

**SARLA PERFORMANCE FIBERS LIMITED**

[CIN: L31909DN1993PLC000056]

**Registered Office:** Survey No. 59/1/4, Amlī Piparia Industrial Estate, Silvassa, U.T. of Dadra & Nagar Haveli - 396230, India,

**Tel:** 0260-3290467, **Fax:** 0260 - 2631356,

**Email:** investors@sarlafibers.com **Website:** www.sarlafibers.com

**NOTICE OF TWENTY SIXTH ANNUAL GENERAL MEETING**

NOTICE is hereby given that the **Twenty Sixth Annual General Meeting** of the members of Sarla Performance Fibers Limited will be held on Friday, 27th September, 2019, at 10:00 AM, at the Registered Office of the Company at Survey No. 59/1/4, Amlī Piparia Industrial Estate, Silvassa - 396230, Union Territory of Dadra & Nagar Haveli to transact the following business:

**ORDINARY BUSINESS:**

**1. To adopt Financial Statements**

To receive, consider and adopt a) the audited financial statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon; and b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Auditors thereon and in this regard, pass the following resolutions as Ordinary Resolutions:

- a) **“RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
- b) **“RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended 31st March, 2019 and the Report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

**2. To declare dividend**

To declare a dividend on equity shares for the financial year ended 31st March, 2019 and, in this regard, pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** a dividend at the rate of Rs. 1.1/- Per Share (Rupees One and Ten Paise Only) per equity share of face value of Re. 1/- (Rupee One) each on fully paid-up Equity Shares as recommended by the Board of Directors be and hereby declared [Excluding the Share upon which the Promoter / Member have waived / forgone / his / her / their right to receive the Dividend by him / her / them] for the financial year ended 31st March, 2019 to those Shareholders whose name appear in the Register of shareholders of the Company as on 20th September, 2019.”

**3. To appoint Director retire by rotation**

To appoint Mr. Madhusudan Jhunjhunwala [DIN: 00097254], who retires by rotation as a Director and in this regard, pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Madhusudan Jhunjhunwala [DIN: 00097254], who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retires by rotation.”

**SPECIAL BUSINESS:**

**4. To re-appoint Mr. Madhusudan Jhunjhunwala (DIN: 00097254) as Chairman and Whole-time Director of a Company for a period of Five years:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, based on the recommendations of Nomination and Remuneration Committee and Board of Directors of the Company, the consent of members of the Company be and is hereby accorded to re-appoint Mr. Madhusudan Jhunjhunwala (DIN: 00097254), as a Whole -time Director, designated as Chairman and Executive Director, for a further period of Five (5) years with effect from 1st August, 2019 to 31st July, 2024, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit; and the period of his office shall be liable to determination by retirement of directors by rotation.”

**RESOLVED FURTHER THAT** pursuant to Section 196 read with Schedule V of the Companies Act, 2013, approval of the Members be and is hereby accorded to the continuation of directorship of Mr. Madhusudan Jhunjhunwala (DIN: 00097254) who has already

# Notice

reached the age of 78 years.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.”

**5. To re-appoint Mr. Krishnakumar Jhunjunwala (DIN: 00097175) as Managing Director of a Company for a period of Five years:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, based on the recommendations of Nomination and Remuneration Committee and Board of Directors of the Company, the consent of members of the Company be and is hereby accorded to re-appoint Mr. Krishnakumar Jhunjunwala (DIN: 00097175), for a further period of 5 (five) years from the expiry of his present term of office, i.e., with effect from 1st October, 2019 to 30th September, 2024, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit, and the period of his office shall be liable to determination by retirement of directors by rotation.”

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.”

**6. To re-appoint Mr. Parantap Dave (DIN: 00019472) as an Independent Director of the Company for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory

modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Parantap Dave (DIN: 00019472), who was appointed as an Independent Director of the Company to hold office for Five (5) consecutive years up to the conclusion of 26th Annual General Meeting, by the members at the 21st Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of Five (5) consecutive years commencing from 27th September, 2019 up to the conclusion of the 31st Annual General Meeting of the Company in the calendar year 2024, not liable to retire by rotation.”

**7. To appoint Mr. Paulo Manuel Ferreira Moura De Castro (DIN: 08459844) as an Independent Director of the Company:**

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

“**RESOLVED THAT** Mr. Paulo Manuel Ferreira Moura De Castro (DIN: 08459844), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 23rd May, 2019, under Section 161(1) of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment (s) thereof for the time being in force), who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying the intention to propose the candidature of Mr. Paulo Manuel Ferreira Moura De Castro (DIN: 08459844) for the office of Director be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Mr. Paulo Manuel Ferreira Moura De Castro (DIN: 08459844), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of Five years with effect from 23rd May, 2019.”

**8. To ratify the remuneration of Cost Auditors for the financial year ending 31st March, 2020:**

To consider and, if thought fit, to pass with or without modification (s), the following resolutions as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory

modification(s) or re-enactment thereof for the time being in force), and as approved by the Board of Directors of the Company, remuneration of Rs. 1,00,000 (Rupees One Lac Only) (plus applicable taxes and re-imburement of out of pocket expenses incurred in connection with the audit) to be paid to M/s. B.F. Modi & Associates, Cost Accountants, Vapi (Membership Number: 6955) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year

ending 31st March, 2020, be and is hereby ratified;

**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or Mr. Mahendra Sheth, Chief Financial Officer and Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

#### **BY ORDER OF THE BOARD OF DIRECTORS**

**Madhusudan S. Jhunjunwala**  
Chairman and Whole Time Director  
(DIN: 00097254)

**Place:** Mumbai  
**Date:** 13<sup>th</sup> August, 2019

#### **Registered Office:**

**SARLA PERFORMANCE FIBERS LIMITED**  
**[CIN: L31909DN1993PLC000056]**

Survey No. 59/1/4, Amli Piparia Industrial Estate,  
Silvassa, U.T. of Dadra & Nagar Haveli - 396230  
Tel: 0260 - 3290467, Fax: 0260 - 2631356,  
Email: investors@sarlafibers.com Website: www.sarlafibers.com

possibilities

*“Go for the impossible. I always tried to find my own limits. So far I did not find them, so my universe is in constant expansion.”*

**- Paulo Coelho**



1. The Company's Statutory Auditors, M/s. CNK & Associates LLP, Chartered Accountants, Mumbai [ICAI Firm Registration Number: 101961W] were appointed as Statutory Auditors of the Company for a period of Five (5) consecutive years at the 24th Annual General Meeting (AGM) of the members of the Company held on 29th September, 2017 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors.

Their appointment was subject to ratification by the Members at every subsequent AGM held after the AGM held on 29th September, 2017. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from 7th May, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute.

In view of the above, ratification by the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

2. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Business under Item Nos. 4 to 8 of the accompanying Notice is annexed hereto.

**3. 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.** A person can act as proxy on behalf of Members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent (10.00%) of the total share capital of the Company carrying voting rights. A Member holding more than ten percent (10.00%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or Shareholder. Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than forty-eight hours before the commencement of the Meeting. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution / authority, as applicable. A Proxy Form is annexed to this Notice.

4. Corporate Members are required to send a certified true copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote on their behalf at the Meeting.

5. Members, Proxies and Authorized Representatives are requested to bring to the Meeting, the attendance slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID / Folio No. Duplicate Attendance Slip or copies of the Report and Accounts will not be made available at the AGM venue.

6. In terms of the provisions of Section 152 of the Act, Mr. Madhusudan Jhunjunwala, Director will retire by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointment. Mr. Madhusudan Jhunjunwala is interested in the Ordinary Resolutions set out at Item Nos. 3, of the Notice with regard to his re-appointment. Mr. Krishnakumar Jhunjunwala, Managing Director and Ms. Neha Jhunjunwala, Director, being related to Mr. Madhusudan Jhunjunwala may be deemed to be interested in the resolution set out at Item No. 3 of the Notice. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 3 of the Notice.

7. A brief resume of each of the Directors proposed to be appointed / re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership / chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings, are provided in **Annexure 1.**

8. Electronic copy of the Annual Report for FY 2018-19 is uploaded on the Company's website [www.sarlafibers.com](http://www.sarlafibers.com) and is being sent to all the Members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes, unless any Member has requested for a physical copy of the same. Members are requested to support Green initiative by registering / updating their e-mail addresses with the Depository Participant (in case of shares in dematerialized form) or with Sharex Dynamic (India) Private Limited, the Registrar and Transfer Agent ("RTA") of the Company (in case of shares held in physical form). Electronic copy of this Notice of the 26th AGM is uploaded on the Company's website [www.sarlafibers.com](http://www.sarlafibers.com) and also on the website of National Securities Depository Limited (NSDL) viz. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form and the same is being sent to all the Members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes, unless any Member has requested for a physical copy of the same. For Members who have not registered their email address, physical copies of this Notice and the Annual Report for FY 2018-19 are being sent through permitted mode.

For any communication, the Members may also send requests to the Company's email ID: abhishek@sarlafibers.com.

9. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date of this AGM and also at the AGM.

10. 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 RTA of the Company / Company.

11. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1st April, 2019 unless the securities are held in the dematerialized form with the depositories. Accordingly, the Company / Sharex has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation, promptly.

12. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, 20th September, 2019 to Friday, 27th September, 2019 (both days inclusive)**, for determining the names of Members eligible for dividend on Equity Shares, if declared at the AGM.

13. The Board of Directors at their meeting held on 23rd May, 2019, recommended a Dividend @ 1.1 per equity share of face value of Re. 1 each of the Company for the financial year ended 31st March, 2019, and the same if declared at the Meeting, will be paid within a period of 30 days of declaration to those members who have not waived / forgone their right to receive dividend for the Financial year 2018-19.

14. The dividend on Equity Shares, if declared at the AGM, will be paid on or after 27th September, 2019 to Members whose names appear on the record of Depositories [National Securities Depository Limited and Central Depository Services (India) Limited] on Friday, 20th September, 2019 (for shares held in Demat mode) and in the Register of Members of the Company (for shares held in physical mode) updated as on Friday, 20th September, 2019. The dividend will be paid to the Members within the stipulated time.

15. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, the Company has transferred on due dates, all unclaimed dividends up to the Financial Year 2010-11 to Investor Education and Protection Fund ('said Fund') established by Central

Government. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the Company has uploaded the details of the unpaid and unclaimed amounts lying with the Company on the website of the Company (www.sarlafibers.com), and also on the website of the Ministry of Corporate Affairs (www.mca.gov.in). Unclaimed dividend for the FY 2011-12 will fall due for transfer to the said Fund on 19th October 2019. Those Members, who have not encashed their dividends for the FY 2011-12, are requested to claim it from the RTA of the Company immediately. Those Members who have not so far claimed their dividend for the subsequent financial years are also advised to claim it from the Company or the RTA of the Company.

Due dates for transfer of unclaimed / unpaid Dividends for the financial year 2011-12 and thereafter to IEPF:

Financial Year Ended	Declaration Date	Due Date
31st March, 2012	20th September, 2012	19th October, 2019
31st March, 2013	13th September, 2013	11th October, 2020
31st March, 2014	27th September, 2014	25th October, 2021
31st March, 2015	28th September, 2015	26th October, 2022
31st March, 2016	30th September, 2016	29th October, 2023
31st March, 2017	29th September, 2017	27th October, 2024
31st March, 2018	28th September, 2018	26th October, 2025

16. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, all equity shares of the Company on which dividend has not been paid or claimed for seven consecutive years or more on 27th October, 2019 shall be transferred by the Company to Investor Education and Protection Fund ("IEPF"). The Company has also written to the concerned Shareholders intimating them their particulars of the equity shares due for transfer. These details are also available on the Company's website www.sarlafibers.com. No claim shall lie against the Company in respect of these equity shares post their transfer to IEPF. Upon transfer, the Shareholders will be able to claim these equity shares only from the IEPF Authority by making an online application, the details of which are available at www.iepf.gov.in. All correspondence should be addressed to the RTA of the Company viz. Sharex Dynamic (India) Private Limited, (UNIT: Sarla Performance Fibers Limited), Unit No.1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri East, Mumbai - 400072, Tel: 022-28515606 e-mail: sharexindia@vsnl.com.

17. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM is 21st September, 2019. Please note that Members can opt for only one mode of voting i.e., either by voting at the meeting or remote e-voting. If Members opt for remote e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting

can attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.

**18.** Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice, holds shares as of the cut-off date i.e. 20th September, 2019, may obtain the login ID and password by sending a request at investor@sharexindia.com However, if the Member is already registered with NSDL for remote e-voting, then he/she can use his/her existing User-ID and password for casting the vote. Only a Member who is entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on the Cut-off Date should treat the same as intimation only.

**19.** In case of joint holders attending the Meeting, the joint holder who is highest in the order of names will be entitled to vote at the Meeting.

**20.** A route map showing directions to the venue of the 26th AGM is given at the end of this Notice as per the requirement of the Secretarial Standard-2 on "General Meetings".

### Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide its Members the facility of remote e-voting to exercise their right to vote at the 26th AGM. The business may be transacted through e-voting services rendered by National Securities Depository Limited (NSDL).

The Board of Directors at their meeting held on 13th August, 2019 has appointed CS Ajit Sathe - Proprietor of M/s A. Y Sathe & Co., Company Secretaries in Practice (Registration No.: FCS: 2899/COP: 738) as the Scrutinizer to conduct the e-voting process in a fair and transparent manner.

The instructions to Members for voting electronically are as under:

**I.** The remote e-voting period commences on Tuesday, 24th September, 2019 (9:00 am IST) and ends on Thursday, 26th September, 2019 (5:00 pm IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 20th September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

**II.** The Scrutinizer, after scrutinizing the votes casted through remote e-voting and at the Meeting through ballot or poll paper, will prepare a consolidated report and submit the same to the

Chairman or Managing Director of the Company within forty-eight hours of the conclusion of the Meeting i.e. on or before Sunday, 29th September, 2019.

**III.** The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company (www.Sarlafibers.com) and on the website of NSDL at (www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or Managing Director of the Company. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

**IV.** The process and manner for remote e-voting are as under:

**Step 1 :** Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

**Step 2 :** Cast your vote electronically on NSDL e-Voting system.

### **Details on Step 1 is mentioned below:**

#### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is In300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.



c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mail@csajithsathe.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
  - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
  - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

## Notes

www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**V.** A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

**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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

### BY ORDER OF THE BOARD OF DIRECTORS

**Madhusudan S. Jhunjhunwala**  
Chairman and Whole Time Director  
(DIN: 00097254)

**Registered Office:**  
**SARLA PERFORMANCE FIBERS LIMITED**  
**[CIN: L31909DN1993PLC000056]**  
Survey No. 59/1/4, Amlī Piparia Industrial Estate,  
Silvassa, U.T. of Dadra & Nagar Haveli - 396230  
Tel: 0260 - 3290467, Fax: 0260 - 2631356,  
Email: [investors@sarlafibers.com](mailto:investors@sarlafibers.com) Website: [www.sarlafibers.com](http://www.sarlafibers.com)

**Place:** Mumbai  
**Date:** 13<sup>th</sup> August, 2019

*“We are not interested in the possibilities of defeat. They do not exist.”*

**- Queen Victoria**



**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**Item No. 4: Re-appointment of Mr. Madhusudan Jhunjunwala (DIN: 00097254) as Chairman and Whole-time Director of a Company for a period of Five years**

The Members of the Company at the 22nd AGM held on 28th September, 2015, had approved the re-appointment of Mr. Madhusudan Jhunjunwala as Chairman and Whole-time Director of the Company, for a period of Five (5) years with effect from 1st August, 2015 to 31st July, 2020. Accordingly, Mr. Madhusudan Jhunjunwala will complete his present term on 31st July, 2020.

Pursuant to proviso to Section 196 (2) of the Companies Act, 2013, re-appointment of Whole-time Director can be made one year before the expiry of his term. Accordingly, on the recommendation of Nomination and Remuneration Committee, Board of Director in its meeting held on 13th August, 2019 have re-appointed and fixed remuneration of Mr. Madhusudan Jhunjunwala for a period of Five

(5) years with effect from 1st August, 2019 to 31st July, 2024, subject to the consent of the Members of the Company.

Further, as per the provisions of Section 196 (3) (a) read with Schedule V of the Companies Act, 2013, no Company shall appoint or continue the appointment of Whole-time Director, who has attained the age of Seventy (70) years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment.

Mr. Madhusudan Jhunjunwala have reached the age of 78 years. Keeping in view Mr. Madhusudan Jhunjunwala's rich and varied experience in the industry, his involvement in the operations of the Company over a long period of time, and his pioneering role in guiding the Company, the Board of Directors is of the opinion that his continued association with the Company would be of immense benefit. Accordingly, approval of the members is sought for passing a Special Resolution for re-appointment of Mr. Madhusudan Jhunjunwala as a Whole-time Director, as set out in Part-I of Schedule V to the Act as also under sub-section (3) of Section 196 of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Madhusudan Jhunjunwala are as under:

1.	Salary	:	Rs. 15,00,000/- per month fixed for 5 Years
2.	Medical Expenses	:	Reimbursement of Medical Expenses incurred for him and his family subject to a ceiling of one-month salary in a year.  Family means the Spouse, dependent children and parents of Whole-time Director.
3.	Club Fees	:	Club Fees Subject to a Maximum of 2 Clubs. This will not include admission and life membership fees.
4.	Gratuity	:	Gratuity not exceeding half a month salary for every completed years of service.
5.	Car	:	Provision of a chauffeur driven Car for use of Company's business. Use of Car for private purpose shall be billed by the Company to the Whole-time Director.
6.	Telephone at Residence and Mobile Phone	:	Provision of a telephone at his Mobile phone residence and a Mobile phone for Company's business. However personal STD calls shall be billed by the Company to the Whole-time Director.
7.	Reimbursement of other expenses	:	The Whole-time Director shall be entitled to be reimbursed in respect of all expenses incurred by him including traveling, entertainment etc. for and on behalf of the Company. However, no sitting fees will be paid to the Whole-time Director for attending the Meetings of the Board of Directors or Committees thereof.
8.	Minimum Remuneration	:	If in the subsequent years profits of the Company remains inadequate or Company incurs losses then this remuneration shall be considered as minimum remuneration in terms of the Company Act, 2013.
9.	Job Responsibility	:	The Whole-time Director shall look after all Finance, Accounts and Administration work of the Company subject to the superintendence and control of the Board of Directors of the Company and shall carry out such other work as may be entrusted to him by the Board of Directors of the Company.

The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

10.	Devotion of full time	:	During the employment with the Company the Whole-time Director shall devote full time and attention to the business of the Company as may be necessary or required and shall use his best endeavours to promote the interest and welfare of the Company.
11.	Ceasing of Office	:	If any time the Whole-time Director ceases to be Director of the Company for any cause whatsoever, he will cease to be Whole-time Director in terms of this appointment forthwith.
12.	Notice Period	:	The appointment of the Whole-time Director can be terminated by either party by giving 3 months' notice and no severance fees will be payable to the Whole-time Director.

Save and except as provided in the foregoing paragraph, Mr. Madhusudan Jhunjunwala satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. Mr. Madhusudan Jhunjunwala is not disqualified from being appointed as a director in terms of Section 164 of the Act.

Additional information in respect of Mr. Madhusudan Jhunjunwala, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at **Annexure 1** to this Notice.

Except Mr. Madhusudan Jhunjunwala himself, Mr. Krishnakumar Jhunjunwala and Ms. Neha Jhunjunwala or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board of Directors recommends the resolution in relation to the appointment of Mr. Madhusudan Jhunjunwala as Chairman and Whole-time Director of the Company as set out in Item No. 4 for approval of the Members by way of a Special Resolution.

**Item No. 5: Re-appointment of Mr. Krishnakumar Jhunjunwala (DIN: 00097175) as Managing Director of a Company for a period of Five years**

The Members of the Company at the 22nd AGM held on 28th September, 2015, had approved the re-appointment of Mr. Krishnakumar Jhunjunwala as Managing Director of the Company,

1.	Salary	:	Rs. 15,00,000/- per month fixed for 5 Years
2.	Medical Expenses	:	Reimbursement of Medical Expenses incurred for him and his family subject to a ceiling of one-month salary in a year.  Family means the Spouse, dependent children and parents of Managing Director.
3.	Club Fees	:	Club Fees Subject to a Maximum of 2 Clubs. This will not include admission and life membership fees.
4.	Gratuity	:	Gratuity not exceeding half a month salary for every completed years of service.
5.	Car	:	Provision of a chauffeur driven Car for use of Company's business. Use of Car for private purpose shall be billed by the Company to the Managing Director.

for a period of Five (5) years with effect from 1st October, 2014 to 30th September, 2019. Accordingly, Mr. Krishnakumar Jhunjunwala will complete his present term on 30th September, 2019.

Based on the recommendation of Nomination and Remuneration Committee, Board of Director in its meeting held on 13th August, 2019 have re-appointed and fixed remuneration of Mr. Krishnakumar Jhunjunwala for a period of Five (5) years with effect from 1st October, 2019 to 30th September, 2024, subject to the consent of the Members of the Company.

Mr. Krishnakumar Jhunjunwala aged 57 years holds a Bachelor Degree in Commerce from University of Mumbai and has more than twenty-five years of experience in the textile industry. He is engaged in the production, planning, marketing and other day to day operations relating to our business. He actively participates in the key financial decisions of our Company. He has a sharp commercial acumen and possesses in-depth knowledge of various segments of business in the textile industry. His vision for focusing on sale of value added yarn to global players has been instrumental in transforming our Company to its present position of strength.

Keeping in view Mr. Krishnakumar Jhunjunwala's rich and varied experience in the industry, the Board of Directors is of the opinion that his continued association with the Company would be of immense benefit. Accordingly, the Board recommends this resolution for continuation of appointment of Mr. Krishnakumar Jhunjunwala as Managing Director of the Company for a period of Five (5) years with effect from 1st October, 2019 to 30th September, 2024, on following terms and conditions:

6.	Telephone at Residence and Mobile Phone	:	Provision of a telephone at his Mobile phone residence and a Mobile phone for Company's business. However personal STD calls shall be billed by the Company to the Managing Director.
7.	Reimbursement of other expenses	:	The Managing Director shall be entitled to be reimbursed in respect of all expenses incurred by him including traveling, entertainment etc. for and on behalf of the Company. However, no sitting fees will be paid to the Managing Director for attending the Meetings of the Board of Directors or Committees thereof.
8.	Minimum Remuneration	:	If in the subsequent years profits of the Company remains inadequate or Company incurs losses then this remuneration shall be considered as minimum remuneration in terms of the Company Act, 2013.
9.	Job Responsibility	:	The Managing Director shall look after all the affairs of the Company subject to the superintendence and control of the Board of Directors of the Company and shall carryout such other work as may be entrusted to him by the Board of Directors of the Company.
10.	Devotion of full time	:	During the employment with the Company the Managing Director shall devote full time and attention to the business of the Company as may be necessary or required and shall use his best endeavours to promote the interest and welfare of the Company.
11.	Ceasing of Office	:	If any time the Managing ceases to be Director of the Company for any cause whatsoever, he will cease to be Managing Director in terms of this appointment forthwith.
12.	Notice Period	:	The appointment of the Managing Director can be terminated by either party by giving 3 months' notice and no severance fees will be payable to the Managing Director.

Save and except as provided in the foregoing paragraph, Mr. Krishnakumar Jhunjunwala satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. Mr. Krishnakumar Jhunjunwala is not disqualified from being appointed as a director in terms of Section 164 of the Act.

Additional information in respect of Mr. Krishnakumar Jhunjunwala, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at **Annexure 1** to this Notice.

Except Mr. Krishnakumar Jhunjunwala himself, Mr. Madhusudan Jhunjunwala and Ms. Neha Jhunjunwala or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The Board of Directors recommends the resolution in relation to the appointment of Mr. Krishnakumar Jhunjunwala as Managing Director of the Company as set out in Item No. 5 for approval of the Members by way of a Special Resolution.

**Item No.6: Re-appointment of Mr. Parantap Dave (DIN: 00019472) as an Independent Director of the Company for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013**

Pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Parantap Dave (DIN: 00019472) was appointed as an Independent Non-Executive Director of the Company by the members in the 21st Annual General Meeting ("AGM") held on 27th September, 2014 to hold office as an Independent Non-Executive Director of the Company for a period of Five (5) consecutive years till the conclusion of forthcoming 26th AGM of the Company.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by shareholders.

The Company has received intimation in Form DIR-8 from Mr. Parantap Dave that, he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and his consent to continue as an Independent Director. In the opinion of the Board, Mr. Parantap Dave fulfills the conditions for his re-appointment as an Independent Director as specified in the Act and the SEBI Listing



Regulations and is independent of the management.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. Parantap Dave, the Board of Directors at its meeting held on 13th August, 2019 approved the continuance of office of Mr. Parantap Dave as mentioned in the resolution.

Mr. Parantap Dave aged 58 years has rich experience in Corporate finance, including Debt Instruments, Private Equity, Merger & Acquisitions and Cross border transactions. Mr. Parantap Dave does not hold any shares of Sarla Performance Fibers Limited. He is not related to any other Directors / KMPs of the Company. He is the Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholder's Relationship Committee and Member of Corporate Social Responsibility Committee as well as Risk Management Committee of the Company. He has attended all the four (4) meetings of the Board held during the year 2018-19. He is a Director in Seven (7) other Companies registered in India.

The Nomination & Remuneration Committee and the Board evaluated the performance of Mr. Parantap Dave, rated him satisfactory on all parameters and recommended his re-appointment. Copy of the draft letter for re-appointment of Mr. Parantap Dave as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company during normal business hours on any working days.

Additional information in respect of Mr. Parantap Dave, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at **Annexure 1** to this Notice.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mr. Parantap Dave, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution Item No. 6.

The Board of Directors recommends the resolution in relation to the appointment of Mr. Parantap Dave as an Independent Director of the Company as set out in Item No. 6 for approval of the Members by way of a Special Resolution.

### **Item No. 7: Appointment of Mr. Paulo Manuel Ferreira Moura De Castro (DIN: 08459844) as an Independent Director of the Company**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 23rd May, 2019, have appointed Mr. Paulo Manuel Ferreira Moura De Castro (DIN: 08459844) as an Additional Director (in the category of Professional and Independent) with effect from 23rd May, 2019, pursuant to Section 161 of the Companies Act, 2013, read with the Articles of Association of the

Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Paulo Moura will hold office up to the date of the ensuing Annual General Meeting. A Notice has been received along with deposit of requisite amount from a member proposing Mr. Paulo Moura as a candidate for the office of Director of the Company.

The Company has received a declaration from Mr. Paulo Moura confirming that he meets the criteria of independence as prescribed under in sub-section (6) of Section 149 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Paulo Moura is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

In the opinion of the Board, Mr. Paulo Moura fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management.

Mr. Paulo Moura aged 54 years has vast experience of more than 25 years in textile industries and have good knowledge of European and American Markets. His knowledge of Textile business and global markets would be utmost benefit to the Company. He is not related to any other Directors / KMPs of the Company. He does not hold any securities of the Company.

Copy of the draft letter for appointment of Mr. Paulo Moura as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company during normal business hours on any working days.

Additional information in respect of Mr. Paulo Moura, pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at **Annexure 1** to this Notice.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mr. Paulo Moura, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution Item No. 7.

The Board of Directors recommends the resolution in relation to the appointment of Mr. Paulo Moura as an Independent Director of the Company as set out in Item No. 7 for approval of the Members by way of a Special Resolution.

### **Item No. 8: Ratification of remuneration to Cost Auditor for financial year ending 31st March, 2020**

The Board of Directors of the Company at their Board meeting held on 13th August, 2019 has considered and approved the appointment of M/s. B.F. Modi & Associates, Cost Accountants,

Vapi, (having Membership No. 6955) as the cost auditor of the Company for the financial year 2019-20 at a remuneration of Rs.1,00,000/- plus applicable taxes and out of pocket expenses that may be incurred.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies

Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution in the resolution Item No. 8.

The Board of Directors recommends the resolution in relation to the ratification of the remuneration payable to the cost auditor for the financial year 2019-20 as set out in Item No. 8 for approval of the Members by way of an Ordinary Resolution.

possibilities

*“Just beyond the horizon of the so-called impossible, is infinite possibility.”*

**- Bryant McGill**

# ANNEXURE 1

## DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings]

Name of Director	Mr. Madhusudan Jhunjunwala	Mr. Krishnakumar Jhunjunwala
Director Identification Number	00097254	00097175
Date of Birth and Age	12/02/1941 and 78 years	15/02/1962 and 57 years
Date of first appointment on the Board	15/07/1994	14/06/1994
Qualifications	B. Com	B. Com
Experience and Expertise	Experience in Finance and Office Administration	Experience in Textile Manufacturing, Exports and Marketing
Terms and Conditions of appointment / re-appointment	As mentioned in Explanatory Statement to Notice	As mentioned in Explanatory Statement to Notice
List of Directorship of other Board	1) Sarla Estates Developers Pvt Ltd 2) Satidham Industries Pvt Ltd 3) Snow White Properties Pvt Ltd	1) Sarla Estates Developers Pvt Ltd 2) Satidham Industries Pvt Ltd 3) Sarla Twisters Pvt Ltd 4) Harmony Estates Pvt Ltdz
List of Membership / Chairmanship of Committees of other Board	NIL	NIL
Number of Shares held on 31 <sup>st</sup> March, 2019	19,45,000	13,14,000
Relationship with other Directors / Key Managerial Personnel	Father of Mr. Krishnakumar Jhunjunwala, Managing Director and Grandfather of Mr. Neha Jhunjunwala, Director	Son of Mr. Madhusudan Jhunjunwala, Chairman and Whole Time Director and Father of Ms. Neha Jhunjunwala, Director
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	As mentioned in Explanatory Statement to Notice	As mentioned in Explanatory Statement to Notice
Justification for choosing the appointees for appointment	NA	NA



Name of Director	Mr. Parantap Dave	Mr. Paulo Moura
Director Identification Number	00019472	08459844
Date of Birth and Age	29/04/1961 and 58 years	07/12/1964 and 55 years
Date of first appointment on the Board	27/09/2014	23/05/2019
Qualifications	Chartered Accountant	-
Experience and Expertise	Corporate Advisor	Experienced in the Field of Marketing
Number of Meetings of the Board attended during the year	1 (One)	NIL
List of Directorship of other Board	1) Dhanipa Management Services Pvt Ltd 2) Spectrum International Pvt Ltd 3) Sajeev Agri Pvt Ltd 4) Sankalp Siddhi Corporate Advisory Pvt Ltd 5) MAS Services Ltd 6) OMC Power Pvt Ltd	NIL
List of Membership / Chairmanship of Committees of other Board	NIL	NIL
Number of Shares held on 31 <sup>st</sup> March, 2019	NIL	NIL
Relationship with other Directors / Key Managerial Personnel	NONE	NONE
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	As per the Terms and Conditions of Appointment of Independent Directors placed on Company's Website i.e. <a href="http://www.sarlafibers.com">www.sarlafibers.com</a>	As per the Terms and Conditions of Appointment of Independent Directors placed on Company's Website i.e. <a href="http://www.sarlafibers.com">www.sarlafibers.com</a>
Justification for choosing the appointees for appointment	NA	NA

**BY ORDER OF THE BOARD OF DIRECTORS**

**Madhusudan S. Jhunjhunwala**  
Chairman and Whole Time Director  
(DIN: 00097254)

**Place:** Mumbai  
**Date:** 13<sup>th</sup> August, 2019

**Registered Office:****SARLA PERFORMANCE FIBERS LIMITED****[CIN: L31909DN1993PLC000056]**

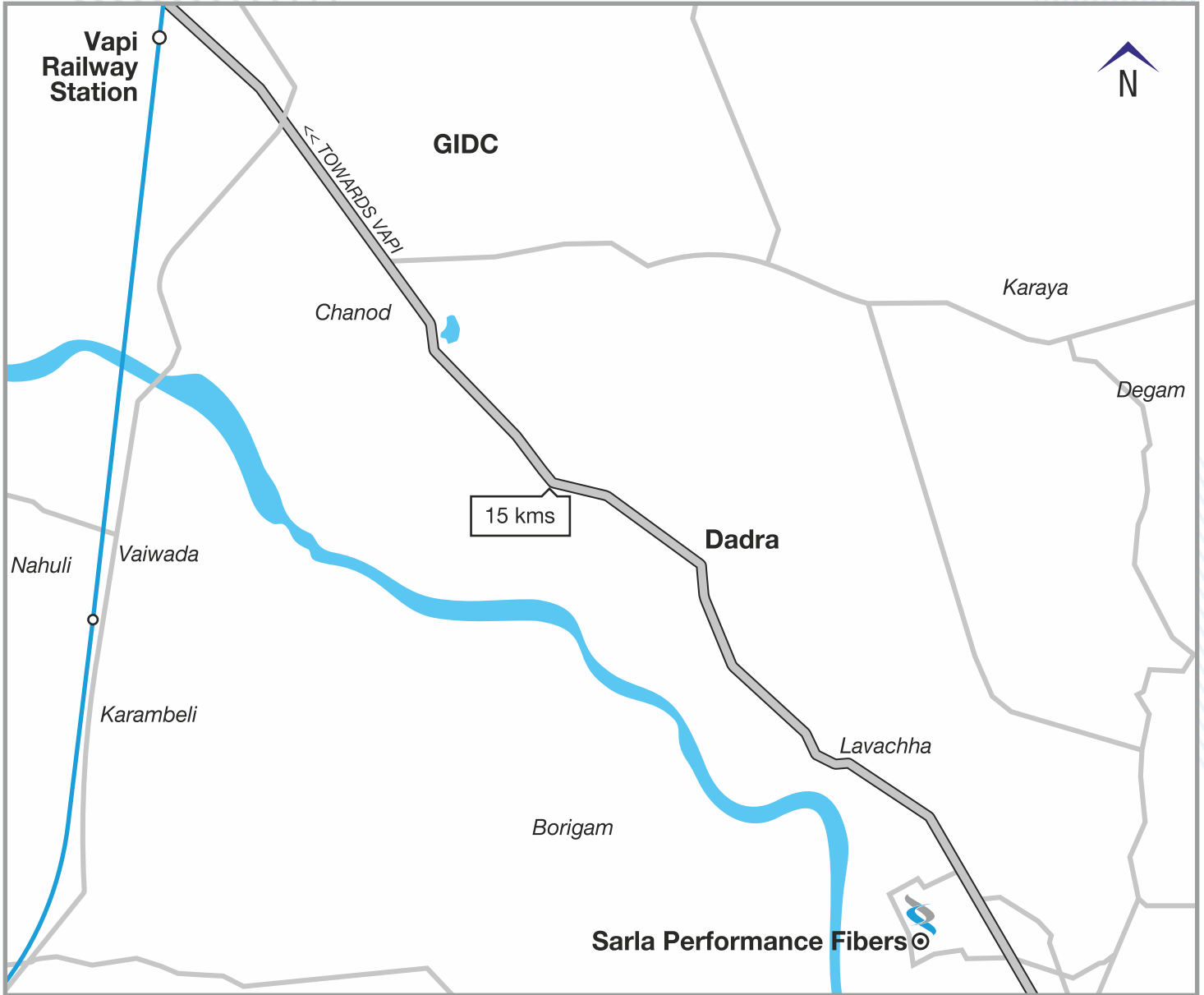
Survey No. 59/1/4, Amlti Piparia Industrial Estate,  
Silvassa, U.T. of Dadra & Nagar Haveli - 396230

Tel: 0260 - 3290467, Fax: 0260 - 2631356,

Email: [investors@sarlafibers.com](mailto:investors@sarlafibers.com) Website: [www.sarlafibers.com](http://www.sarlafibers.com)

# ROUTE MAP to the venue of Annual General Meeting

(From Vapi Railway Station to Sarla Performance Fibers Limited)



**Note:** Map not to scale/distance mentioned is approximate.

## BY ORDER OF THE BOARD OF DIRECTORS

**Madhusudan S. Jhunjhunwala**  
Chairman and Whole Time Director  
(DIN: 00097254)

### Registered Office:

**SARLA PERFORMANCE FIBERS LIMITED**  
[CIN: L31909DN1993PLC000056]

Survey No. 59/1/4, Amlji Piparia Industrial Estate,  
Silvassa, U.T. of Dadra & Nagar Haveli - 396230

Tel: 0260 - 3290467, Fax: 0260 - 2631356,

Email: investors@sarlafibers.com Website: www.sarlafibers.com

**Place:** Mumbai  
**Date:** 13<sup>th</sup> August, 2019



## SARLA PERFORMANCE FIBERS LIMITED

CIN: L31909DN1993PLC000056

**Registered Office:** Survey No. 59/1/4, Amlī Pipariā Industrial Estate,  
Silvassa, U.T. of Dadra & Nagar Haveli - 396230

Tel: 0260-3290467, Fax: 0260-2631356

Email: investors@sarlafibers.com Website: www.sarlafibers.com

### ATTENDANCE SLIP 26th ANNUAL GENERAL MEETING

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE AUDITORIUM

<b>Folio No. / DP ID No./ Client ID No.</b>	:	
<b>Name and address of the registered member</b>	:	
<b>Name of Joint Holder(s), If any (in Block Letters)</b>	:	
<b>No. of Shares</b>	:	

I/ We hereby record my/our presence at the 26th Annual General Meeting of the Company to be held at registered office on Friday, 27th September, 2019 at 10 AM

\_\_\_\_\_  
**Signature of the Member/  
Joint Member/Proxy attending the Meeting**

<b>Electronic Voting Event Number (EVEN)</b>	<b>User ID</b>	<b>Password</b>
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**Note:**

1. Person attending the Meeting is requested to bring this Attendance Slip and Annual Report with him/her. Duplicate Attendance Slip and Annual Report will not be issued at the Annual General Meeting.
2. Please read the complete instructions given under the note no. 20 to the Notice of Annual General Meeting. The voting time starts from Tuesday, 24th September, 2019 (9:00 am IST) and ends on Thursday, 26th September, 2019 (5:00 pm IST). The voting module shall be disabled by NSDL for voting thereafter.



expanding



## 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) Rules, 2014]

CIN: **L31909DN1993PLC000056**  
Name of the Company: **Sarla Performance Fibers Limited**  
Registered office: **Survey No. 59/1/4, Amli Piparia Industrial Estate, Silvassa, U.T. of Dadra & Nagar Haveli - 396230**

**Name of the Member** : \_\_\_\_\_  
**Registered Address** : \_\_\_\_\_  
**E-mail Id** : \_\_\_\_\_  
**Folio No. / Client Id** : \_\_\_\_\_  
**DP Id** : \_\_\_\_\_

I/We, being the member(s) of shares of the above named company, hereby appoint:

Name \_\_\_\_\_

Address \_\_\_\_\_

E-mail Id \_\_\_\_\_

- 1) \_\_\_\_\_ or failing him;  
2) \_\_\_\_\_ or failing him;  
3) \_\_\_\_\_

\_\_\_\_\_  
**Signature of first proxy holder**

\_\_\_\_\_  
**Signature of second proxy holder**

\_\_\_\_\_  
**Signature of third proxy holder**

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **26th Annual General Meeting** of the Company, to be held on **Friday, 27th September, 2019 at 10:00 AM**, at the Registered Office of the Company at Survey No. 59/1/4, Amli Piparia Industrial Estate, Silvassa, U.T. of Dadra & Nagar Haveli - 396230, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution No.	For	Against
1.	Adoption of Financial Statements a) the audited financial statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon; and b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Auditors thereon.		
2.	Declaration of Dividend for the financial year ended 31st March, 2019.		
3.	Appointment of Director retire by rotation.		
4.	Re-appointment of Mr. Madhusudan Jhunjunwala (DIN: 00097254) as Chairman and Whole-time Director of a Company for a period of Five years.		
5.	Re-appointment of Mr. Krishnakumar Jhunjunwala (DIN: 00097175) as Managing Director of a Company for a period of Five years.		
6.	Re-appointment of Mr. Parantap Dave (DIN: 00019472) as an Independent Director of the Company for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.		
7.	Appointment of Mr. Paulo Manuel Ferreira Moura De Castro (DIN: 08459844) as an Independent Director of the Company.		
8.	Ratification of remuneration to Cost Auditor for financial year ending 31st March, 2020.		

Signed \_\_\_\_\_ day of \_\_\_\_\_, 2019

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

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

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Affix Re. 1  
Revenue  
Stamp