

SARLA PERFORMANCE FIBERS LIMITED

[CIN: L31909DN1993PLC000056]

Registered Office: Survey No. 59/1/4, AmliPiparia 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 FIFTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Twenty Fifth Annual General Meeting** of the members of Sarla Performance Fibers Limited will be held on Friday, 28th September, 2018, at 9:30 a.m., at the Registered Office of the Company at Survey No. 59/1/4, Amli Piparia Industrial Estate, Silvassa - 396230, U.T. of Dadra & Nagar Haveli to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To receive, consider and adopt a) the audited financial statements of the Company for the financial year ended 31st March, 2018 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, 2018 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, 2018 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, 2018 and the Report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.

2. Declaration of Dividend

To declare dividend of Rs. 1.10/- per Equity Shares for the financial year ended 31st March, 2018 and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT a dividend at a rate of Rs. 1.10/- per equity share of face value of Re. 1/- 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, 2018 to those Shareholders whose name appear in the Register of shareholders of the Company as on 21st September, 2018."

3. Appointment of Director retire by rotation

To appoint Ms. Neha K. Jhunjhunwala [DIN:07144529], 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 of the Companies Act, 2013, Ms. Neha K. Jhunjhunwala [DIN: 07144529],

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. Appointment of Ms. Shreya Desai (DIN: 08041995) 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 an Ordinary Resolution:

"RESOLVED THAT Ms. Shreya Desai (DIN - 08041995), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 12th December, 2017 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 Ms. Shreya Desai (DIN - 08041995) 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), Ms. Shreya Desai (DIN - 08041995), a non-executive Director of the Company, who has submitted a declaration that she 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 12th December, 2017."

5. Ratification of appointment and remuneration of Cost Auditor for financial year ending 31st March, 2019:

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), approval of the Board of Directors of the Company for payment of remuneration of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) plus applicable taxes and reimbursement of actual travel and out-of-pocket expenses for the financial year ending 31st March, 2019, to B.F. Modi & Associates, Cost Accountants, Vapi

(Membership Number: 6955) for conducting audit of cost accounts of the Company, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things and matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. Alteration of Articles of Association of the Company by way of insertion of new Article No. 131 after existing Article 130 in the Articles of Association of the Company in conformity with the provisions of the Companies Act, 2013 and the rules made thereunder.

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Incorporation) Rules, 2014, (including any statutory modification(s), enactments / re-enactment(s) thereof, for the time being in force), the consent of the members of the Company, be and is hereby accorded for alteration in the Articles of Association of the Company by insertion as follows: -

Insertion of Article 131 and renumbering of proceeding Article(s) accordingly:

Open to the Members to waive/ forgo his / her / their right to receive the dividend

131. Notwithstanding anything contained in these Articles, but subject to the provisions of the Act and all other applicable rules of the statutory authorities and rules framed by the Board of Directors of the Company in this behalf as amended from time to time by the Board, it shall be open for the members of the Company who hold the equity shares in the Company to waive / forgo his / her / their right to receive the dividend (interim or final) by him / her / them for any financial year which may be declared or recommended respectively by the Board of Directors of the Company. The waiver / forgoing by the members, his / her / their right to receive the dividend (interim or final) by him / her / them under this Article shall be irrevocable immediately after the record date / book closure date fixed for determining the names of Members entitled for Dividend. The Company shall not be entitled to declare or pay and shall not declare or pay dividend on equity shares to such members who have waived / forgone his / her / their right to receive the dividend (interim or final) by him / her / them under this Article.

A member or members including 'Promoter and Promoter group' shall have right to waive off / forgo their entitlement to as dividend and such waiver / forgoing shall not be effective unless a member or members including 'Promoter and Promoter group', signs and delivers a document expressing waiver / forgoing of his / her / their right to receive the dividend and that waiver is accepted as such and acted by the Company.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, matters, deeds and things as it may consider necessary, desirable and expedient for giving effect to this resolution and/or otherwise

considered by them in the best interest of the Company."

7. Revision in overall borrowing powers of the Company:

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

"RESOLVED THAT in supersession of the earlier Resolution passed by the Members at their Meeting held on 27th September, 2014 and pursuant to the provisions of Section 180 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to the Company, to borrow from time to time any sum or sums of monies (exclusive of interest) on such terms and conditions as may be determined, from anyone or more of the Company's bankers and/or from anyone or more other banks, persons, firms, companies/bodies corporate, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and or any entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures, commercial papers, long/short term loans, suppliers' credit, securitized instruments such as floating rate notes, fixed rate notes, syndicated loans, commercial borrowing from the private sector window of multilateral financial institution, either in rupees and/or in such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, licences and properties, whether immovable or movable and all or any of the undertaking of the Company, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital, free reserves and securities premium, that is to say, reserves not set apart for any specific purpose, so that the total amount upto which the moneys may be borrowed by the Company and outstanding at any time shall not exceed the sum of Rs.375 Crore (Rupees Three Hundred and Seventy-Five Crore Only).

RESOLVED FURTHER THAT in connection with the aforesaid, the Board/Committee of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT notwithstanding the aforesaid supersession, all actions and decisions taken till date under the said Resolution shall be valid and in order."

8. Creation of Mortgage/Charge on the assets of the Company:

To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013; the Memorandum and Articles of Association of the Company and

subject to such other approvals and permissions as may be required, consent be and is hereby accorded to the Company, to sell, mortgage and / or charge, in addition to the mortgages / charges created / to be created by the Company in such form and manner and with such ranking and at such time and on such terms and conditions as may be determined, on all or any of the movable and / or immovable properties of the Company, and / or the interest held by the Company in all or any of the movable and / or immovable properties, both present and future and / or the whole or any part of the undertaking(s) of the Company, together with the power to take over the management of business and concern of the Company in certain events of default, in favour of lender(s), agent(s), and trustee(s) for securing the borrowings of the Company availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and / or nonconvertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013, from time to time, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the agent(s) and / or

trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Heads of Agreement(s), Debenture Trust Deed(s) or any other agreement / document, entered into / to be entered into between the Company and the lender(s) / investor(s) / agent(s) and / or trustee(s), in respect of the said loans, borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Company and the lender(s), agent(s) and / or trustee(s);

RESOLVED FURTHER THAT in connection with the aforesaid, the Board/Committee of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT notwithstanding the aforesaid supersession, all actions and decisions taken till date under the said Resolution shall be valid and in order."

By order of the Board of Directors

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

Place: Mumbai
Date: 14th August, 2018

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

1) A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("AGM") is annexed hereto.

2) A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. A person can act as Proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than Ten Percent of the total share capital of the Company carrying voting rights. A Member holding more than Ten Percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The instrument appointing the proxy must be filled, stamped and duly signed and deposited at the registered office of the Company not less than Forty-Eight hours before the commencement of the meeting.

3) Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.

4) Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.

5) In terms of provisions of Section 139(1) of the Companies Act, 2013, CNK & Associates LLP, Chartered Accountants, Mumbai [ICAI Firm Registration Number: 101961W] have been appointed as the Statutory Auditors of the Company for a period of 5 years at the 24th Annual General Meeting (AGM) of the members of the Company held on 29th September, 2017 to hold office till the conclusion of the 29th AGM of the Company.

In terms of the Companies (Amendment) Act, 2017 and vide notification no S.O.1833(E) dt. 7.5.2018, the Ministry of Corporate affairs have done away with the requirement of ratification of the appointment of auditors, at each subsequent annual general meeting, by deleting the 1st Proviso to the sub-section (1) of Section 139 of the Companies act, 2013. Accordingly, the same is now onwards not required to be put up to the members for ratification.

6) In terms of the provisions of Section 152 of the Act, Ms. Neha Jhunjhunwala, Director, retire by rotation at the Meeting. The Board of Directors of the Company commend her re-appointment.

7) Mr. Madhusudan Jhunjhunwala and Mr. Krishnakumar Jhunjhunwala, being related to Ms. Neha Jhunjhunwala are interested in the resolution set out at Item No. 3 of the Notice. Save and except the above, none of the other 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 4 of the Notice.

8) Details of Director retiring by rotation / seeking appointment at the ensuing Meeting is provided in the "Annexure" to the Notice.

9) Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding,

attendance slip(s) and copies of Annual Report. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

10) Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.

11) The Board of Directors at their meeting held on 29th May, 2018, recommended a Dividend @ 1.10 per equity share of face value of Re. 1 each of the Company for the financial year ended 31st March, 2018, 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 2017-18:

a) To those members, holding shares in physical form, whose name appear on the Company's Register of Members, at the close of business hours on Friday, 21st September, 2018 after giving effect to all valid transfers in physical form lodged on or before Friday, 21st September, 2018 with the Company or Registrar and Share Transfer Agent; and

b) In respect of shares held in dematerialized form, to all beneficial owners as per details furnished by National Security Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL) for this purpose as on Friday, 21st September, 2018.

Members who are holding Shares in electronic form may note that bank particulars registered with their respective Depository Participants will be used by the Company for electronic credit / dispatch of dividend. The Company or its Registrar and Share Transfer Agents (RTA) cannot act on any request received directly from the Members holding Shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised by the Members concerned to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.

12) In terms of Sections 124 and 125 of the Companies Act, 2013 any dividend which remains unpaid or unclaimed for a period of 7 years from the due date of payment is required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) of the Central Government. The Company has therefore transferred an amount of Rs. 417388/- unpaid or unclaimed dividends for the financial year ended 31st March, 2010 on 22nd November, 2017, to the IEPF. For the financial year ended 31st March, 2011, the Company shall in accordance with the provisions, transfer the amount to the IEPF within 30 days from 28th September, 2018.

Members who have not as yet encashed their dividend warrants for the financial year ended 31st March, 2011 thereafter are requested to write to the Company / Registrars and Share Transfer Agents. Members are requested to note that no claims shall lie against the Company or the IEPF in respect of any amounts which were unclaimed or unpaid for a period of seven years from the dates they first became due for payment and no payment shall be made in

respect of such claim.

Also, The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on 29th September, 2017 (date of the previous Annual General Meeting) on the website of the Company and the same can be accessed through the link: <http://www.sarlafibers.com>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

In terms of Section 124 (6) of the Companies Act, 2013 the Amount required to be transferred to the IEPF Account for Unclaimed Dividend is transferred by the company, however the corresponding share are yet to be transferred to IEPF Account.

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact Sharex for lodging claim for refund of shares and / or dividend from the IEPF Authority.

13) SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date, 5th December, 2018. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.

14) Due dates for transfer of unclaimed/unpaid Dividends for the financial year 2010-11 and thereafter to IEPF:

Financial Year ended	Declaration Date	Due Date
31st March, 2011	29th September, 2011	27th October, 2018
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

15) Members holding shares in physical mode:

(a) are required to submit their Permanent Account Number (PAN) and bank account details to the Company / Sharex, if not registered with the Company as mandated by SEBI.

(b) are advised to register the nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is put on the Company's website and can be accessed at link <http://www.sarlafibers.com>.

(c) are requested to register / update their e-mail address with the Company / Sharex for receiving all communications from the Company electronically.

16) Members holding shares in electronic mode:

(a) are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.

(b) are advised to contact their respective DPs for registering the nomination.

(c) are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.

Non Resident Indian Members are requested to inform Sharex / respective DPs, immediately of:

(a) Change in their residential status on return to India for permanent settlement.

(b) Particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

17) The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting and the business set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are sent herewith. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. The members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.

18) Pursuant to sections 101 and 136 of the Companies Act, 2013 read with the rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report for the year ended 31st March, 2018 would be sent by electronic mode to those members whose e-mail addresses are registered with the Depository or the Company's Registrar and Transfer Agents, unless the members have requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode.

19) Members are requested to support this green initiative by registering/ updating their e-mail addresses with the depository participant (in case of shares held in Demat form) or with Sharex Dynamics (India) Private Limited (in case of shares held in physical form).

20) Members may also note that Notice of the 25th Annual General Meeting and the Annual Report for financial year ended 31st March, 2018 is also available on the Company's website at www.sarlafibers.com

21) Annual Report copies will not be distributed at the Meeting. Members are therefore requested to bring their copies of the Annual Report.

22) The register of members and share transfer books of the Company shall remain closed from Friday, 21st September, 2018 to Friday, 28th September, 2018 (both days inclusive).

23) Members desirous of getting any information concerning the Accounts or Operations of the Company may send their queries at least 7 days before the Annual General Meeting, to the Company

Secretary, at the registered office of the Company or by email to investors@sarlafibers.com.

24) For any assistance or information about shares, dividend, etc., members may contact the Company or the Registrars.

25) Members who hold shares in multiple folios and in identical names are requested to contact the Registrars for consolidating their holdings into a single folio.

26) The details of Director retire by rotation / the person seeking appointment as a Director under Item No. 3 and 4 of the Notice in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard - 2 on General Meetings is given herein below:

Name of Director	Ms. Neha Jhunjunwala	Ms. Shreya Desai
Date of Birth	22.02.1989	01.01.1985
Date of Appointment	31.03.2015	12.12.2017
Expertise in specific functional areas	Experience in Human Resource Management and Marketing	Experience in various significant areas of corporate legal practice
Qualification	BMS & Master of Science in Marketing & Strategy	Bachelor of Business Administration and Bachelor of Law
Terms and Conditions of appointment / re-appointment	In terms of Section 152(6) of the Act, 2013, Ms. Neha Jhunjunwala was appointed as Director with effect from 31st March, 2015, liable to retire by rotation.	Five years with effect from 12th December, 2017.
Directorship in other Companies (excluding Foreign and Section 8 Companies) as on 31st March, 2018	NIL	NIL
Chairmanship/ Membership of the Committee as on 31st March, 2018 (Includes only Audit and Stakeholders' Grievance Committee)	NIL	NIL
Number of Shares held on 31st March, 2018	4000 equity Shares of Re. 1 each	NIL
Relationship with other Director / Key Managerial Personnel	Mr. Madhusudan Jhunjunwala and Mr. Krishnakumar Jhunjunwala	Not related to any Director / Key Managerial Personnel
Number of Board Meetings attended during financial year (2017-18)	1	1

For other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of Ms. Neha Jhunjunwala and Ms. Shreya Desai, please refer to the Corporate Governance Report.

27) E-Voting:

I. In compliance with provisions of Section 108 of the Companies Act, 2013, 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 SEBI (Listing Obligations and Disclosure Requirements), 2015, the Company is pleased to provide its members with the facility of exercising their right to vote on resolutions proposed to be considered at the 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 National Securities Depository Limited (NSDL).

II. The facility for voting through of Ballot / Polling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot / Polling paper.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on Tuesday, 25th September, 2018 (9:00 am IST) and ends on Thursday, 27th September, 2018 (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, 21st September, 2018, 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.

V. The Board of Directors at their meeting held on 14th August, 2018 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.

VI. 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, 30th September, 2018.

VII. The Results declared alongwith 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 the stock exchanges where the shares of the Company have been listed.

VIII. 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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***

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.

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@csajitsathe.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 www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

IX. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

X. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

XI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

XII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2018.

XIII. Any person, who acquires shares of the Company and become

member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or evoting@sharexindia.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XIV. 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.

XV. 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.

XVI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot / Polling Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XVII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVIII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.sarlafibers.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company’s shares are listed.

By order of the Board of Directors

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

Place: Mumbai
Date: 14th August, 2018

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

**ROUTE MAP to the venue of Annual General Meeting
(From Vapi Railway Station to Sarla Performance Fibers Limited)**



By order of the Board of Directors

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

Place: Mumbai
Date: 14th August, 2018

Registered Office:
SARLA PERFORMANCE FIBERS LIMITED
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Tel: 0260-3290467, Fax: 0260-2631356,
Email: investors@sarlafibers.com Website: www.sarlafibers.com

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ('the Act')

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

4. Appointment of Ms. Shreya Desai (DIN: 08041995) as an Independent Director of the Company:

Ms. Shreya Desai (DIN - 08041995), was appointed as an Additional Director by the Board with effect from 12th December, 2017, 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, Ms. Shreya Desai 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 Ms. Shreya Desai as a candidate for the office of Director of the Company. The Company has received from Ms. Shreya Desai a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Ms. Shreya Desai is an advocate specialising in the field of corporate law having almost 10 years of experience. She completed her Bachelor of Business Administration and Bachelor of Law from Symbiosis Law College, Symbiosis International University, Pune and is enrolled as an advocate with Bar Council of Maharashtra and Goa. She initially worked with nationally renowned law firms in Mumbai and Ahmedabad and thereafter, from 2017, she started her Independent practice as Corporate Lawyer.

Her areas of expertise involve various significant arenas of corporate legal practice including foreign investments; mergers and acquisitions; private equity and other investment transactions; rendering general corporate law and transactional advisory; capital market transactions; and drafting and advising in respect of all types of commercial contracts and conveyance.

Ms. Desai has been involved in advising various domestic as well as MNCs in rendering legal and strategic advice. She has handled corporate legal matters across varied sectors including non-banking financial sector, manufacturing sector, retail sector, food and beverages sector, Service sector, banking companies, etc.

Ms. Desai does not hold any securities of the Company.

In the opinion of the Board, Ms. Desai fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder as also under the Listing Regulations for her appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Ms. Desai as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. The Board considers that the proposed appointment of Ms. Desai as a Director, considering her vast experience and knowledge in diverse areas, will be in the best interest of the Company and bring diversity to the composition of the Board. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Desai as an Independent Director, for

the approval by the members of the Company. Except Ms. Desai, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4. The Board recommends the Resolution set out at Item No. 4 of the Notice for your approval.

5. Ratification of appointment and remuneration of Cost Auditor for financial year ending 31st March, 2019:

The Board of Directors of the Company at their Board meeting held on 14th August, 2018 has considered and approved the appointment of B.F. Modi & Associates, Cost Accountants, Vapi, (having Membership No. 6955) as the cost auditor of the Company for the financial year 2018-19 at a remuneration of Rs.150000/-plus applicable taxes and out of pocket expenses that may be incurred.

The Board recommends this resolution for approval of the Members for ratification of the remuneration payable to the cost auditor for the financial year 2018-19. The Directors therefore, recommend the Ordinary Resolution for the approval of the shareholders.

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.

6. Alteration of Articles of Association of the Company by way of insertion of new Article No. 131 after existing Article 130 in the Articles of Association of the Company in conformity with the provisions of the Companies Act, 2013 and the rules made thereunder:

Your Directors propose to alter Articles of Association (AoA) of the Company to enable the Company to implement any instruction from a Member(s) of the Company to waive/forgo his / her / their right to receive the dividend (interim or final) from the Company for any financial year. Thus, the Members of the Company can now waive/forgo, if he/ she/ they so desire(s), his/ her / their right to receive the dividend (interim or final) for any financial year effective from the dividend recommended by the Board of Directors of the Company for the year ended 31st March, 2018 on a year to year basis, as per the rules framed by the Board of Directors of the Company from time to time for this purpose.

The Board recommends the Special Resolution set forth in Item No. 6 of the Notice for approval of the Members.

None of the Director or officer or Key Managerial Personnel of the Company is in any way concerned or interested in the said resolution, except to the extent of shareholding, if any.

7. Revision in overall borrowing powers of the Company:

The Members had authorized the Board of Directors of the Company and/or any Committee thereof to borrow from time to time a sum not exceeding Rs. 350 Crore (Rupees Three Hundred and Fifty Crore): on such terms and conditions as it may deem fit under Section 180(1) (c) of the Companies Act, 2013 vide resolution passed on 27th September, 2014. Considering the current book size

and the budget for FY 2017-18, the overall borrowing limits is to be increased from Rs. 350 Crore to Rs. 375 Crore. The Board accordingly recommends the revised limit to the extent of Rs. 375 Crore (Rupees Three Hundred and Seventy -Five Crore only), outstanding at any point of time under 180(1) (c) of the Companies Act, 2013 as set out in the Resolution for approval of the Members.

The Board recommends the Special Resolution set forth in Item No. 7 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

8. Creation of Mortgage/Charge on the assets of the Company:

As per the provisions of Section 180(1) (a) of the Companies Act, 2013, a Company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the Members is obtained by way of a Special Resolution. In connection with the loan/credit facilities to be availed by the

Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders (up to the limits approved under Section 180(1)(c) of the Companies Act, 2013), for the purposes of securing the loan/credit facilities extended by them to the Company. Further, upon occurrence of default under the relevant Loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, properties and licenses including the rights of sale/disposal thereof, creation of charge/s as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default would amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

Accordingly, the Board recommends the Special Resolution set forth in Item No. 8 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

By order of the Board of Directors

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

Place: Mumbai
Date: 14th August, 2018

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



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, India,
Tel: 0260-3290467, Fax: 0260-2631356,
Email:investors@sarlafibers.com Website: www.sarlafibers.com

ATTENDANCE SLIP 25th ANNUAL GENERAL MEETING

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

Folio No./DP ID No./
Client ID No. :

Name and address of
the registered member :

Name of Joint Holder(s),
If any (in Block Letters) :

No. of Shares :

I/ We hereby record my/our presence at the 25th Annual General Meeting of the Company to be held at registered office on Friday, 28th September, 2018 at 09.30 a.m.

Signature of the Member/
Joint Member/Proxy attending the Meeting

Electronic Voting
Event Number (EVEN)

User ID

Password

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. 27 to the Notice of Annual General Meeting. The voting time starts from Tuesday, 25th September, 2018 (9:00 am IST) and ends on Thursday, 27th September, 2018 (5:00 pm IST). The voting module shall be disabled by NSDL for voting thereafter.

SARLA PERFORMANCE FIBERS LIMITED

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 25th Annual General Meeting of the Company, to be held on Friday, 28th September, 2018 at 09.30 a.m., 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:

Resolution No.	Resolution	For	Against
1	Adoption of Financial Statements a) the audited financial statements of the Company for the financial year ended 31st March, 2018 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, 2018 and the Reports of the Auditors thereon.		
2	Declaration of Dividend for the financial year ended 31st March, 2018. Appointment of Director retire by rotation.		
3	Appointment of Ms. Shreya Desai (DIN: 08041995) as an Independent Director of the Company.		
4	Ratification of appointment and remuneration of Cost Auditor for financial year ending 31st March, 2019.		
5	Alteration of Articles of Association of the Company by way of insertion of new Article No. 131 after existing Article 130 in the		
6	Articles of Association of the Company in conformity with the provisions of the Companies Act, 2013 and the rules made thereunder.		
7	Revision in overall borrowing powers of the Company.		
8	Creation of Mortgage/Charge on the assets of the Company.		

Signed _____ day of _____, 2018.

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Affix Re. 1
Revenue
Stamp

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.

