The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman of the Company. The result of the postal ballot will be declared by the Chairman or in his absence by any one authorized by the Chairman, on or after Thursday, 29th October, 2015 at the Registered Office of the Company. The result shall also be announced to the Stock Exchanges where shares of the Company are listed and intimated through a Press Release in newspapers. The result will also be put up on the Company's website [www.sharadfibres.com](http://www.sharadfibres.com). The resolution, if approved, will be taken as passed effectively on the date of declaration of the result.
13. Resolution passed by the Members by means of Postal Ballot including e-voting is deemed to have been passed at a general meeting of the Members.

14. In case of any queries, you may contact the Company at email: [accounts@sharadfibres.com](mailto:accounts@sharadfibres.com) or contact the Registrar and Transfer Agent, M/s. Bigshare Services Private Limited, at Email id: [info@bigshareonline.com](mailto:info@bigshareonline.com) or at following address:

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

15. The instructions for Members for e-voting are as under:
- i. Click on “Shareholders” tab
  - ii. Now, select the “SHARAD FIBRES AND YARN PROCESSORS LIMITED” from the drop down menu and click on “SUBMIT”
  - iii. 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.
  - iv. Enter the Image Verification Code as displayed and Click on “Login”.
  - v. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used. 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)
	* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.
	* In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

- # Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank details field.
- vii. After entering these details appropriately, click on “SUBMIT” tab.
  - viii. 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.

- ix. For Members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- x. Click on the EVSN for SHARAD FIBRES AND YARN PROCESSORS LIMITED.
- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. 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.
- xvii. Note for Non - Individual Shareholders and Custodians
  - a. Non - Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
  - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
  - c. After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) which they wish to vote on.
  - d. The list of accounts should be mailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) and on approval of the accounts they would be able to cast their vote.
  - e. 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.
- xviii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).

For and on behalf of the Board

**For Sharad Fibres and Yarn Processors Limited**

Sd/-

**Aditya Dalmia**  
**[DIN: 00634890]**  
**Director**

Mumbai  
September 18, 2015

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) 60 (Sixty) per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) 100 (Hundred) per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment or to acquire by way subscription, purchase or otherwise, the securities including equity shares, preference shares and debentures of any corporate(s), providing loans or give guarantee or provide security in connection with loans to any person for an amount not exceeding Rs. 10 Crores.

The investment(s) in securities, extending loan(s) and/or providing guarantee(s) and security (ies) will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under.

These investments are proposed to be made out of surplus funds/internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic business objectives.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or in any way interested in the Special Resolution set out in the Postal Ballot Notice.

For and on behalf of the Board

**For Sharad Fibres and Yarn Processors Limited**

Sd/-

**Aditya Dalmia**  
**[DIN: 00634890]**  
**Director**

Mumbai  
September 18, 2015

# Sharad Fibres and Yarn Processors Limited

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

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

Website: [www.sharadfibres.com](http://www.sharadfibres.com), Email:- [accounts@sharadfibres.com](mailto:accounts@sharadfibres.com)

CIN: L17110MH1987PLC043970

## POSTAL BALLOT FORM

Sr.No	Particulars	Details
1	Name of the First Named Shareholder(In Block Letter)	
2	Name (s) of the Joint Holder(s) (If any)	
3	Postal Address	
4	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
5	Number of Share(s) held	

I hereby exercise my vote in respect of the Special resolution(s) enumerated below by recoding my assent or dissent to the said Resolution(s) in the following manner :

Sr.No	Item No (Description)	No of Shares held by me	I assent to the resolution (For)	I dissent to the resolution (Against)
1	Special Resolution for grant of loan(s)/ guarantee(s)/ security (ies) and make investment under Section 186 of the Companies Act, 2013			

Place :

Date :

Signature of the Shareholder\*

(\*in case of authorized representative of a body corporate, certified true copy of the relevant authorization viz. Board Resolution/ power of attorney should be sent along with postal ballot form)

## ELECTRONIC VOTING PARTICULARS

EVSN	# DEFAULT PAN

# Since, you have not registered/ updated your PAN with the Company/ Depository Participant, please use the number mentioned in above column under PAN field to login for e-Voting.

\* If you have already registered/ updated your PAN with the Company/ Depository Participant use the actual PAN issued by IT department.

Note : Please read the instructions printed overleaf carefully before exercising your vote.

## INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer, in the attached prepaid self-addressed business reply envelope. Postage will be borne and paid by the Company.
2. The Company has appointed Mr. Haresh Sanghvi, Practising Company Secretary, Mumbai, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. There shall be one Postal Ballot for every folio, irrespective of the number of joint holders. Proxy shall not exercise the Postal Ballot.
4. The Postal Ballot should be completed and signed by the shareholder. In case of joint holding, this Form should be completed and signed (as per specimen signature registered with the Company in respect of shares held in physical form or furnished by NSDL or CDSL to the Company in respect of shares held in dematerialized form) by the first named shareholder and failing him/ her, by the next named shareholder and so on. In case of shares held by corporate, Trust, Society etc., the duly completed.
5. Postal Ballot Form should be accompanied by certified true copy of the Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory/ ies duly attested.
6. Duly completed Postal Ballot Form should be received by the Scrutinizer not later than 5.00 p.m. on Tuesday, 27th October, 2015. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
7. Votes will be considered invalid on the following grounds:
  - a. If the Ballot Form is unsigned;
  - b. If the member's signature does not tally;
  - c. If the member has marked ( ) both in favour and also against in the ballot paper;
  - d. If the ballot paper received is torn or defaced or mutilated to an extent that it is difficult for Scrutinizer to identify either the member or number of votes or as to whether the votes are cast in favour or against the resolution or the signature could not be checked or on one or more of the above grounds;
  - e. On such other grounds which in the opinion of the Scrutinizer makes the votes invalid.
8. A Member may request for a duplicate Postal Ballot Form, if so required. All such requests should be addressed to the Company's Registrar & Share Transfer Agent:

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

However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer on or before the date specified in instruction No. 6 above.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on Friday, 18th September, 2015 (Cut-off date).
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. Only a Member entitled to vote is entitled to exercise his vote through Postal Ballot and a Member having no right should treat this Notice as intimation only.
12. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility, to enable them to send their assent or dissent by post.
13. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure for the same is enumerated in the Notes to the Postal Ballot Notice
14. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
15. The Scrutinizer will collate the votes downloaded from the e-voting system, votes received through post to declare the final result for each of the Resolutions forming part of the Notice.
16. The Scrutinizer's decision on the validity of a Postal Ballot shall be final and binding. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
17. The result of the Postal Ballot will be posted on the website of the Company [www.sharadfibres.com](http://www.sharadfibres.com).
18. The date of declaration of result i.e. Thursday, 29th October, 2015 shall be the effective date of passing the Special Resolution.