

# SHARAD FIBRES AND YARN PROCESSORS LIMITED

CIN: L17110MH1987PLC043970

19, Floor-3<sup>rd</sup>, Prabhadevi Industrial Estate, 408, Veer Savarkar Marg,  
Prabhadevi, Mumbai - 400 025.

E mail: [jyoti@dalmiapolypro.in](mailto:jyoti@dalmiapolypro.in) Website: [www.sharadfibres.co.in](http://www.sharadfibres.co.in)

Tel no.: +91-2266349000

---

**Date: September 07, 2022**

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

**Ref: Security Code No. 514402.**

**Sub: Submission of Annual Report of the Company for the Financial Year 2021 -2022.**

Dear Sirs,

Pursuant to Regulation 34(1) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, please find enclosed herewith the Annual Report of the Company for the Financial Year 2021-2022 along with the Notice of the 35<sup>th</sup> Annual General Meeting,

The said Annual Report containing the Notice is also uploaded on the website of the Company at [www.sharadfibres.co.in](http://www.sharadfibres.co.in)

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

Thanking you

Yours faithfully,

**For SHARAD FIBRES & YARN PROCESSORS LIMITED**

**JYOTI NANKANI  
MANAGING DIRECTOR  
[DIN: 07145004]**

Encl: A/a.

**SHARAD FIBRES & YARN PROCESSORS  
LIMITED**

35<sup>th</sup> ANNUAL REPORT 2021-22

**BOARD OF DIRECTORS**

Ms. Jyoti Nankani	Managing Director
Mr. Unni Krishnan Nair	Director
Mr. Surendra Bahadur Singh	Director

**CHIEF FINANCIAL OFFICER**

Mr. Aditya Amarchand Dalmia

**COMPANY SECRETARY & COMPLIANCE OFFICER**

Ms. Namita Rathore

**REGISTERED OFFICE**

19, 3<sup>rd</sup> Floor, Prabhadevi Industrial Estate,  
408, Veer Savarkar Marg,  
Prabhadevi, Mumbai – 400 025  
Tel: 022 – 66349000  
Website: [www.sharadfibres.co.in](http://www.sharadfibres.co.in)  
Email Id: [jyoti@dalmiapolypro.in](mailto:jyoti@dalmiapolypro.in)  
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)  
1<sup>st</sup> Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road, Marol,  
Andheri (East), Mumbai – 400 059.  
Tel. No. 022 62638200/ 62638299.  
Email id - [info@bigshareonline.com](mailto:info@bigshareonline.com)

**CONTENTS**

<b>SR.NO.</b>	<b>PARTICULARS</b>	<b>PAGE NO.</b>
<b>1.</b>	Notice to Members	<b>4-21</b>
<b>2.</b>	Director's Report, Management Discussion and Analysis Report and Annexures	<b>22-49</b>
<b>3.</b>	Independent Auditor's Report	<b>50-60</b>
<b>4.</b>	Balance Sheet	<b>61-62</b>
<b>5.</b>	Profit & Loss Account	<b>63</b>
<b>6.</b>	Cash Flow Statement	<b>64</b>
<b>7.</b>	Significant accounting policies and Notes to Financial Statements	<b>65-80</b>

# SHARAD FIBRES AND YARN PROCESSORS LIMITED

CIN: L17110MH1987PLC043970

19, Floor-3<sup>rd</sup>, Prabhadevi Industrial Estate, 408 Veer Savarkar Marg,  
Prabhadevi, Mumbai - 400 025.

E mail: jyoti@dalmiapolypro.in Website: www.sharadfibres.co.in  
Tel no.: +91-22 66349000.

## NOTICE TO THE MEMBERS

NOTICE is hereby given that the 35<sup>th</sup> (Thirty Fifth) Annual General Meeting (AGM) of the Members of **SHARAD FIBRES & YARN PROCESSORS LIMITED (CIN: L17110MH1987PLC043970)** will be held at 19, 3<sup>rd</sup> Floor, Prabhadevi Industrial Estate, 408, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025 on Friday, September 30, 2022 at 11:30 a.m. to transact, with or without modification(s) the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2022, including the audited Balance Sheet as at March 31, 2022, 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.

**Registered Office:**  
19, 3<sup>rd</sup> Floor,  
Prabhadevi Industrial Estate,  
408 Veer Savarkar Marg,  
Prabhadevi,  
Mumbai - 400 025.

For and on behalf of the Board of Directors  
**SHARAD FIBRES & YARN PROCESSORS LTD**

**Date: August 30, 2022**

**JYOTI NANKANI**  
**(DIN: 07145004)**  
**MANAGING DIRECTOR**

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy 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 Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the businesses of the Notice, is annexed hereto. Further, the relevant details pursuant to Regulation 36(3) and (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.

3. The business set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 24. 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, separately.

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. 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 Explanatory

Statement. The Directors have furnished the requisite consents / declarations for their appointment/re-appointment.

7. The Company is not required to close Register of Members and Share Transfer Books for the purpose of AGM.

8. 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.

SEBI vide circular dated 3rd November 2021 has mandated the listed companies to have PAN, KYC, bank details and Nomination of all shareholders holding shares in physical form. Folios wherein any one of the cited details / documents are not available with us, on or after 1st April 2023, shall be frozen as per the aforesaid SEBI circular.

The investor service requests forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and the said SEBI circular are available on our website [www.sharadfibres.co.in](http://www.sharadfibres.co.in). In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest.

9. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.

10. 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.

Pursuant to SEBI circular dated 25th January 2022, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, renewal / exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.

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

12. The statutory registers including the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and other relevant documents referred to in the Notice and in the Explanatory Statements will be available for inspection by the members in electronic mode. Members who wish to inspect the documents are requested to write to the company by sending e-mail at [jyoti@dalmiapolypro.in](mailto:jyoti@dalmiapolypro.in)

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

**M/S. BIG SHARE SERVICES PRIVATE LIMITED**

Unit: [Sharad Fibres and Yarn Processors Limited]

Office No S6-2, 6th Floor, Pinnacle Business Park,

Next to Ahura Centre, Mahakali Caves Road,

Andheri (East) Mumbai - 400093.

Tel: 022 - 62638200/222

Email: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

(b) Members holding shares in demat form, please contact your depository participant and give suitable instructions to update your bank details, postal addresses, email id, telephone/Mobile number, Permanent Account Number (PAN) etc.

14. 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.

15. Members / Proxies / authorized representatives should bring their copy of the Annual Report and Accounts along with duly filled Attendance Slip enclosed herewith to attend the Meeting, since copies of Annual Report will not be distributed at the meeting.

16. 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.

17. Members who are holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.

18. The facility for voting through ballot papers will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot



process. The Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

19. If Members are opting for remote e-voting, they shall not vote by poll paper and vice versa. However, in case Members cast their vote both by poll paper and by remote e-voting, then voting done through remote e-voting shall prevail and voting done by poll paper will be treated as invalid.

20. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio.

21. In an effort to make the Earth a better place to live, the green movement has been sweeping all over the globe. Not only are individuals doing things to help the environment, Companies and governments are as well. The Companies Act, 2013 & SEBI Regulations is a step forward in Promoting "Green Initiative" by providing for service of documents by a Company to its Members through electronic mode. The move of the regulators allows public at large to contribute to the green movement. To support this green initiative of the Government in full measure, in order to save natural resources.

In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice calling the Annual General Meeting, Directors' Report, Audited Financial Statements, Auditors' Report, etc. is being sent through electronic mode to those Members only whose email addresses are registered with the RTA / Depositories. Members may note that the Notice and Annual Report 2022 will also be available on the Company's website [www.sharadfibres.co.in](http://www.sharadfibres.co.in), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and Notice will be available on the website of CDSL i.e., [www.evotingindia.com](http://www.evotingindia.com).

22. 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.

- (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 RTA at: Member can also update/ register their email id directly at <https://bigshareonline.com/InvestorRegistration.aspx>
- (b) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

23. The route map of the venue of the Annual General Meeting is appended to this Report.

24. Voting through electronic means:

- (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 Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Securities Limited (CDSL). The detailed procedure to be followed in this regard has been given below. The members are requested to go through them carefully.
- (ii) The Board of Directors of the Company has appointed M/s. GMJ & Associates, Company Secretaries, Mumbai as Scrutinizer to scrutinize 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 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.
- (iv) The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e-voting facility.
- (v) 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, September 23, 2022.
- (vi) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. September 23, 2022 only shall be entitled to avail the facility of e-voting / remote e-voting.
- (vii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. September 23, 2022 may obtain the User ID and password from BIG SHARE SERVICES PRIVATE LIMITED (Registrar & Transfer Agents of the Company).

- (viii) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The result of the voting will be announced within 2 working days of the conclusion of the Meeting. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company ([www.sharadfibres.co.in](http://www.sharadfibres.co.in)) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com). The results shall simultaneously be communicated to the Stock Exchange.
- (ix) 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, September 30, 2022.

## 25. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (a) The voting period begins on Tuesday, September 27, 2022 Start Time: 9:00 a.m. (IST) and ends on Thursday, September 29, 2022 End Time: 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 i.e. September 23, 2022 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.**

Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication<sup>11</sup> but also enhancing ease and convenience of participating in e-voting process.

- (d) In terms of **SEBI circular no. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.**

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting sevice providers' website directly.</li> <li>3) If the user is not registered for Easi/ Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on</li> </ol>

	<p>www.cdslindia.com home page.</p> <p>The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select Register Online for IDeAS Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will shareholders Login Method open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you</li> </ol>

	<p>can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. <a href="mailto:evoting@cdslindia.com">evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non individual shareholders in demat mode.**

e) Login method for remote e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

2) Click on “Shareholders” module.



3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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

5) 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 e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
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. <ul style="list-style-type: none"> <li>• 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).</li> </ul>

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

g) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- h) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- i) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- j) 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.
- k) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- l) 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.
- m) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- n) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- o) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- p) **Facility for Non - Individual Shareholders and Custodians -Remote Voting**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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; jyoti@dalmiapolypro.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**ITEM NO. 2**

**ADDITIONAL INFORMATION ON DIRECTOR SEEKING RE-APPOINTMENT AT THE AGM AS PER ITEM NO. 2 OF THE NOTICE OF THE 35<sup>TH</sup> ANNUAL GENERAL MEETING**

**Explanation:** Based on the terms of appointment, Mrs. Jyoti Nankani (DIN: 07145004), was initially appointed on March 30, 2015 and thereafter was appointed as a Managing Director on February 10, 2021, is subject to retirement by rotation. Mrs. Jyoti Nankani (DIN 07145004), whose office is liable to retire at the ensuing

AGM, being eligible, seeks reappointment. Based on performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends her reappointment.

**A. DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE 35<sup>th</sup> ANNUAL GENERAL MEETING, PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH CLAUSE 1.2.5 OF SECRETARIAL STANDARD -2 ON GENERAL MEETINGS:**

The Director has furnished the requisite consent / declarations for her re-appointment.

<b>Name of Director</b>	<b>Ms. Jyoti Nankani</b>
<b>Director Identification Number (DIN)</b>	07145004
<b>Date of Birth</b>	December 3, 1981
<b>Age</b>	41 Years
<b>Brief resume &amp; Nature Of expertise in specific functional areas</b>	She is associated with the Company since 2015 as Non -Executive, Women Director of the Company and has experience of about 9 years in her credit. She looks after the Operations and Accounts of the Company.
<b>Disclosure of relationship between directors inter-se</b>	N.A.
<b>Names of listed entities in which the person also holds the directorship</b>	N.A.
<b>No. of Shares held in the Company</b>	NIL
<b>Membership &amp; Chairmanships of Committees of the Board</b>	Members in Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee

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

The Board recommends the resolution set forth in Item No. 2 subject to the approval of the Members at the ensuing Annual General Meeting.

**Registered Office:**

19, 3<sup>rd</sup> Floor,  
408 Prabhadevi Industrial Estate,  
Veer Savarkar Marg,  
Prabhadevi,  
Mumbai - 400 025.

For and on behalf of the Board of Directors  
**SHARAD FIBERS & YARN PROCESSORS LTD**

**Date: August 30, 2022**

**JYOTI NANKANI**  
**(DIN: 07145004)**  
**MANAGING DIRECTOR**

**SHARAD FIBRES AND YARN PROCESSORS LIMITED**

CIN: L17110MH1987PLC043970

19, Floor-3<sup>rd</sup>, Prabhadevi Industrial Estate, 408 Veer Savarkar Marg, Prabhadevi,  
Mumbai - 400 025.**E mail:** jyoti@dalmiapolypro.in **Website:** www.sharadfibres.co.in

Tel no.: +91-22 66349000.

35<sup>th</sup> Annual General Meeting to be held on Friday, September 30, 2022 at 11:30 a.m. IST at  
19, 3rd Floor, Prabhadevi Industrial Estate, 408, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025**ATTENDANCE SLIP**

DP ID*	
--------	--

Registered Folio No.	
----------------------	--

Client ID*	
------------	--

No. of Share(s)	
-----------------	--

**Name & Address of Shareholder:**.....

.....

.....

I/We hereby record my / our presence at the 35<sup>th</sup> Annual General Meeting at 19, 3rd Floor, Prabhadevi Industrial Estate, 408, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025 on Friday, September 30, 2022 at 11:30 a.m. IST\_\_\_\_\_  
**Signature of Shareholder / Proxy**

\*Applicable for investors holdings shares in electronic form.

**FORM NO. MGT-11****PROXY FORM**

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

CIN: L17110MH1987PLC043970

**Name of the Company: SHARAD FIBRES AND YARN PROCESSORS LIMITED****Registered Office: 19, 3rd Floor, Prabhadevi Industrial Estate, 408, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025.**

Name of the Member(s): \_\_\_\_\_

Registered Address: \_\_\_\_\_

\_\_\_\_\_ E-Mail Id: \_\_\_\_\_

Folio No./Client id:

DP ID:

I/We being the member(s) of \_\_\_\_\_ shares of RECL hereby appoint:

- 1) Name: \_\_\_\_\_ Email id: \_\_\_\_\_  
Address: \_\_\_\_\_ or failing him
- 2) Name: \_\_\_\_\_ Email id: \_\_\_\_\_  
Address: \_\_\_\_\_ or failing him
- 3) Name: \_\_\_\_\_ Email id: \_\_\_\_\_  
Address: \_\_\_\_\_ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, September 30, 2022 at 11:30 a.m. IST 19, 3rd Floor, Prabhadevi Industrial Estate, 408, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025, and at any adjournment thereof in respect of such resolution as are indicated below.

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Particulars	For	Against
<b>Ordinary Business:</b>			
1.	The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with 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 by rotation and being eligible, offers herself for re-appointment.		

Signed this..... Day of .....2022

Signature of shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

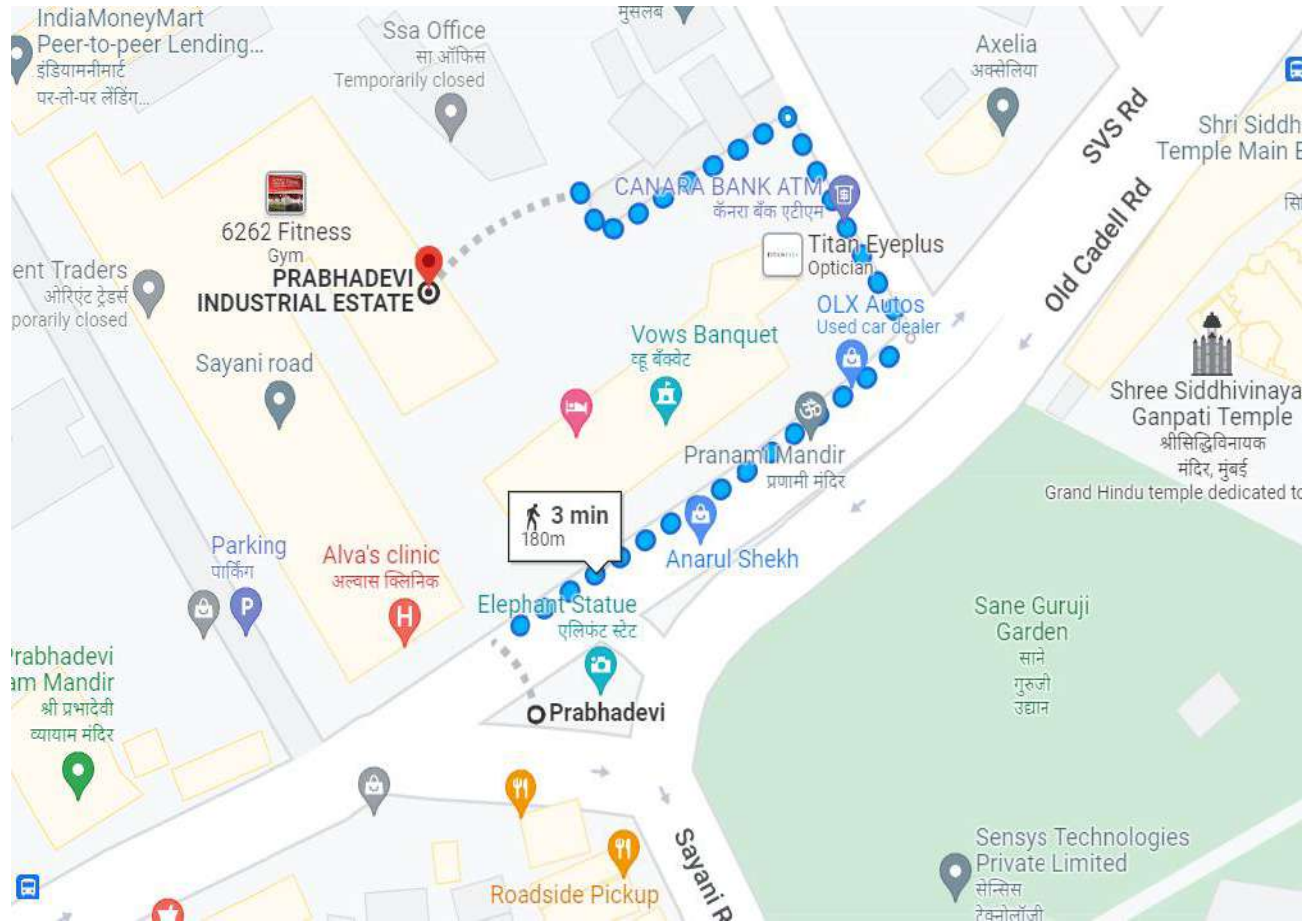
Affix  
Revenue  
Stamp of  
Rs. 1

Note:

- (1) This form duly completed should be deposited at the Registered Office of the Company Not later than 48 hours before the commencement of Annual General Meeting of the Company.
- (2) For the resolution, Explanatory Statement and Notes, please refer to Notice of the 34<sup>th</sup> Annual General Meeting.
- (3) \*\* This is only optional. Please put a 'X' in the appropriate column against a resolutions indicated in the box.
- (4) Please complete all details including details of Members(S) in above box before Submission.

**ROUTE MAP:**

**Address:** 19, 3rd Floor, Prabhadevi Industrial Estate, 408, Veer Savarkar Marg, Prabhadevi, Mumbai – 400 025.



## DIRECTORS' REPORT

To,  
The Shareholders,

Your Directors have great pleasure in presenting the **Thirty Fifth (35<sup>th</sup>)** Annual Report, together with the Audited Financial Statements of the Company for the financial year ended March 31, 2022.

### FINANCIAL HIGHLIGHTS:

The audited financial statements of the Company as on March 31, 2022 are prepared in accordance with the relevant applicable IND AS and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and provisions of the Companies Act, 2013 ("Act").

(Amount in Rs. except EPS)

Particulars	As on March 31, 2022	As on March 31, 2021
Revenue from Operations	16,58,680	1,00,03,460
Other Income	3,07,578	18,84,25,944
<b>Total Revenue</b>	<b>19,66,258</b>	<b>19,84,29,404</b>
Total Expenses	59,68,443	4,86,14,521
<b>Profit / (Loss) before tax</b>	<b>(40,02,185)</b>	<b>14,98,14,883</b>
Tax Expense:		
Current tax expense for current Year	-	--
Deferred tax	-	--
Tax expense for Earlier Years	(1,72,311)	--
<b>Profit / (Loss) after tax</b>	<b>(41,74,496)</b>	<b>14,98,14,883</b>
<b>Earning per Equity Share</b>		
Basic	-0.96	34.31
Diluted	-0.96	34.31

### OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE:

Your Company earned a Total Income of Rs. 19,66,258/- as compared to Rs. 19,84,29,404/- in the previous Year. The total expenditure incurred during the Year under review was Rs. 59,68,400/- as compared to Rs. 4,86,14,521/- in the previous Year. The Net Loss for the year is Rs. 40,02,185/- as against the Profit earned of Rs. 14,98,14,883/- in the previous Year.

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

**DIVIDEND:**

During the year under review, the Board does not propose any dividend for the year ended March 31, 2022.

**TRANSFER TO RESERVES:**

During the financial year, the Board does not propose to transfer any amount to general reserves.

**SUBSIDIARIES, JOINT VENTURES & ASSOCIATE COMPANIES:**

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

**CAPITAL STRUCTURE OF THE COMPANY:**➤ **Authorized Share Capital:**

The Authorized Share Capital of the Company as on March 31, 2022 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, 2022 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.

**BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:****i) COMPOSITION:**

The Board of Directors consists of Three (3) Directors comprising of One (1) Executive Director and Two (2) Non-Executive Independent Directors as on March 31, 2022. The composition of the Board is in conformity with the Companies Act, 2013 and Listing Regulations enjoining specified combination of Executive and Non-Executive Directors.

In the opinion of the Board, both the Independent Directors possess requisite qualifications, experience, expertise and hold high standards of integrity for the purpose of Rule 8(5)(iii)(a) of the Companies (Accounts) Rules, 2014.

**ii) APPOINTMENTS / 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, Managing Director of the Company, is liable to retire by rotation, at the ensuing Annual General Meeting of the Company and being eligible, has offered himself for reappointment. The Board recommends her re-appointment.

More details of the Director are given in the Notice of the ensuing Annual General Meeting being sent to the shareholders along with the Annual Report.

#### **KEY MANAGERIAL PERSONNEL:**

The following persons were the Key Managerial Personnel of the Company in accordance with the provisions of Section 2(51) read with Section 203 of the Act:

<b>Sr. No.</b>	<b>Name of the person</b>	<b>Designation</b>
1.	Mrs. Jyoti Nankani	Chairman and Managing Director
2.	Mr. Aditya Dalmia	Chief Financial Officer
3.	Ms. Namita Rathore	Company Secretary & Compliance Officer

#### **DECLARATION BY INDEPENDENT DIRECTORS:**

All the Independent Directors of the Company 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 ("Listing Regulations"). In the opinion of the Board, the Independent Directors, fulfill the conditions of independence specified in Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations.

All Independent Directors have affirmed compliance to the code of conduct for independent directors as prescribed in Schedule IV to the Companies Act, 2013.

#### **MEETINGS OF THE BOARD OF DIRECTORS:**

The Board of Directors of your Company met 4 (Four) times during the Year on June 30, 2021, August 13, 2021, November 12, 2021 and February 11, 2022 and the gap between two meetings was in compliance with the relaxations /circulars issued by the Ministry of Corporate Affairs (MCA) and SEBI during the financial year 2021-22.

The necessary quorum was present for all the meetings.

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

<b>Name of Director</b>	<b>Board Meeting dates (2021-22)</b>	<b>No. of</b>	<b>No. of</b>	<b>AGM</b>
-------------------------	--------------------------------------	---------------	---------------	------------

/ Category	Jun 30, 2021	Aug 13, 2021	Nov 12, 2021	Feb 11, 2022	Meetings Entitle to Attend	Meetings Attended	Attended
Ms. Jyoti Nankani (Managing Director)	Yes	Yes	Yes	Yes	4	4	Yes
Mr. Unnikrishnan Nair (Independent Director)	Yes	Yes	Yes	Yes	4	4	Yes
Mr. Surendra Bahadur Singh (Independent Director)	Yes	Yes	Yes	Yes	4	4	Yes

### COMMITTEES OF THE BOARD:

The Board has following Committees:

1. Audit Committee;
2. Nomination & Remuneration Committee;
3. 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 Four (4) times during the year on June 30, 2021, August 13, 2021, November 12, 2021 and February 11, 2022 and the gap between two meetings was in compliance with the relaxations /circulars issued by the Ministry of Corporate Affairs (MCA) and SEBI during the financial year 2021-2022.

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 (2021-2022)				No. Meetings Entitled to Attend	No. of Meetings Attended
		Jun 30, 2021	Aug 13, 2021	Nov 12, 2021	Feb 11, 2022		
Ms. Jyoti Nankani	Executive Director	Yes	Yes	Yes	Yes	4	4
Mr. Unnikrishnan Nair	Chairperson Independent Director	Yes	Yes	Yes	Yes	4	4
Mr. Surendra Bahadur Singh	Independent Director	Yes	Yes	Yes	Yes	4	4

➤ **NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee of the Company is constituted in accordance Section 178 of the Companies Act, 2013. The Committee comprises Three (3) qualified members (i.e. Two (2) Independent Directors and One (1) 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 One (1) time during the year on February 11, 2022. 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 (2021-2022)	No. of Meetings Entitled to Attend	No. of Meetings Attended
		February 11, 2022		
Mr. Unnikrishnan Nair	Chairperson Independent Director	Yes	1	1
Mr. Surendra Bahadur Singh	Independent Director	Yes	1	1
Ms. Jyoti Nankani	Managing Director	Yes	1	1

Nomination and Remuneration Policy is hosted on the website of the Company i.e. [www.sharadfibres.co.in](http://www.sharadfibres.co.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](mailto: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.co.in](http://www.sharadfibres.co.in)

The following table shows the nature of complaints received from the shareholders during the years 2021-2022.

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

There were no complaints pending as on March 31, 2022.

The Committee met One (1) time during the year on February 11, 2022. 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

<b>Name of the Members</b>	<b>Category</b>	<b>Stakeholder Relationship Committee Meetings Dates (2021-2022)</b>	<b>No. of Meetings entitled to Attend</b>	<b>No. of Meetings Attended</b>
		<b>February 11, 2022</b>		
Mr. Unnikrishnan Nair	Chairperson Independent Director	Yes	1	1
Mr. Surendra Bahadur Singh	Independent Director	Yes	1	1
Mr. Jyoti Nankani	Managing Director	Yes	1	1

➤ **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 1 (one) time during the year on February 11, 2022 and the meeting was attended by all Independent Directors.

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

**PERFORMANCE 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 11, 2022.

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.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

During the year under review, the Company has not given any loans, or made investments or provided guarantees or securities, hence the provisions of Section 186 of the Companies Act, 2013 were not attracted during the financial year.

#### **ANNUAL RETURN:**

Pursuant to Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, the company has placed a copy of the Annual Return as at March 31, 2022 on its website at [www.sharadfibres.co.in](http://www.sharadfibres.co.in).

#### **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.

#### **PUBLIC DEPOSITS:**

Your Company has not accepted any deposits from the public within the meaning the meaning of Chapter V of the Act and as such, no amount of principal or interest was outstanding as on the balance sheet date.

**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 2021-2022.

**RELATED PARTY TRANSACTIONS:**

Your Company has formulated a policy on related party transactions which is also available on Company's website [www.sharadfibres.co.in](http://www.sharadfibres.co.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 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 'A'**.

**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 31<sup>st</sup> Annual General Meeting (AGM) held in 2018 until the conclusion of the 36<sup>th</sup> 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 2021-2022 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 2022-2023.

➤ **SECRETARIAL AUDITOR**

M/s. GMJ & Associates, Company Secretaries, were appointed as Secretarial Auditors of the Company for the financial year 2021-2022 pursuant to section 204 of the Act. The Secretarial Audit Report submitted by them in the prescribed form MR-3 is attached as Annexure - 'B' to this report.

There are no qualifications or observations or adverse remarks or disclaimer of the Secretarial Auditors in the Report issued by them for the financial year 2021-2022 which call for any explanation from the Board of Directors.

➤ **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 and audit is not applicable to the Company for the financial year 2021-2022 and 2022-2023.

**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.co.in](http://www.sharadfibres.co.in)

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

**PARTICULARS OF EMPLOYEES:**

The information required under Section 197 (12) of the Act read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including amendment thereto, is provided in the Annexure forming part of the



Report. In terms of the second proviso to Section 136(1) of the Act, the Annual Report and Accounts are being sent to the shareholders excluding the aforesaid Annexure. 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 a copy thereof, such member may write to the Company Secretary and Compliance Officer at [www.sharadfibres.co.in](http://www.sharadfibres.co.in)

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 2021-2022.

#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

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

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 recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner; your Company periodically assesses risks in the internal and external environment, along with the cost of treating risks and incorporates risk treatment plans in the strategy, business and operational plans.

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. A copy of the same is available on the website of your Company [www.sharadfibres.co.in](http://www.sharadfibres.co.in)

There are no risks which threaten the existence of the Company.

**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 is available on the website of the Company i.e. [www.sharadfibres.co.in](http://www.sharadfibres.co.in)

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

The Company has in place a Policy on prohibition, prevention and redressal of sexual harassment of women at workplace and matters connected therewith or incidental thereto covering all the aspects as contained under "The Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013".

An Internal Complaint Committee has been set up to redress complaints received regarding sexual harassment. During the year under review, there were no reported instances pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year, there were no complaints received relating to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**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)	Units	301440	1106988
Total Amount	In Rs.	18,29,230/-	71,73,400/-
Average Rate	per unit	6.07/-	6.48/-
b. Consumption per unit of production Electricity (KWH)/Ton	Con/kg's	0.659	0.411

- (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:

Technology absorption, adaptation and innovation: **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):
- the details of technology imported;
  - the year of import;
  - whether the technology been fully absorbed;
  - 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 National Securities Depository Limited (NSDL) and also the Central Depository Services (India) Limited (CDSL). As a result the investors have an option to hold the shares of the Company in a dematerialized form in either of the two Depositories. The Company has been allotted **ISIN No. INE638N01012**.

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

**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:****DIRECT ACQUISITION:**

The Promoters of the Company holding an 28,94,200 Equity Shares i.e 66.28% of the Total Equity Share Capital have sold off their entire stake to Eco Hotels UK PLC ("**the Acquirer**"). Further, the Company has entered and executed Share Purchase Agreement on July 21, 2022. Consequently, the Acquirer shall acquire substantial Equity Shares and Voting rights along with complete control over the management of the Target Company during or after the successful completion of this Offer.

**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, 2022.

**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, 2022.

**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 Company's shares are listed on BSE Limited, Mumbai. The Company has paid Listing fees for the Financial Year 2022-2023.

**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.

**CHANGE OF REGISTERED OFFICE OF THE COMPANY:**

During the year under review, the Company in its Board Meeting held on June 30, 2021 has shifted its registered office within the Local Limits of the city i.e. from 16, Ground Floor, Plot 3/3A, Unique Industrial Estate, Swatantrya Veer Savarkar Marg, Near Kismat Cinema, Prabhadevi, Mumbai - 400 025 to 19, 3<sup>rd</sup> Floor, Prabhadevi Industrial Estate, 408, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025.

**ALTERATION IN ARTICLES OF ASSOCIATION:**

During the year, the Company in its Annual General Meeting held on September 24, 2021 has altered its Articles of Association by replacing the existing Article 150(iii) with new Article 150(iii).

**THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.**

During the year under review, no such application or proceeding has been initiated or pending against the Company.

**THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF.**

No such transaction is done by the Company during the year under review.

**ACKNOWLEDGMENT:**

Your 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.

**Registered Office:**

19, 3<sup>rd</sup> Floor,  
Prabhadevi Industrial Estate,  
408 Veer Savarkar Marg,  
Prabhadevi,  
Mumbai - 400 025.

For and on behalf of the Board of Directors  
**SHARAD FIBERS & YARN PROCESSORS LTD**

**JYOTI NANKANI**  
[DIN: 07145004]  
**MANAGING DIRECTOR**

**Date: August 30, 2022.**

**ANNEXURE 'A' TO THE BOARDS' REPORT 2021 - 2022****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	Job Work (Income)	Ongoing	16,58,680/-	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

*\*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**

**JYOTI NANKANI  
[DIN: 07145004]  
MANAGING DIRECTOR**

Place: Mumbai  
Date: August 30, 2022

**ANNEXURE 'B' TO THE REPORT OF BOARD OF DIRECTORS**

**Form No.MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022**  
(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**  
19, 3<sup>rd</sup> Floor, Prabhadevi Industrial Estate,  
408, Veer Savarkar Marg, Prabhadevi,  
Mumbai- 400 025.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **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, 2022** 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, 2022 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;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment;

**Cont...2...**



- v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:
- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the Company during the review period)
  - c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the review period)
  - f) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [Formerly known as Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014]; (Not applicable to the Company during the review period)
  - g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the review period)
  - h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the Company during the review period)
- vi. 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.

...3...

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. as mentioned above, to the extent applicable.

We further report having regard to the compliance system prevailing in the Company and as per explanations and management representations obtained and relied upon by us, the Company has adequate systems and processes commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines etc.

We report that the Compliance by the Company of applicable financial laws, like direct, indirect tax laws and Goods and Service Tax Act, has not been reviewed in this Audit since the same has been subject to review by statutory auditor and other designated professionals.

We further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors. There was no change in the composition of Board of Directors that took place 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.

**Cont...4...**

...4...

We further report that during the audit period, no events/actions occurred which had a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

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: F003706D000876435**

**PLACE: Mumbai  
DATE: August 30, 2022.**

**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**  
19, 3<sup>rd</sup> Floor, Prabhadevi Industrial Estate,  
408, Veer Savarkar Marg, Prabhadevi,  
Mumbai - 400 025.

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

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

**For GMJ & ASSOCIATES**  
**Company Secretaries**

**[MAHESH SONI]**  
**PARTNER**  
**FCS: 3706 COP: 2324**  
**UDIN: F003706D000876435**

**PLACE: Mumbai**  
**DATE: August 30, 2022.**

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **Regulations 34 and Schedule V of the SEBI (LODR) Regulations, 2015**

#### **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.

## **MATERIAL 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. The Board of Directors wishes to place on record its appreciation for the contribution made by all the employees during the year.

## **DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS OF THE COMPANY:**

<b>Ratio</b>	<b>2021-2022</b>	<b>2020-2021</b>	<b>Variance</b>	<b>Reasons</b>
Debtors Turnover Ratio	82.11	0.89	9172.70%	Variance above 25% is on account of reduction in value of trade receivables.
Inventory Turnover Ratio	NA	NA	NA	
Interest Coverage Ratio	NA	NA	NA	
Current Ratio	73.88	3.67	1915.76%	Variance above 25% is on account of reduction in current liabilities.
Debt Equity Ratio	NA	0.06	NA	
Operating Profit Margin (%)	-242%	-386%	37.34%	Variance above 25% is on account of excess reduction in expenses as compared to reduction in operating revenue.
Net Profit Margin (%)	-212%	-76%	-381.20	Variance above 25% is majorly on account of effects of interest written back in the previous year.
Return on Networth	-43%	-78%	-44.21%	Variance above 25% is on account of increase in average net worth due to the profit in the previous year.

**CAUTIONARY STATEMENT:**

Statement in the Management Discussion and Analysis describing the Company's objectives, expectations, estimates or predictions may be forward looking within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied due to various risk factors and uncertainties. These risk factors and uncertainties include the economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in government regulations and policies that may impact our businesses as well as ability to implement our strategies. We are under no obligation to publicly amend, modify or revise any forward-looking statements on the basis of any subsequent developments, information or events and assume no liability for any action taken by anyone on the basis of any information contained herein.



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS  
(Pursuant to Regulation 34(3) and Clause (i) of Point (10) of Para C of  
Schedule V of SEBI (LODR) Regulations, 2015)**

**To,**  
**Sharad Fibres and Yarn Processors Limited**  
19, 3<sup>rd</sup> Floor, Prabhadevi Industrial Estate,  
408, Veer Savarkar Marg,  
Prabhadevi, Mumbai - 400 025

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Sharad Fibres and Yarn Processors Limited** having Corporate Identification Number: **L17110MH1987PLC043970** and having registered office at 19, 3<sup>rd</sup> Floor, Prabhadevi Industrial Estate, 408, Veer Savarkar Marg, Prabhadevi, Mumbai - 400025 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para - C, Sub-clause 10(i) of the SEBI (LODR) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal ([www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

<b>Sr. No.</b>	<b>Name of Directors</b>	<b>DIN</b>	<b>Date of Appointment</b>
1.	Unni Krishnan Nair	01159376	18/05/2001
2.	Surendra Bahadur Singh	06521001	01/03/2013
3.	Jyoti Chanderlal Nankani	07145004	30/03/2015

**Contd. 2...**

**: 2 :**

Ensuring the eligibility of, for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For GMJ & Associates  
Company Secretaries**

**MAHESH SONI  
PARTNER  
FCS: 3706 COP: 2324  
UDIN: F003706D000876556**

**PLACE: Mumbai  
DATE: August 30, 2022.**

**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@gmail.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, 2022, 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 as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, its loss including total comprehensive income, its cash flows and the changes in equity for the year ended as on that date.

**Basis of Opinion**

I have conducted the audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. My responsibilities under those Standards are further described in the Auditors' Responsibilities for the Audit of the Standalone Financial Statements' section of the report. I am independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to the audit of the financial statements under the provisions of the Act and the Rules thereunder, and I have fulfilled all other ethical responsibilities in accordance with these requirements and the Code of Ethics. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the Standalone Financial Statement.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report

**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

---

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 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.

**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

---

**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:

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

4/9, Shreepati Arcade Annexe - 3, 22, A. K. Marg, Nana Chowk, Mumbai - 400036.

Mob No. 9819660855 Email ID. jinal.parikh@gmail.com

---

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.

- e. 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 standalone 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 standalone 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.

**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@gmail.com

---

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;

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, 2022 taken on record by the Board of Directors, none of the director is disqualified as on 31st March, 2022 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:

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

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

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

d. As per Companies (Audit & Auditors) Amendments Rules, 2021, in my opinion and to the best of my information and according to the explanations given to me:

i. The Company has not advanced or loaned or invested funds (either from borrowed funds or share premium or any other sources or kind of funds) to any other person or entity, including a foreign entity.

**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

---

- ii. The Company has not received funds from any person or entity, including a foreign entity.
- iii. Nothing has come to my notice that has caused me to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
- e. The Company has not declared or paid any amount as dividend during the year.
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: **22<sup>nd</sup> April, 2022**

UDIN: **22158795AHOVEB6304**

**Jinal H. Bhandari**

Proprietor

Membership No: 158795



***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

---

**“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 31<sup>st</sup> March 2022, 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) As per the information and explanation given to me, Company does not have any inventory during the year. Accordingly, the provisions of Clause ii (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
- (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, 2021 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.

***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

---

- (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 customs, value added tax, cess and other material statutory dues were in arrears as at 31<sup>st</sup> March 2022 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.

***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

---

- (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: **22<sup>nd</sup> April, 2022**

UDIN: **22158795AHOVEB6304**

**Jinal H. Bhandari**

Proprietor

Membership No: 158795



***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

---

**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 31<sup>st</sup> March, 2022, 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.

***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

---

### **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, 2022, 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: **22<sup>nd</sup> April, 2022**

UDIN: **22158795AHOVEB6304**

**Jinal H. Bhandari**  
Proprietor  
Membership No: 158795



**SHARAD FIBRES & YARN PROCESSORS LIMITED**  
**Balance Sheet as on 31st March, 2022**

Particulars	Note No.	Year Ended 31/03/2022	Year Ended 31/03/2021
<b>ASSETS</b>			
<b>Non - Current Assets</b>			
Propert, Plant and Equipment	3	-	2,455,141
Capital Work-in-Progress		-	-
Investment Properties		-	-
Goodwill		-	-
Other Intangible Assets		-	-
<b>Financial Assets</b>			
Investments	4(a)	-	-
Loans	4(c)	-	-
Other Financial Assets	4(e)	499,314	948,491
Deferred Tax Assets (net)		-	-
Other Non-Current Assets		-	-
<b>Total Non-Current Assets</b>		<b>499,314</b>	<b>3,403,632</b>
<b>Current Assets</b>			
Inventories		-	-
<b>Financial Assets</b>			
i. Investments		-	-
ii. Trade Receivables	4(b)	-	40,400
iii. Cash and Cash Equivalents	4(d)	7,074,221	11,663,308
iv. Loans and Advances	4(c)	-	61,168
v. Other Financial Assets	4(e)	-	-
Other Current Assets	5	85,163	173,340
Assets classified as held for sale		-	-
<b>Total Current Assets</b>		<b>7,159,384</b>	<b>11,938,215</b>
<b>Total Assets</b>		<b>7,658,698</b>	<b>15,341,847</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	6(a)	43,664,000	43,664,000
<b>Other Equity</b>			
Reserves & Surplus	6(b)	-36,102,207	-31,927,712
Other Reserves		-	-
<b>Total Equity</b>		<b>7,561,793</b>	<b>11,736,289</b>
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
<b>Financial Liabilities</b>			
i. Borrowings	7(a)	-	348,320
ii. Other Financial Liabilities		-	-
Provisions		-	-
Employee Benefit Obligations		-	-
Deferred Tax Liabilities		-	-
Government Grants		-	-
Other Non Current Liabilities		-	-
<b>Total Non Current Liabilities</b>		<b>-</b>	<b>348,320</b>

<b>Current Liabilities</b>			
Financial Liabilities			
i. Borrowings	7(b)	-	322,023
ii. Trade Payables	7(c)	62,200	1,874,358
iii. Other Financial Liabilities			-
Provisions		-	-
Employee Benefit Obligations		-	-
Government Grants		-	-
Current Tax Liabilities		-	-
Other Current Liabilities	8	34,705	1,060,858
Liabilities directly associated with assets classified held for sale		-	-
<b>Total Current Liabilities</b>		<b>96,905</b>	<b>3,257,239</b>
<b>Total Liabilities</b>		<b>96,905</b>	<b>3,605,560</b>
<b>Total Equity and Liabilities</b>		<b>7,658,698</b>	<b>15,341,847</b>

*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

**Jyoti Nankani**  
Managing Director  
DIN- 07145004

**Aditya Dalmia**  
CFO  
DIN- 00634890

**Unnikrishnan Nair**  
Director  
DIN- 01159376

**Namita Rathore**  
Company Secretary

Place: Mumbai  
Date: 22nd April, 2022

Place: Mumbai  
Date: 22nd April, 2022

Particulars	Note No.	Year Ended 31/03/2022	Year Ended 31/03/2021
Revenue from Operations	9	1,658,680	10,003,460
Other Income	10	307,578	188,425,944
<b>Total income</b>		<b>1,966,258</b>	<b>198,429,404</b>
<b>Expenses</b>			
Cost of Material Consumed	11	2,759,528	14,137,561
Purchase of Stock-in-Trade		-	-
Change in Inventories of work-in-progress, stock in trade and finished goods	12	-	-
Employee Benefits Expenses	14	631,450	3,111,819
Depreciation and Amortization Expense	15	-	1,437,762
Impairment of Goodwill and Other Non Current Assets		-	-
Other Expenses	16	2,525,596	29,832,455
Finance Cost	17	51,869	94,924
<b>Total Expenses</b>		<b>5,968,443</b>	<b>48,614,521</b>
<b>Profit Before Tax</b>		<b>(4,002,185)</b>	<b>149,814,883</b>
Income Tax Expenses			
- Current Tax		-	-
- Deferred Tax		-	-
- Related to Previous Years		(172,311)	-
<b>Profit (Loss) for the period from continuing operations</b>		<b>(4,174,496)</b>	<b>149,814,883</b>
<b>Profit (Loss) for the period from discontinued operations</b>		<b>-</b>	<b>-</b>
<b>XIII. Profit (Loss) for the period</b>		<b>(4,174,496)</b>	<b>149,814,883</b>
<b>Other comprehensive income</b>			
Items that may be reclassified to profit or loss		-	-
Items that may not be reclassified to profit or loss		-	-
<b>Other comprehensive income for the year, net of tax</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive income for the year</b>		<b>-</b>	<b>-</b>
<b>Earnings per equity share</b>			
Basic		<b>(0.96)</b>	<b>34.31</b>
Diluted		<b>(0.96)</b>	<b>34.31</b>

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

Jyoti Nankani  
Managing Director  
DIN- 07145004

Aditya Dalmia  
CFO  
DIN- 00634890

Unnikrishnan Nair  
Director  
DIN- 01159376

Namita Rathore  
Company Secretary

Place: Mumbai  
Date: 22nd April, 2022

Place: Mumbai  
Date: 22nd April, 2022



**SHARAD FIBRES & YARN PROCESSORS LIMITED**  
**Statement of Cash flow for the 31st March, 2022**

Particulars	Year ended 2022	31st March, 2021
<b>Cash flow from operating activities</b>		
Profit for the year	(40,02,185)	14,98,14,883
Adjustments for		
Depreciation and amortization expense	-	14,37,762
(Profit)/Loss on disposal of property, plant and equipment	12,79,785	(55,33,889)
Interest and dividend income	(9,377)	(17,87,08,707)
<b>Changes in asset and liabilities</b>		
Decrease / (Increase) in Trade Receivables	40,400	2,25,12,268
Decrease / (Increase) in Inventories	-	14,41,435
Decrease / (Increase) in Other Non Current Assets	1,92,817	(59,108)
Decrease / (Increase) in Other Current Assets	88,177	52,640
(Decrease) / Increase in Trade Payables	(18,12,158)	(3,38,019)
(Decrease) / Increase in Other Current liabilities	(10,26,153)	3,85,084
Decrease / (Increase) in Loans & Advances	61,168	(61,168)
<b>Cash generated from operations</b>		
Income taxes paid	84,048	22,289
<b>Net cash flow from operating activities</b>	<b>(51,03,478)</b>	<b>(90,34,530)</b>
<b>Cash flow from investing activities</b>		
Purchase of property, plant and equipment	-	-
Proceeds from sale of plant, property and equipment	11,75,356	1,31,50,000
<b>Net cash flow from investing activities</b>	<b>11,75,356</b>	<b>1,31,50,000</b>
<b>Cash flow from financing activities</b>		
Proceeds from borrowings	-	81,64,484
Repayment of borrowings	(6,70,342)	(1,84,18,002)
Interest received	9,377	-
<b>Net cash flow from financing activities</b>	<b>(6,60,965)</b>	<b>(1,02,53,518)</b>
<b>Net increase/ decrease in cash and cash equivalents</b>		
Cash and cash equivalents at beginning of the financial year	1,16,63,308	1,78,01,356
Effects of exchange rate changes on cash and cash equivalents		
<b>Cash and cash equivalents at end of the year</b>	<b>70,74,221</b>	<b>1,16,63,308</b>
<b>Reconciliation of cash and cash equivalents as per the cash flow statement</b>		
Cash and cash equivalents as per above comprise of the following		
	<b>Thursday, March 31, 2022</b>	<b>Wednesday, March 31, 2021</b>
Cash and cash equivalents (note 6(d))	70,74,221	1,16,63,308
Bank Overdrafts (note 13(a))		-
<b>Balances as per statement of cash flows</b>	<b>70,74,221</b>	<b>1,16,63,308</b>

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

**Jyoti Nankani**  
Managing Director  
DIN- 07145004

**Aditya Dalmia**  
CFO  
DIN- 00634890

**Unnikrishnan Nair**  
Director  
DIN- 01159376

**Namita Rathore**  
Company Secretary

Place: Mumbai  
Date: 22nd April, 2022

Place: Mumbai  
Date: 22nd April, 2022

**SHARAD FIBRE & YARN PROCESSORS LIMITED****Notes to the financial statements for the year ended March 31, 2022****1. Corporate Information**

The company is engaged in the business of and job work related to recycling of plastic wastes.

**2. 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. 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) 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.

vi) 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 GST 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.

However the Company does not have any inventory during the year.

vii) Foreign Currency Transactions

- Initial Recognition: Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date
- 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.

viii) Taxation

- 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.
- 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.

ix) 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.



- The Final GST Output liability, claim of Input tax credit and the amount of GST debited to Profit and Loss account, are subject to finalization of GST Audit, which is not complete as on the date of signing this Balance Sheet. Due to this reason, the impact on Financial Statements on account of GST credit mismatch cannot be stated.

x) 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.

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, 2021 and March 31 2020.

- 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) Earnings 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:

	For the year ended	For the year ended
	March 31, 2022	March 31, 2021
Profit / (Loss) after tax	(41,74,496)	14,98,14,883

Weighted Number of Shares (nos.)	43,66,400	43,66,400
<b>EPS (Rs.)</b>		
Basic/Diluted Earnings Per Share (Rs.)	(0.96)	34.31
Face value per share (Rs.)	10.00	10.00

xiv) Segment Reporting

An entity shall report separately information about each operating segment that:

- has been identified as an Operating Segment or results from aggregating two or more of those segments, and
- exceeds the quantitative thresholds as specified in Ind AS 108 – Operating Segments

However, the company does not fall into any of the above stated criteria and hence the company does not qualify as a reportable segment and thus no segment reporting is provided.

xv) Investments

There are no Investments held by the company as on balance sheet date.

xvi) Related Party Disclosures

As per Indian Accounting Standard-24 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	Aditya Dalmia	Key Management Personnel
2	Dalmia Polypro Industries Pvt. Ltd.	Company in which KMP is a Director
3	Aditya Dalmia HUF	KMP's HUF



## (ii) Transaction during the year with related parties:

Sales/Purchases						
Name of the Related Party	Relation	Nature	Amount	Clg Balance	Amount	Clg Balance
			31/3/2022	31/3/2022	31/3/2021	31/3/2021
Dalmia Polypro Industries Private Limited	Company in which KMP is a Director	Sales	-	-	15,55,350	-
Dalmia Polypro Industries Private Limited	Company in which KMP is a Director	Purchase	-	-	4,95,610	-
Other Transactions with Related Parties						
Name of the Related Party	Relation	Nature	Amount	Clg Balance	Amount	Clg Balance
			31/3/2022	31/3/2022	31/3/2021	31/3/2021
Dalmia Polypro Industries Private Limited	Company in which KMP is a Director	Job Work (Income)	16,58,680	-	83,83,040	(9,81,270)
Dalmia Polypro Industries Private Limited	Company in which KMP is a Director	Sale of Factory Land and Building	-	-	1,31,50,000	-

**xvii) OTHER NOTES**

- i) Expenditure in foreign currency during the financial year on account of:  
Foreign Traveling Expenses – (Rs. Nil)
- ii) 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.
- iii) Trade Payables:  
No unpaid amount as on 31.03.2022 to Micro, Small and Medium Enterprises Development Act, 2006. Hence, such information is not disclosed in the financial statements.
- iv) The company has appointed a full-time company secretary as per section 203.

**For J H Bhandari & Co.**  
Chartered Accountants  
FRN: 138960W

**For Sharad Fibre & Yarn Processors Limited**

Jinal H. Bhandari  
Proprietor  
M. No.: 158795

**Aditya A. Dalmia**  
CFO  
DIN: 00634890

**Jyoti Nankani**  
M.D.  
DIN: 00634870

**Unnikrishnan Nair**  
Director  
DIN: 01159376

**Namita Rathore**  
Company Secretary

Place: **Mumbai**  
Date: **22<sup>nd</sup> April, 2022**

Place: **Mumbai**  
Date: **22<sup>nd</sup> April, 2022**

**SHARAD FIBRES & YARN PROCESSORS LIMITED**  
**Statement of changes in equity for the year ended 31st March, 2022**

**A. Equity Share Capital**

Particulars	Notes	
<b>As at 1 April 2020</b>		
Changes in equity share capital	8	43,664,000
<b>As at 31 March 2021</b>		<b>43,664,000</b>
Changes in equity share capital	8	43,664,000
<b>As at 31 March 2022</b>		<b>43,664,000</b>

**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	
<b>Balance as at April 1, 2020</b>	(443,880,229)	2,107,457	-	-	(441,772,772)
Profit for the year / Other Additions	260,137,798	149,707,261	-	-	409,845,060
Other comprehensive income	-	-	-	-	-
<b>Total comprehensive income for the year</b>	<b>(183,742,430)</b>	<b>151,814,718</b>	-	-	<b>(31,927,712)</b>
Remeasurement of the net defined benefit liability/asset		-	-	-	-
Fair value changes on derivatives designated as cash flow hedge	-	-	-	-	-
Fair value changes on investments, net	-	-	-	-	-
Equity instruments through other comprehensive income	-	-	-	-	-
Transactions with owners in their capacity as owners:					
Issue of equity	-	-	-	-	-
Dividends paid	-	-	-	-	-
Employee stock option expense	-	-	-	-	-
<b>Balance as at 31 March, 2021</b>	<b>(183,742,430)</b>	<b>151,814,718</b>	-	-	<b>(31,927,712)</b>



Particulars	Other Equity				Total
	Reserves and Surplus		Other comprehensive income		
	Retained Earnings	Capital reserve	Equity Instruments	Other items of other comprehensive income	
<b>Balance as at April 1, 2021</b>	(183,742,430)	151,814,718	-	-	(31,927,712)
Profit for the year / Other Additions	(4,174,496)	-	-	-	(4,174,496)
Other comprehensive income	-	-	-	-	-
<b>Total comprehensive income for the year</b>	<b>(187,916,926)</b>	<b>151,814,718</b>	-	-	<b>(36,102,208)</b>
Remeasurement of the net defined benefit liability/asset			-	-	-
Fair value changes on derivatives designated as cash flow hedge	-	-	-	-	-
Fair value changes on investments, net	-	-	-	-	-
Equity instruments through other comprehensive income	-	-	-	-	-
Transactions with owners in their capacity as owners:					
Issue of equity	-	-	-	-	-
Dividends paid	-	-	-	-	-
Employee stock option expense	-	-	-	-	-
<b>Balance as at 31 March, 2022</b>	<b>(187,916,926)</b>	<b>151,814,718</b>	-	-	<b>(36,102,208)</b>

*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

**Jinal Bhandari**  
Proprietor  
M. No. 158795

**Place: Mumbai**  
**Date: 22nd April, 2022**

**Jyoti Nankani**  
Managing Director  
DIN- 07145004

**Unnikrishnan Nair**  
Director  
DIN- 01159376

**Place: Mumbai**  
**Date: 22nd April, 2022**

**Aditya Dalmia**  
CFO  
DIN- 00634890

**Namita Rathore**  
Company Secretary

## 3 Property, plant and equipment

Particulars	Freehold Land	Building	Computer	Plant & Machinery	Equipment	Vehicles	Electrical Instalations	Capital work-in-progress	Total
<b>Year ended 31 March, 2021</b>									
<b>Gross carrying amount</b>									
Deemed cost as at 1 April 2021	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 as held for sale									
Disposals	591,905	5,959,081	69,000	7,156,249	6,700	-	221,435		
<b>Closing gross carrying amount</b>	-	-	-	-	-	<b>5,892,085</b>	-	-	<b>19,896,455</b>
<b>Accumulated Depreciation</b>									
Accumulated Depreciation as at 1 April 2021	-	3,841,275	65,550	1,595,269	4,387	2,749,474	131,527	-	8,387,482
Depreciation charge during the year	-	66,464	3,450	589,855	562	687,470	89,908	-	1,437,709
Disposals		3,907,739	69,000	2,185,124	4,949		221,435		6,388,247
<b>Closing accumulated depreciation</b>	-	-	-	-	-	<b>3,436,944</b>	-	-	<b>3,436,944</b>
Net Carrying amount	-	-	-	-	-	<b>2,455,141</b>	-	-	<b>2,455,141</b>
<b>Year ended 31 March, 2022</b>									
<b>Gross carrying amount</b>									
Opening gross carrying amount	-	-	-	-	-	5,892,085	-	-	19,896,455
Additions									-
Assets classified as held for sale									
Disposals	-	-	-	-	-	5,892,085	-		
Transfers									
<b>Closing gross carrying amount</b>	-	-	-	-	-	-	-	-	<b>19,896,455</b>
<b>Accumulated Depreciation and impairment</b>									
Opening accumulated depreciation	-	-	-	-	-	3,436,944	-	-	3,436,944
Depreciation charge during the year	-	-	-	-	-	-	-	-	-
Impairment loss									
Disposals		-	-	-	-	3,436,944	-		3,436,944
Exchange differences									
Assets classified as held for sale									
<b>Closing accumulated depreciation and impairment</b>	-	-	-	-	-	-	-	-	-
Net Carrying amount	-	-	-	-	-	-	-	-	-

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

## 4 Financial assets

## 4(a) Non-current investments

Particulars	31-Mar-22	31-Mar-21
Investment in equity instruments	-	-
<b>Total non-current investments</b>	-	-
Aggregate amount of quoted investments and market value there of		
Aggregate amount of unquoted investments		
Aggregate amount of impairment in the value of investments		

## 4(a) Current investments

Particulars	31-Mar-22	31-Mar-21
Investment in equity instruments	-	-
<b>Total non-current investments</b>	-	-
Aggregate amount of quoted investments and market value there of		
Aggregate amount of unquoted investments		
Aggregate amount of impairment in the value of investments		

## 4(b) Trade Receivables

Particulars	31-Mar-22	31-Mar-21
Trade Receivables	-	40,400
Receivables from related parties	-	-
Less: Allowance for doubtful debts	-	-
<b>Total Receivables</b>	-	<b>40,400</b>
Current portion	<b>40,400</b>	<b>40,400</b>
Non current portion	-	-

## Break up of Security Details

Particulars	31-Mar-22	31-Mar-21
Secured, considered good	-	-
Unsecured, considered good	-	40,400
Doubtful	-	-
<b>Total</b>	-	<b>40,400</b>
Allowance for doubtful debts	-	-
<b>Total trade receivables</b>	-	<b>40,400</b>

## 4(c) Loans

Particulars	31-Mar-22		31-Mar-21	
	Current	Non Current	Current	Non Current
<b>Unsecured, considered good</b>				
Loan to Employees	-	-	61,168	-
<b>Unsecured, considered doubtful</b>				
Loan to Employees	-	-	-	-
Less: Allowance for doubtful loans	-	-	-	-
<b>Total loans</b>	-	-	<b>61,168</b>	-

## 4(d) Cash and cash equivalents

Particulars	31-Mar-22	31-Mar-21
<b>Balances with banks</b>		
- In Current Accounts	6,394,190	10,957,241
- in EEFC Account	-	-
Deposit with maturity of less than three months	-	-
Cash on hand	680,031	706,067
<b>Total Cash and Cash Equivalents</b>	<b>7,074,221</b>	<b>11,663,308</b>

**4(e) Other financial assets**

Particulars	31-Mar-22		31-Mar-21	
	Current	Non Current	Current	Non Current
Derivatives				
<b>Others</b>				
Security deposits	-	268,375	-	268,375
Balance with Revenue Authorities	-	230,939	-	641,216
Bank Deposits with more than 12 months Maturity	-	-	-	38,900
<b>Total Other Financial Assets</b>	-	<b>499,314</b>	-	<b>948,491</b>

**5 Other Current Assets**

Particulars	31-Mar-22	31-Mar-21
Prepayments	17,503	105,680
Advances to Suppliers	-	-
Other Receivables	67,660	67,660
<b>Total Other Non Current Assets</b>	<b>85,163</b>	<b>173,340</b>

**6(a)(i) Equity share capital**

Particulars	Number of shares	Amount
<b>As at 1 April 2020</b>	4,366,400	43,664,000
Increase during the year		
<b>As at 31 March 2021</b>	<b>4,366,400</b>	<b>43,664,000</b>
Increase during the year	-	-
<b>As at 31 March 2022</b>	<b>4,366,400</b>	<b>43,664,000</b>

**(i) Movement in equity share capital**

Particulars	Number of shares	Amount
<b>As at 1 April 2020</b>	4,366,400	43,664,000
Issued during the year		
<b>As at 31 March 2021</b>	<b>4,366,400</b>	<b>43,664,000</b>
Increase during the year	-	-
<b>As at 31 March 2022</b>	<b>4,366,400</b>	<b>43,664,000</b>

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

Particulars	31-Mar-22		31-Mar-21	
	No. of shares	% holding	No. of shares	% holding
Aditya Dalmia	1,735,981	39.76%	1,735,981	39.76%
Pratibha Dalmia	946,469	21.68%	946,469	21.68%

**6(b) Reserves and Surplus**

Particulars	31-Mar-22		31-Mar-21	
<b>Capital Reserves</b>				
Opening Balance	151,814,718		2,107,457	
Add: Loan Write Back (Principal of Term Loan)	-		149,707,261	
Closing Balance		151,814,718		151,814,718
<b>Retained Earnings</b>				
Opening Balance	-183,742,430		-443,880,229	
Profit for the year	-4,174,496		149,814,883	
Add / Less:- P&L Appropriation:	-			
Loan Write Back (Working Capital Loan)	-	-187,916,926	110,322,916	-183,742,430
<b>Total reserves and surplus</b>		<b>-36,102,207</b>		<b>-31,927,712</b>

**7 Financial Liabilities****7(a) Non Current Borrowings**

Particulars	Interest Rate	31-Mar-22	31-Mar-21
<b>Secured</b>			
<b>Term loans</b>			
-Yes Bank Car Loan	9.25%	-	348,320
<b>Unsecured</b>			
Loans and Advances from Others	-	-	-
Capital Advance recd for sale of Property	-	-	-
<b>Total Non Current Borrowings</b>		<b>-</b>	<b>348,320</b>

**Notes**

- (i) Loans Amounting to Rs. Nil (Rs. 3,48,320/-) as shown under the head Term Loans From Bank of Secured Borrowings is secured against the car purchased.
- (ii) 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%
- (iii) Company has not defaulted in repayment of the said car loan.

**7(b) Current borrowings**

Particulars	Interest Rate	31-Mar-22	31-Mar-21
<b>Loans repayable on demand</b>			
<b>Secured</b>			
Bank overdraft	-	-	-
<b>From banks</b>			
-YES BANK Car Loan	9.25%	-	286,488
-ICICI Car Loan	9.75%	-	35,535
<b>Total Current Borrowings</b>		-	<b>322,023</b>

**Notes**

- (i) Company has not defaulted in repayment of the said car loan.
- (ii) Loans Amounting to Rs. Nil (Rs. 35,535/-) as shown under the head Term Loans From ICICI Bank of Secured Borrowings is 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. Nil (Rs. 2,86,488/-) as shown under the head Term Loans From Yes Bank of Secured Borrowings is 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%

**7(c) Trade Payables**

Particulars	31-Mar-22	31-Mar-21
<b>Current</b>		
Trade payables	62,200	1,874,358
Trade payables to Related Parties	-	-
<b>Total Trade Payables</b>	<b>62,200</b>	<b>1,874,358</b>

**8 Other Current Liabilities**

Particulars	31-Mar-22	31-Mar-21
Statutory Tax Payables	13,205	79,588
Advance from Customers	-	981,270
Salary Payable	21,500	-
<b>Total Other Non Current Assets</b>	<b>34,705</b>	<b>1,060,858</b>

**9 Revenue from operations**

<b>Particulars</b>	<b>31-Mar-22</b>
Sale of Products	
Job Work	1,658,680
<b>Total Revenue from Operations</b>	<b>1,658,680</b>

**10 Other Income**

<b>Particulars</b>	<b>31-Mar-22</b>
Interest on Refund	9,377
Interest Written back	-
Profit on Sale of Fixed Asset	-
Sundry Balances Written Back	298,201
<b>Total Other Income</b>	<b>307,578</b>

**11 Cost of Material consumed**

<b>Particulars</b>	<b>31-Mar-22</b>
Opening Stocks	-
Add: Purchases	-
Add: Direct Expenses	2,759,528
Less: Closing Stocks	-
<b>Total Cost of Material Consumed</b>	<b>2,759,528</b>

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

<b>Particulars</b>	<b>31-Mar-22</b>
<b>Finished Goods</b>	
Closing Stock	-
less: Opening Stock	-
<b>Total Changes in Finished Goods</b>	<b>-</b>

**13 Other Direct Expenses**

<b>Particulars</b>	<b>31-Mar-22</b>
Additive Exp.	
Freight & Forwarding	900
Factory Expense	
Insp. Testing & Certification	1,000
Labour Charges	482,340
Loading & Unloading Exp.	4,360
Packing Expenses	
Power & Fuel	1,829,230
Repair and Maintenance	34,900
Stores and Spares	406,798
<b>Total</b>	<b>2,759,528</b>

**14 Employee Benefit Expense**

<b>Particulars</b>	<b>31-Mar-22</b>
Salaries and Wages	583,421
Contribution to Provident & Other Funds (incl Admin Charges)	15,072
Gratuity	19,472
Staff Welfare expenses	13,485
<b>Total</b>	<b>631,450</b>

**15 Depreciation and amortization expense**

<b>Particulars</b>	<b>31-Mar-22</b>
Depreciation of property, plant and equipment	-
<b>Total</b>	<b>-</b>

**16 Other Expenses**

<b>Particulars</b>	<b>31-Mar-22</b>
Advertisement Expenses	31,332
Payment to Auditor (Note No. 18)	40,000
Bank Charges	14,466
Computer Expenses	1,666
Conveyance & Travelling	5,203
Insurance	59,280
Interest on Late Payment of TDS	5,476
Late Payment charges on GST	292,792
Other Interest	12,218
Professional charges	429,000
Loss on Sale of Asset	1,279,785
Motor Car Expenses & Insurance	129,259
Miscellaneous Expenses	67,398
Postage & Courier Expenses	668
Printing and Stationery	480
Rates and Taxes	109,373
Security Expense	47,200
Sundry Balances W/off	-
Internet Charges	-
Telephone Exp.	-
<b>Total</b>	<b>2,525,596</b>

**17 Finance costs**

<b>Particulars</b>	<b>31-Mar-22</b>
Hire Charges	51,869
<b>Total</b>	<b>51,869</b>

**18 Details of payment to Auditors**

<b>Particulars</b>	<b>31-Mar-22</b>
Statutory Audit Fees	40,000
<b>Total</b>	<b>40,000</b>



**SHARAD FIBRES & YARN PROCESSORS LIMITED**  
**Groupings**

Particulars	31-Mar-22	31-Mar-21
<b><u>Long Term Borrowings</u></b>		
<b><u>Secured</u></b>		
<b><u>Bank Loan</u></b>		
YES BANK Car Loan (more than 12 months)	-	348,320
	-	<b>348,320</b>
<b><u>Long Term Borrowings</u></b>		
<b><u>From Bank</u></b>		
ICICI Car loan (more than 12 months)	-	35,535
YES BANK Car Loan (less than 12 months)	-	286,488
	-	<b>322,023</b>
<b><u>Other Current Liabilities</u></b>		
<b><u>Statutory Remittances</u></b>		
TDS Payable	13,205	79,589
GST payable	-	(1)
	<b>13,205</b>	<b>79,588</b>
<b><u>Trade Payables</u></b>		
Sundry Creditors for Goods	-	390,277
Sundry Creditors for Expenses	62,200	1,484,082
	<b>62,200</b>	<b>1,874,358</b>
<b><u>Long Term Loans &amp; Advances</u></b>		
<b><u>Security Deposits</u></b>		
Electricity Security Deposit (HDFC Bank)	10,375	10,375
Electricity Dept. Deposit	250,000	250,000
Gas deposits	8,000	8,000
	<b>268,375</b>	<b>268,375</b>
<b><u>Cash and cash equivalent</u></b>		
Dena Bank - Unit III	-	571
Ichalkaranji Bank - Unit II	-	9,386
HDFC Bank 16841	6,394,190	10,934,559
Dena Bank Silvassa	-	12,725
	<b>6,394,190</b>	<b>10,957,241</b>
<b><u>Bank Deposits with more than 12 months maturity</u></b>		
CBI (FDR) - Valsad Branch	-	38,900
	-	<b>38,900</b>
<b><u>Balances with Government Authorities</u></b>		
TCS Receivable A.Y. 17-18	60,298	60,298
TDS Receivable A.Y. 20-21	-	289,530
TDS Receivable A.Y. 21-22	126,966	126,966
TCS Receivable A.Y. 21-22	5,314	5,314
TDS Receivable A.Y. 22-23	33,170	-
GST Receivable	5,191	159,108
	<b>230,939</b>	<b>641,216</b>