

FORM No. MGT-13**Combined Report of Scrutinizer for Remote e-voting & Poll Process**

[Pursuant to Section 108/109 of the Companies Act, 2013 read with the Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as amended]

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

Subject: 31st Annual General Meeting of the Shareholders of Sharad Fibres and Yarn Processors Limited held on Tuesday, June 26, 2018 at 10:00 a.m. at Office No.16, Unique Industrial Estate, Off. Veer Savarkar Marg, Prabhadevi, Mumbai - 400025.

Dear Sir,

We, M/s. GMJ & Associates, Company Secretaries, represented by Mr. Mahesh Soni, Partner have been duly appointed by the Board of Directors for the purpose of scrutinizing the Remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereof and voting through Poll at the venue of the Annual General Meeting (AGM) in a fair and transparent manner in respect of the Resolutions contained in the Notice of the 31st AGM of Equity Shareholders of **Sharad Fibres and Yarn Processors Limited** at their Meeting held on Tuesday, June 26, 2018 at Office No. 16, Unique Industrial Estate, Off. Veer Savarkar Marg, Prabhadevi, Mumbai - 400025.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means (Remote e-voting) and voting by Poll at the venue of AGM on the Resolutions contained in the Notice of the 31st AGM of the Members of the Company. Our responsibility as a Scrutinizer for the Remote e-voting process and for the Poll at the 31st AGM is restricted to make a Scrutinizer's Report of the Votes Cast "in favour" or "against" the Resolutions as stated below on the report generated from the Remote e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by Company to provide Remote e-voting facilities and the Report generated electronically for voting by Poll at the venue of AGM.



After the time fixed for closing of Poll by the Chairperson, Ballot box kept for polling was locked in our presence with due identification marks placed by us.

The locked Ballot box was subsequently opened by us in the presence of two witnesses, who are not in employment of the Company, thereafter; the Poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Registrar and Transfer Agents/ the Company and the authorizations/ proxies lodged with the Company. Incomplete, invalid and defective Poll papers were rejected by us.

The Consolidated Scrutinizer's Report on the resolutions proposed in the Notice of the AGM with respect to Remote e-voting and Poll Process is as under:

ITEM NO. 1: ORDINARY RESOLUTION:

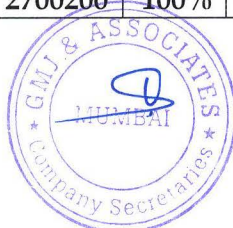
Adoption of Audited Financial Statements (Standalone and Consolidated) for the Financial Year ended March 31, 2018 including the Audited Balance Sheet as at March 31, 2018, the Statement of Profit & Loss & Cash Flow Statement for the year ended on that date together with the Reports of the Directors and Auditor's thereon.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot / e-voting entry	Nos.	% to total valid	No of ballot / e-voting entry	Nos.	% to total valid	
E-voting	--	--	--	--	--	--	--	--
Poll/Ballot voting	2700200	21	2700200	100%	--	--	--	--
Total	2700200	21	2700200	100%	--	--	--	--

ITEM NO. 2: ORDINARY RESOLUTION:

Re-appointment of Ms. Jyoti Nankani (DIN: 07145004), who retires by rotation.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	--	--	--	--	--	--	--	--
Poll/Ballot voting	2700200	21	2700200	100%	--	--	--	--
Total	2700200	21	2700200	100%	--	--	--	--



ITEM NO. 3: ORDINARY RESOLUTION:

Appointment of M/s. J. H. Bhandari & Co., Chartered Accountants as a Statutory Auditors, in place of M/s. Darshil Doshi & Co., Chartered Accountants for a term of Five (5) years.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	--	--	--	--	--	--	--	--
Poll/Ballot voting	2700200	21	2700200	100%	--	--	--	--
Total	2700200	21	2700200	100%	--	--	--	--

ITEM NO. 4: ORDINARY RESOLUTION:

Re - appointment of Mr. Ravi Dalmia, Managing Director of the Company.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	--	--	--	--	--	--	--	--
Poll/Ballot voting	54902	14	54902	100%	--	--	--	--
Total	54902	14	54902	100%	--	--	--	--

Note: Mr. Ravi Dalmia, Mr. Aditya Dalmia, Mrs. Anita Dalmia, Mr. Shashi Dalmia, Ravi Dalmia HUF, Aditya Dalmia HUF and Shashi Dalmia HUF were interested in the aforesaid resolution, hence abstained and did not vote.



ITEM NO. 5: SPECIAL RESOLUTION:

Re- appointment of Mr. Unni Krishnan Nair (Din: 01159376), Independent Director for a second term of 5 consecutive years, existing term expires on March 31, 2019.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	Nos.
E-voting	--	--	--	--	--	--	--	--
Poll/Ballot voting	2700200	21	2700200	100%	--	--	--	--
Total	2700200	21	2700200	100%	--	--	--	--

ITEM NO. 6: SPECIAL RESOLUTION:

Re- appointment of Mr. Surendra Bahadur Singh (DIN: 06521001), Independent Director for a second term of 5 consecutive years, existing term expires on March 31, 2019.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	Nos.
E-voting	--	--	--	--	--	--	--	--
Poll/Ballot voting	2700200	21	2700200	100%	--	--	--	--
Total	2700200	21	2700200	100%	--	--	--	--



ITEM NO. 7: SPECIAL RESOLUTION:

Sale of 25,000 Equity shares held by the company in Dalmia Exim Limited, a step down subsidiary of the company; through BST Exports Private Limited, a wholly owned subsidiary.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	--	--	--	--	--	--	--	--
Poll/Ballot voting	6500	13	6500	100%	--	--	--	--
Total	6500	13	6500	100%	--	--	--	--

Note: Mr. Ravi Dalmia, Mr. Aditya Dalmia, Mrs. Anita Dalmia, Mrs. Pratibha Dalmia, Mr. Shashi Dalmia, Ravi Dalmia HUF, Aditya Dalmia HUF and Shashi Dalmia HUF were interested in the aforesaid resolution, hence abstained and did not vote.

ITEM NO. 8: SPECIAL RESOLUTION:

Sale of 3,70,000 EQUITY shares held by the company in its wholly owned subsidiary company (i.e. BST Exports Private Limited).

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	--	--	--	--	--	--	--	--
Poll/Ballot voting	6500	13	6500	100%	--	--	--	--
Total	6500	13	6500	100%	--	--	--	--

Note: Mr. Ravi Dalmia, Mr. Aditya Dalmia, Mrs. Anita Dalmia, Mrs. Pratibha Dalmia, Mr. Shashi Dalmia, Ravi Dalmia HUF, Aditya Dalmia HUF and Shashi Dalmia HUF were interested in the aforesaid resolution, hence abstained and did not vote.



ITEM NO. 9: ORDINARY RESOLUTION:

Approval for Related Party Transactions with Dalmia Polypro Industries Private Limited under Section 188 of the Companies Act, 2013.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	--	--	--	--	--	--	--	--
Poll/Ballot voting	63890	14	63890	100%	--	--	--	--
Total	63890	14	63890	100%	--	--	--	--

Note: Mr. Ravi Dalmia, Mr. Aditya Dalmia, Mrs. Pratibha Dalmia, Mr. Shashi Dalmia, Ravi Dalmia HUF, Aditya Dalmia HUF and Shashi Dalmia HUF were interested in the aforesaid resolution, hence abstained and did not vote.

Non-of the Shareholders availed Remote e-voting facility and all the above resolutions voted through Poll/Ballot Process were passed with Requisite Majority.

The Poll/Ballot papers and all other relevant records were sealed and handed over to the Chairperson of the Company for safe keeping.

For GMJ & ASSOCIATES
Company Secretaries



[CS MAHESH SONI]
PARTNER
FCS: 3706; COP: 2324

PLACE: MUMBAI
DATE: JUNE 26, 2018.

[RAVI DALMIA]
CHAIRPERSON OF
ANNUAL GENERAL MEETING