

## SARLA PERFORMANCE FIBERS LIMITED

[CIN: L31909DN1993PLC000056]

Registered Office: Survey No. 59/1/4, Amlī Pipariā Industrial Estate, Silvassa, Union Territory of Dadra & Nagar Haveli – 396230, India,

Tel: 0260 – 3290467, Fax: 0260 – 2631356,

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

### NOTICE OF TWENTY EIGHTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Twenty Eighth Annual General Meeting** of the members of Sarla Performance Fibers Limited will be held on Wednesday, 29th September, 2021, at 10:30 AM at the Registered Office of the Company at Survey No. 59/1/4, Amlī Pipariā 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, 2021 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, 2021 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, 2021 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, 2021 and the Report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

##### 2. To appoint Director retire by rotation

To appoint Ms. Neha 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 and other applicable provisions of the Companies Act, 2013, Ms. Neha Jhunjhunwala [DIN: 07144529], who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

#### Special Business:

##### 3. To ratify the remuneration of Cost Auditors for the financial year ending 31st March, 2022:

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, read with the 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. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) (plus applicable taxes and re-imbursment of out of pocket expenses incurred in connection with the audit) to be paid to M/s. V. B. Modi & Associates, Cost Accountants, Vapi (Membership Number: 49992) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company’s Textile units for the financial year ending 31st March, 2022, be and is hereby ratified; and

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

Place: Mumbai  
Date: 25th June, 2021

Registered Office:

SARLA PERFORMANCE FIBERS LIMITED  
[CIN: L31909DN1993PLC000056]

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

## Notes:

### I. General Information:

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 ('the Act') Secretarial Standard – 2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') in respect of the Special Business under Item No. 3 of the accompanying Notice is annexed hereto.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2021 to 29th September, 2021 (both days inclusive) for the purpose of AGM.
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%) of the total share capital of the Company carrying voting rights. A Member holding more than ten percent (10%) 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. In compliance with the MCA Circulars and the Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 the validity of which has been extended till December 31, 2021 by SEBI, vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("SEBI Circulars"), Notice of the 28th AGM along with the Annual Report for Financial Year 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / National Securities Depository Limited and Central Depository Services (India) Limited ('the Depositories'). A copy of this Notice along with the Annual Report for Financial Year 2020-21 is uploaded on the Company's website [www.sarlafibers.com](http://www.sarlafibers.com), websites of the Stock Exchanges i.e. The BSE Limited and The National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of Link Intime Pvt. Ltd. i.e. <https://instavote.linkintime.co.in>.
5. In case the shareholder's e-mail ID is already registered with the Company/Link Intime India Private Limited, the Registrar and Transfer Agent ('LIPL')/Depositories, log in details for e-voting shall be sent on the registered e-mail address.
6. In case the shareholder holding shares in physical mode has not registered his/her e-mail address with the Company/LIPL/Depositories, he/she may do so by sending a duly signed request letter to LIPL by providing Folio No. and Name of shareholder at (UNIT: Sarla Performance Fibers Limited), C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083. Tel: 022 - 4918 6270, Fax: 022 - 4918 6260. Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
7. In the case of shares held in demat mode, the shareholder may contact the Depository Participant ('DP') and register the e-mail address in the demat account as per the process followed and advised by the DP.
8. 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.
9. In terms No. 2, of the provisions of Section 152 of the Act, Ms. Neha Jhunjunwala, Director will retire by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company re-commend her re-appointment. Ms. Neha Jhunjunwala is interested in the Ordinary

Resolutions set out at Item No. 2, of the Notice with regard to her re-appointment.

10. A brief profile of the Director retiring by rotation and proposed to be re-appointed at this AGM, nature of her expertise in specific functional areas, names of companies in which he holds directorship and membership / chairmanship of Board Committee(s), shareholding and relationship between directors inter se as stipulated under Regulation 36 of SEBI Listing Regulations and other requisite information as per Clause 1.2.5 of Secretarial Standards – 2 on General Meetings are provided in Annexure - 1 to this Notice.
11. Relevant documents as required by law and referred to in the accompanying Notice and in the Explanatory Statement shall be available for inspection through electronic mode. Members may write to the Company on [investors@sarlafibers.com](mailto:investors@sarlafibers.com) for inspection of said documents and the same will also be available for inspection by the members during the AGM.
12. 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 / Link Intime India Private Limited has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation, promptly.
13. 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 (DP) with whom they maintain their Demat accounts. Members holding shares in physical form should submit their PAN to the RTA i.e. Link Intime India Private Limited of the Company/Company.
14. Members are advised to avail the nomination facility in respect of shares held by them pursuant to the provisions of Section 72 of the Act. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Link Intime India Private Limited. Members holding shares in dematerialized form may contact their respective DP for availing this facility.

## II. Instructions for attending the AGM and Electronic Voting:

### A. General Instructions:

1. 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 22nd September, 2021 ('Cut-off Date'). 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.
2. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice, holds shares as on Cut-off Date, may obtain the login ID and password by sending a request at [rnt.helpdesk@linkintime.co.in](mailto:helpdesk@linkintime.co.in). 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 Cut-off Date should treat the same as intimation only.
3. The Board of Directors 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 (hereinafter referred to as ('the Scrutinizer') to scrutinize the remote e-voting and the voting process at the AGM in a fair and transparent manner.
4. 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.
5. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company ([www.Sarlafibers.com](http://www.Sarlafibers.com)) and on the website of Link Intime India Pvt. Ltd. i.e. <https://instavote.linkintime.co.in> 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.

6. Corporate Members are required to scan and send a certified true copy of the Board Resolution, pursuant to Section 113 of the Act, authorizing their representatives to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to mail@csajitsathe.com with a copy marked to the Company on secretarial@sarlafibers.com.
7. 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.
8. The results once declared along with the Scrutinizer's Report shall be placed on the Company's website www.sarlafibers.com and on website of NSDL www.evoting.nsd.com within forty eight hours of conclusion of

the AGM and will also be communicated to The BSE Limited and The National Stock Exchange of India Limited, where the shares of the Company are listed.

**B. Remote e-voting Instructions for shareholders post change in the login mechanism for individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:**

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress</p>
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>• Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.	<ol style="list-style-type: none"> <li>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> <ul style="list-style-type: none"> <li>▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -               <ol style="list-style-type: none"> <li>A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.</li> <li>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.                   <ul style="list-style-type: none"> <li>• Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above                       <ul style="list-style-type: none"> <li>▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>▶ Click “confirm” (Your password is now generated).</li> </ul> </li> </ul> </li> </ol> </li> </ul> </li> <li>2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.</li> <li>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</li> <li>4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.</li> <li>5. E-voting page will appear.</li> <li>6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).</li> <li>7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.</li> </ol>

**Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

**Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:**

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
  - In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
  - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
  - The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:**

- Shareholders/members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
  - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.**

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 -4918 6000.

- xxv. 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.
- xxvi. 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.

### III. Investor Education and Protection Fund ('IEPF') related:

1. 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 2012-13 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](http://www.sarlafibers.com)), and also on the website of the Ministry of Corporate Affairs ([www.mca.gov.in](http://www.mca.gov.in)). Unclaimed dividend for the Financial Year 2013-14 will fall due for transfer to the said Fund on 11th October, 2021. Those Members, who have not encashed their dividends for the Financial Year 2013-14, are requested to claim it from the Link Intime India Private Limited 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 Link Intime India Private Limited.
2. 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 10th October, 2021 shall be transferred by the Company to the said Fund. These details are also available on the Company's website [www.sarlafibers.com](http://www.sarlafibers.com). No claim shall lie against the Company in respect of these equity shares post their transfer to said Fund. Upon transfer, the Shareholders will be able to claim these equity shares only from the said Fund by making an online application to the IEPF Authority, the details of which are available at [www.iepf.gov.in](http://www.iepf.gov.in).

All correspondence should be addressed to the Link Intime India Private Limited (UNIT: Sarla Performance Fibers Limited), C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083, Tel: 022 - 4918 6270

e-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

### EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE ACT AND REGULATION 36 OF THE SEBI LISTING REGULATION

#### Item No. 3: Ratification of remuneration to Cost Auditor for financial year ending 31st March, 2022

The Board of Directors at its Meeting held on 25th June, 2021, upon the recommendation of the Audit Committee, approved the appointment of M/s. V. B. Modi & Associates, Cost Accountants, Vapi, (having Membership No. 49992), to conduct the audit of the cost records of the Company's Textile units on a remuneration of INR. 1,50,000 (Rupees One Lakh Only) (excluding all applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audit) for the Financial Year ending 31st March, 2022.

In terms of the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, (as amended from time to time) the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2022 as set out in the Ordinary Resolution for the aforesaid services to be rendered by them.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

By order of the Board of Directors

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

Date: 25th June, 2021  
Place: Mumbai

Registered Office:

**SARLA PERFORMANCE FIBERS LIMITED**

[CIN: L31909DN1993PLC000056]

Survey No. 59/1/4, Amla 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)

## ANNEXURE 1

## Details of Directors Seeking 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	Ms. Neha Jhunjunwala
DIN	07144529
Date of Birth	22/02/1989
Age	32 years
Date of First appointed on the Board	31/03/2015
Qualifications	Bachelor's degree in Management Studies
Experience and Expertise	Experience in Management
No. of Meeting of the Board Attending during the year	3
List of Directorship of other Board	NA
List of Membership / Chairmanship of Committees of other Boards	NA
Shareholding in Sarla Performance Fibers Limited	4000 Equity Shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Daughter of Krishnakumar Jhunjunwala
Terms and Conditions of re-appointment	As mentioned in Explanatory Statement to Notice
Details of remuneration last drawn (FY 2020-21)	Not Applicable
Details of remuneration sought to be paid	Not Applicable
Justification for choosing the appointees for appointment as Independent Director	Not Applicable

By order of the Board of Directors

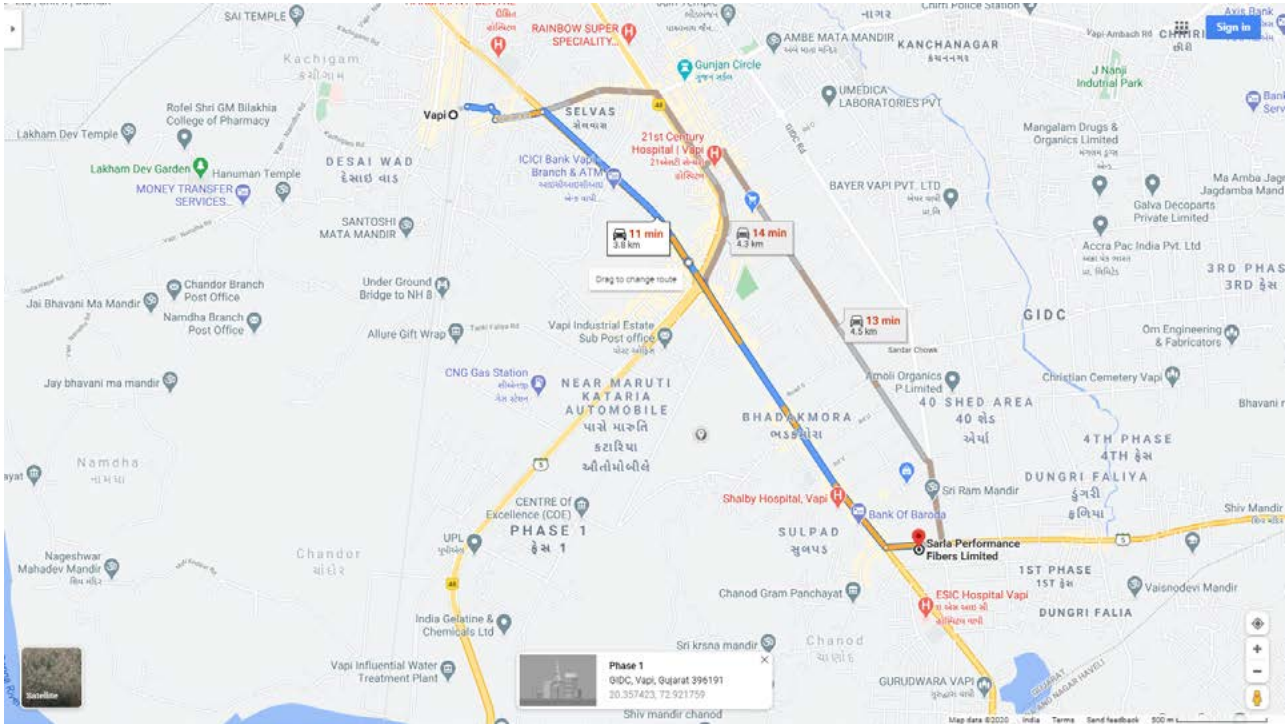
**Madhusudan S. Jhunjunwala**  
Chairman and Whole Time Director  
(DIN: 00097254)

Date: 25th June, 2021  
Place: Mumbai

Registered Office:  
**SARLA PERFORMANCE FIBERS LIMITED**  
[CIN: L31909DN1993PLC000056]  
Survey No. 59/1/4, Amla Piparia Industrial Estate,  
Silvassa, U.T. of Dadra & Nagar Haveli – 396230  
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**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)

Date: 25th June, 2021  
Place: Mumbai

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

[CIN: L31909DN1993PLC000056]

Registered Office: Survey No. 59/1/4, Amlipiparia Industrial Estate, Silvassa, Union Territory of  
Dadra & Nagar Haveli – 396230, India,

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

### ATTENDANCE SLIP 28TH ANNUAL GENERAL MEETING

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

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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):

Number of Shares:

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I/ We hereby record my/our presence at the 28th Annual General Meeting of the Company to be held at registered office on Wednesday, 29th September, 2021 at 10:30 A.M.

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

Electronic Voting

User ID

Password

Event Number (EVEN)

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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 Sunday, 26th September, 2021 (9:00 am IST) and ends on Tuesday, 28th September, 2021 (5:00 pm IST). The voting module shall be disabled by Link IntimeIndia Pvt. Ltd. for voting thereafter.

**SARLA PERFORMANCE FIBERS LIMITED**

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

**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, Amlı Piparia Industrial Estate Silvassa DN 396230 India

Name of 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 \_\_\_\_\_

Email 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 28th Annual General Meeting of the Company, to be held on Wednesday, 29th September, 2021 at 10:30 AM, at the Registered Office of the Company at Survey No. 59/1/4, Amla 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	For	Against
1.	Adoption of Financial Statements: <ol style="list-style-type: none"> <li>a) the audited financial statements of the Company for the financial year ended 31st March, 2021 and the Reports of the Board of Directors and Auditors thereon; and</li> <li>b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2021 and the Reports of the Auditors thereon.</li> </ol>		
2.	Appointment Ms. Neha Jhunjunwala as a Director to retire by rotation.		
3.	Ratification of remuneration to Cost Auditor for financial year ending 31st March, 2022.		

Signed \_\_\_\_\_ day of \_\_\_\_\_ 2021.

Signature of Shareholder:

Signature of Proxy holder(s):

Affix Re. 1 Revenue Stamp
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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.