

SARLA PERFORMANCE FIBERS LIMITED

[CIN: L31909DN1993PLC000056]

Registered Office: Survey No. 59/1/4, Amla Piparia 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 NINTH ANNUAL GENERAL MEETING**

NOTICE is hereby given that the **Twenty Ninth (29th) Annual General Meeting** of the Members of **Sarla Performance Fibers Limited** will be held on Wednesday, September 28, 2022, at 01:00 p.m. (IST) through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon; and
 - b. Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 and the Report of Auditors thereon.
2. To declare final dividend on equity shares for the financial year ended March 31, 2022.
3. To appoint a Director in place of Ms. Neha Jhunjunwala [DIN: 07144529], who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013, and being eligible, offers herself for re-appointment.
4. To appoint Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142, 144 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and recommendation of Audit Committee and approval of the Board of Director in their meetings held on September 06, 2022, the consent of member be and is hereby accorded for re-appointment of M/s. CNK & Associates LLP, Chartered Accountants (Firm Registration No: 101961W) as the Statutory Auditors to hold office for a second term of five (5) years from conclusion of this 29th Annual General Meeting till the conclusion of 34th Annual General Meeting of the Company to be held to consider the approval of Financial Statements for the FY. 2026-27 at such remuneration as may be recommended

by the Audit Committee and approved by Board of Directors of the Company in addition to applicable taxes and reimbursement of out of pocket expenses incurred by them."

SPECIAL BUSINESS:

5. **Re-appointment of Mrs. Shreya Desai (DIN: 08041995), as an Independent Director of the Company for a second term:**

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 Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as amended from time to time, and the Articles of Association of the Company as well as based on the recommendation of the Nomination and Remuneration Committee, Mrs. Shreya Desai (DIN: 08041995), who was appointed as an Independent Director for a period of five years, i.e., from December 12, 2017 to December 11, 2022, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second consecutive term of five years, i.e., from December 12, 2022 to December 11, 2027 (both days inclusive).

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

6. Ratification of the remuneration of Cost Auditors for the Financial Year ending March 31, 2023

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

“RESOLVED THAT pursuant to Section 148 and 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 amendment(s) or re-enactment(s) thereof for the time being in force), and other applicable acts, rules and regulations, if any and pursuant to the recommendation of Audit Committee, the remuneration payable to M/s. V.B. Modi & Associates, Cost Accountants, Vapi

(Membership Number: 49992), appointed by the Board of Directors of the Company as the Cost Auditors at its Meeting dated May 25, 2022, to conduct the audit of the cost records of the Company for the Financial Year 2022-23, amounting to Rs. 90,000/- (Rupees Ninety Thousand Only) plus taxes and reimbursement of out of pocket expenses that may be incurred during the course of audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors and/or Key Managerial Personnel of the Company be and are 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 the above resolution.”

By order of the Board of Directors
For Sarla Performance Fibers Limited

Neha Somani

(Company Secretary & Compliance Officer)

Place: Mumbai
Date: September 06, 2022

Registered Office:

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

Notes:

I. General Instructions:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI') allowed the Companies to hold Annual General Meeting ('AGM') through VC/OAVM, without physical presence of members at the venue vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021 and Circular No.02/2022 dated May 5, 2022 (collectively referred as 'MCA Circulars') and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred as 'Circulars') respectively. Accordingly, in compliance with the aforesaid Circulars, the AGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. Pursuant to the MCA Circulars and the SEBI Circular, the facility to appoint proxy to attend and cast vote for the Members is not available for this General Meeting. However, the Corporate Members are entitled to appoint authorized representatives to attend the General Meeting through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Explanatory statement pursuant to Section 102 of the Act and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, stating all material facts and reasons for businesses as set out in the Item no. 5 & Item no. 6 is annexed hereto and forms a part of the Notice.
4. Information required pursuant to Regulation 36(3) of the SEBI Listing Regulations read with the applicable provisions of Secretarial Standard-2 on General Meetings, in respect of the Directors seeking appointment/re-appointment or variation in terms of remuneration, is provided as part of this Notice. The Company has received the requisite consents/declarations for the re-appointment under the Act and the rules made thereunder.

5. Since the AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map are not annexed to this Notice.
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 cs@mayankarora.co.in with a copy marked to the Company on investors@sarlafibers.com and evoting@nsdl.co.in
7. Facility of joining the AGM through VC /OAVM shall open Fifteen (15) minutes before the time scheduled for the AGM and the Members can join the AGM by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available on first come first serve basis.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. 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.
10. In compliance with the aforesaid Circulars, the Notice of the AGM along with the Annual Report for the FY. 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may please note that the Notice and Annual Report for the FY. 2021-22 will also be available on the Company's website at www.sarlafibers.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.
11. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, September 22, 2022 to Wednesday, September 28, 2022, (both days inclusive) for the purpose of payment of dividend and AGM for FY. 2021-22. The Final Dividend for the FY. 2021-22, as recommended by the Board of Directors, if approved at the AGM, would be paid on or before Thursday, October 27, 2022, subject to deduction of tax at source (TDS), to the Members or their mandates:
 - i. to all the Beneficial Owners, in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ('NSDL') and the Central Depository Services (India) Limited ('CDSL') (both collectively referred to as 'Depositories'), as of the close of business hours on Wednesday, September 21, 2022; and
 - ii. to all the members in respect of shares held in physical form at the close of business hours on Wednesday, September 21, 2022.
12. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Members w.e.f. April 1, 2020 and the Company is required to deduct TDS from dividend paid to the Members at rates prescribed in the Income-tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number (PAN), Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company/ the Registrar & Transfer Agent, M/s. Link Intime India Private Limited ('RTA').

A resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to Registrar address rnt.helpdesk@linkintime.co.in or investors@sarlafibers.com latest by September 21, 2022. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an e-mail to rnt.helpdesk@linkintime.co.in or investors@sarlafibers.com latest by September 21, 2022.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
14. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit details to Link Intime India Private Limited, in the prescribed Form SH-13 for this purpose.
15. SEBI vide circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 has made it mandatory for all shareholders holding shares in physical form to furnish nomination details to the Company/ RTA. Shareholders can register their nomination details in Form SH-13 or they can choose

to give declaration to opt out of Nomination by filing Form ISR-3. In case of shareholder holding shares in physical form wishes to change the nominee or cancel the nomination then Form SH-14 needs to be filled. The forms mentioned above are available on the website of the Company as well as on the website of RTA.

16. SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, has made it mandatory for all holders holding shares in physical form to furnish the following documents / details to the RTA:

- a) PAN;
- b) Contact details, Postal address with PIN, Mobile number, E-mail address;
- c) Bank account details (bank name and branch, bank account number, IFS code);
- d) Specimen signature;

For furnishing the above-mentioned details, shareholder must submit Form ISR-1 and/or ISR-2 in hard copy form to the Company/ RTA. The forms are available on the website of the Company as well as on the website of RTA.

17. In accordance with SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated September 7, 2020, all share transfers shall be carried out compulsorily in the dematerialised form with effect from April 1, 2021.

Hence no transfer of shares in physical form are allowed. Further, in compliance with SEBI vide its circular SEBI / HO/ MIRSD/ MIRSD _RTAMB/ P/ CIR/2022/8 dated January 25, 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-

- i. Issue of duplicate share certificate
- ii. Claim from unclaimed suspense account
- iii. Renewal/Exchange of securities certificate
- iv. Endorsement
- v. Sub-division / splitting of securities certificate
- vi. Consolidation of securities certificates/folios
- vii. Transmission
- viii. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the Company as well as on the website of RTA. The aforementioned form shall be furnished in hard copy form.

18. Pursuant to Sections 124 and 125 and other relevant provisions of the Act, and Investor Education and Protection Fund ('IEPF') Authority (Accounting Audit, Transfer and Refund) Rules, 2016 as amended from time to time the dividend which remains unpaid/unclaimed for a period of Seven (7) years from the date of transfer to the unpaid/unclaimed dividend account of the Company is required to be transferred to the Investor Education and Protection Fund ('IEPF') of the Central Government.

In accordance with the provisions of Section 124 of the Companies Act, 2013, the Company has transferred the shares of those shareholders whose dividend remained to be encashed/claimed for Seven (7) consecutive years or more. The details of such shareholders have been uploaded on the Company's website under the link - <https://www.sarlafibers.com/shares-in-iepf/>. Members are requested to note that no claim shall lie against the Company in respect of any shares/ dividend so transferred to the IEPF Authority.

Sr. No.	Financial Year	Date of Declaration of Dividend	Due Date to transfer of IEPF
1.	2014-15 Final Dividend	28-09-2015	02-11-2022
2.	2015-16 Interim Dividend	12-03-2016	16-04-2023
3.	2015-16 Final Dividend	30-09-2016	04-11-2023
4.	2016-17 Final Dividend	29-09-2017	03-11-2024
5.	2017-18 Final Dividend	28-09-2018	02-11-2025
6.	2018-19 Final Dividend	27-09-2019	01-11-2026

In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from the IEPF authority by submitting an online application in e-Form IEPF-5 available on <http://www.iepf.gov.in/> and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a Financial Year as per the IEPF Rules.

Members who wish to claim dividends, which remain unclaimed, are requested to either correspond/ coordinate with the Secretarial Department of the Company at investors@sarlafibers.com or the RTA at rnt.helpdesk@linkintime.co.in for revalidation and encashment before the due dates for transferring those dividends to the Investor Education and Protection Fund Authority (IEPF Authority). The Members are further requested to encash their unclaimed/ unpaid dividend for the aforementioned years, if not already done.

19. Members are requested to:
 - a) intimate to RTA, changes, if any, in their registered address, in case of shares in physical form;
 - b) intimate to the respective DP, changes, if any, in their registered addresses, in case of shares held in dematerialized form;
 - c) quote their folio number/Client ID/ DP ID in all correspondence;
 - d) consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names;
 - e) Register their PAN with DPs, in case of shares held in demat form and in case of shares held in physical form, as directed by SEBI.
20. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to M/s. Link Intime India Pvt. Ltd., for doing the needful.
21. Members seeking any information with regard to Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which directors are interested under Section 189 of the Act, and relevant documents referred to in the accompanying Notice and in the Explanatory Statements are requested to write to the Company on or before Thursday, September 22, 2022, through email on investors@sarlafibers.com. The same will be replied by the Company suitably.
22. Members requiring information on the Audited Financial Statement for the year ended March 31, 2022 are requested to write to the Company on email address investors@sarlafibers.com at least seven (7) days before the date of the AGM to enable the Company to furnish the information in suitable manner.
24. The Board of Directors has appointed CS Mayank Arora - Proprietor of M/s. Mayank Arora & Co., Company Secretaries in Practice (Membership No.: F10378 / COP: 13609) as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
25. The Members who have cast their vote by remote E-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>.
26. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
27. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, September 21, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 21, 2022.

Instructions for Members for Remote e-Voting are as under:-

VOTING THROUGH ELECTRONIC MEANS

23. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), read with MCA Circulars and SEBI Circular, Company is providing facility of remote e-voting to its Members to cast their vote electronically, through the E-voting services provided by National Securities and Depositories Limited (NSDL) on all the resolutions set forth in this Notice. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.
 1. The remote e-voting period commences on **Sunday, September 25, 2022 at 10.00 A.M (IST)** and ends on **Tuesday, September 27, 2022 at 05.00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. on **Wednesday, September 21, 2022**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, September 21, 2022.
 2. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 3. **The details of the process and manner for remote E-voting using NSDL e-Voting system are explained herein below:**

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com 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. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022- 23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- 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.
- 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, your Password/OTP 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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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 etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 cs@mayankarora.co.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
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 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email investors@sarlafibers.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@sarlafibers.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM i.e. 12.45 p.m. (IST) and shall be closed after the expiry of 15 minutes from the end of the AGM. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. During the AGM, the Chairman will announce the start of voting through e-voting facility provided at the AGM.
6. Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Assistant Vice President or Ms. Pallavi Mhatre, Manager, NSDL on email ID: evoting@nsdl.co.in or call on Toll-free Nos.: 1800 1020 990 and 1800 224 430.
7. Members who would like to express their views or ask questions during the AGM may post their queries in the window 'Ask Your Question' by mentioning their name and demat account number/folio number.
8. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/ folio number, email id, mobile number at investors@sarlafibers.com. The same will be replied by the company suitably.

INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE ANNUAL GENERAL MEETING:

1. Members who would like to express their views/ ask questions during the meeting must register themselves as a speaker by sending their request mentioning their name, demat account number/ folio number, e-mail id, mobile number at investors@sarlafibers.com from September 21, 2022 (9:00 a.m. IST) to September 25, 2022 (5:00 p.m. IST).
2. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.
3. Members should allow to use camera and are required to use Internet with a good speed to avoid any disturbance during the Meeting.
4. Members are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Note:

Members who would like to ask questions, may send their questions in advance mentioning their name, demat account number/ folio number, e-mail id, mobile number at investors@sarlafibers.com. The same will be replied by the Company suitably.

OTHER INSTRUCTIONS:

1. The Scrutinizer shall immediately after the conclusion of voting at the annual general meeting, would first unblock the e-voting at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the company and make within a period not exceeding two (2) days from the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any and submit forth with to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.
2. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.sarlafibers.com/> and on the website of NSDL immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') where the shares of the Company are listed.
3. The Resolution shall be deemed to be passed on the date of AGM i.e. September 28, 2022 subject to receipt of sufficient votes.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE ACT

ITEM NO. 5

At the 25th Annual General Meeting held on September 28, 2018, the Members of the Company had appointed Mrs. Shreya Desai (DIN: 08041995) as an Independent Director of the Company, to hold office up to December 11, 2022 ('first term').

The Nomination and Remuneration Committee ('the Committee') of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mrs. Shreya Desai as an Independent Director, for a second term of five (5) consecutive years, i.e. from December 12, 2022 to December 11, 2027 (both days inclusive), on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Committee, considers that, given her professional background and experience and

contributions made by her during her tenure, the continued association of Mrs. Shreya Desai would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director. Accordingly, it is proposed to re-appoint Mrs. Shreya Desai as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years on the Board of the Company.

Mrs. Shreya Desai is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 ('the Act'), and has given her consent to act as a director.

The Company has also received declaration from Mrs. Shreya Desai that she meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

In the opinion of the Board, Mrs. Shreya Desai fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Mrs. Shreya Desai is independent of the management.

Details of Mrs. Shreya Desai are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) SEBI Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mrs. Shreya Desai is interested in the resolution set out at Item No. 5 of the Notice with regard to her re-appointment. Relatives of Mrs. Shreya Desai may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

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 resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the SEBI Listing Regulations.

The Board commends the Special Resolution set out at Item No. 5 of the accompanying Notice for the approval of the members.

ITEM NO. 6

The Board of Directors of the Company, based on the recommendation of the Audit Committee, has approved the appointment of M/s. V.B. Modi & Associates, Cost Accountants, Vapi (Membership Number: 49992) as Cost Auditor for auditing the cost records of the Company for the FY 2022-23 at a remuneration of Rs. 90,000/- (Rupees Ninety Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses.

The Company has received the consent letter and eligibility certificate from M/s. V.B. Modi & Associates, Cost Accountants, to act as Cost Auditors of the Company for the year ending March 31, 2023 along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013. The said eligibility certificate and consent letter will be available for inspection of the Members at the Registered/Corporate Office.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration to the Cost Auditors as recommended by the Audit Committee and approved by Board of Directors, has to be ratified by the Members of the Company. Accordingly, ratification by the Members is sought, as referred to in the resolution at Item No. 6 of the accompanying Notice, for the payment of the remuneration amounting to Rs. 90,000/- (Rupees Ninety Thousand only) for cost audit plus applicable taxes and out-of-pocket expenses to the Cost Auditor for Financial Year ending March 31, 2023.

None of the Directors, Key Managerial Personnel of the Company or 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. 6 of the accompanying Notice for the approval of the members.

ANNEXURE TO THE NOTICE

Details of Directors retiring by rotation / seeking appointment / re-appointment
at the Meeting

[Pursuance to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 on General Meetings]

Name of the Director	Ms. Neha Jhunjunwala	Mrs. Shreya Desai
Director Identification Number	07144529	08041995
Nationality	Indian	Indian
Date of Birth and Age	22/02/1989 (33 years)	01/01/1985 (37 years)
Qualifications	Bachelor's degree in Management Studies from the University of Mumbai and Master's degree in Marketing & Strategy, from the University of Warwick, London.	Bachelor of Business Administration and Bachelor of Law from Symbiosis International University, Pune and enrolled as an advocate with the Bar Council of Maharashtra & Goa.
Experience and Expertise	Ms. Neha Jhunjunwala brings a great deal of experience to the table. She has been associated with the Company since 2010. Neha's flair for multitasking spans across various functions in the organization: from plant operations to Human Resources and Marketing to Sales.	Mrs. Shreya Desai is an advocate specialising in the field of corporate law. Her areas of expertise involve various significant arenas of corporate legal practice including foreign investments, mergers and acquisitions, private equity and other investment transactions. She handles corporate matters across the country and has represented a wide range of clients from start-ups to conglomerates across various sectors.
Terms and Conditions of Re-appointment	Ms. Neha Jhunjunwala is reappointed as a Director of the Company liable to retire by rotation.	Mrs. Shreya Desai is proposed to be re-appointed as an Independent Director for five (5) consecutive years effective from December 12, 2022 upto and including December 27, 2027, not liable to retire by rotation. Independent directors are entitled to sitting fees for attending meetings of the Board & Committees.
Date of first appointment on the Board	31/03/2015	12/12/2017
Shareholding in the Company as on 31/03/2022	4,000 Equity shares	Nil
Relationship with other Directors / Key Managerial Personnel	Daughter of Mr. Krishnakumar Jhunjunwala, Managing Director and sister of Mr. Kanav Jhunjunwala, Executive Director and belongs to Promoter group.	Not related to any Director / Key Managerial Personnel.
*Directorships/ Chairmanship of other Boards	Nil	Nil
**Memberships/Chairmanship in other Companies	Nil	Nil

* Directorships in Private Limited Companies, Foreign Companies and Section 8 companies and their Committee memberships are excluded.

** Membership and Chairmanship of only Audit Committees and Stakeholders' Relationship Committees have been included in the aforesaid table.

By order of the Board of Directors
For Sarla Performance Fibers Limited

Neha Somani
(Company Secretary & Compliance Officer)

Place: Mumbai

Date: September 06, 2022

Registered Office:

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

Website: www.sarlafibers.com