

MAYANK ARORA & Co.

COMPANY SECRETARIES

FORM NO. MGT-13

SCRUTINIZER'S CONSOLIDATED REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman of 29th Annual General Meeting of Sarla Performance Fibers Limited held on
Wednesday, 28th day of September, 2022 at 1:00 p.m. (IST) through Video Conferencing ("VC")
or Other Audio Visual Means ("OAVM")

Dear Sir,

1. I, Mayank Arora, Practicing Company Secretary, of M/s. Mayank Arora & Co., Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of Sarla Performance Fibers Limited ("the Company") for the purpose of Scrutinizing the process of voting through electronic means ("e-voting") in a fair and transparent manner on the resolutions contained in the notice dated September 06, 2022 ("Notice"), calling the 29th Annual General Meeting of its Equity Shareholders ("the Meeting" / "AGM") through VC / OAVM. The AGM was convened on Wednesday, 28th day of September, 2022 at 1:00 P.M IST through VC / OAVM.
2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules") and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015. As the Scrutinizer, I have to scrutinize:
 - (i) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting"); and
 - (ii) process of e-voting at the AGM through electronic voting system ("e-voting").



Management's Responsibility

3. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer's Responsibility

4. My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically by the Company and/ or National Securities Depository Limited (NSDL) for my verification.

Cut-off date

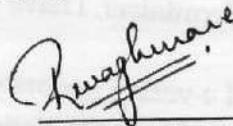
5. The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., Wednesday, September 21, 2022 were entitled to vote on the resolutions (item nos. 1 to 6 as set out in the Notice calling the AGM) and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

6. Remote e-voting process:-

- i. The remote e-voting period remained open from Sunday, 25th September, 2022 (10.00 A.M. IST) to Tuesday, 27th September, 2022 (5.00 P.M. IST)
- ii. The votes cast were unblocked on Wednesday, 28th September, 2022 after the conclusion of the AGM and was witnessed by two witnesses, Ms. Prathvika Poojary and Ms. Rashi Waghmare, who are not in the employment of the Company and/or NSDL. They have signed below in confirmation of the same.



Prathvika Poojary



Rashi Waghmare



- iii. Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of National Securities Depository Limited (NSDL), i.e. <https://www.e-voting.nsdl.com/>. Based on the report generated by NSDL and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

7. E-voting process at the AGM:-

- i. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by NSDL under my instructions.
- ii. The e-voting system was scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company / NSDL and the authorizations lodged with the Company/ NSDL on test check basis.
- iii. The e-votes cast were unblocked on Wednesday, 28th September, 2022 after the conclusion of the AGM.
8. I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting, based on the reports generated by NSDL, scrutinized on test check basis and relied upon by me as under:-



ORDINARY BUSINESS:

RESOLUTION NO 1: (AS AN ORDINARY RESOLUTION)

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.

(I) Voted in favour of the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast i.e.
Remote E-voting	134	4,99,53,706	100
Voting at AGM	0	0	0
Total	134	4,99,53,706	100

(II) Voted against the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast i.e.
Remote E-voting	3	388	0
Voting at AGM	0	0	0
Total	3	388	0

(III) Invalid Votes:

	Total number of members whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting at AGM	0	0
Total	0	0

Result: Resolution passed with requisite majority


FCS: 10378
CP:13609
COMPANY SECRETARIES *C*

RESOLUTION NO 2: (AS AN ORDINARY RESOLUTION)

To declare final dividend on equity shares for the financial year ended March 31, 2022.

(I) Voted in favour of the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast i.e.
Remote E-voting	134	4,99,53,706	100
Voting at AGM	0	0	0
Total	134	4,99,53,706	100

(II) Voted against the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast i.e.
Remote E-voting	3	388	0
Voting at AGM	0	0	0
Total	3	388	0

(III) Invalid Votes:

	Total number of members whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting at AGM	0	0
Total	0	0

Result: Resolution passed with requisite majority



RESOLUTION NO 3: (AS AN ORDINARY RESOLUTION)

To appoint a Director in place of Ms. Neha Jhunjhunwala [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.

(I) Voted in favour of the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast i.e.
Remote E-voting	129	4,99,43,104	99.99
Voting at AGM	0	0	0
Total	129	4,99,43,104	99.99

(II) Voted against the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast i.e.
Remote E-voting	7	6,990	0.01
Voting at AGM	0	0	0
Total	7	6,990	0.01

(III) Invalid Votes:

	Total number of members whose votes were declared invalid	Total Number of votes cast by them
E-voting	1	4,000
Voting at AGM	0	0
Total	1	4,000

Result: Resolution passed with requisite majority



RESOLUTION NO 4: (AS AN ORDINARY RESOLUTION)

To appoint Statutory Auditors M/s. CNK & Associates LLP and to fix their remuneration.

(I) Voted in favour of the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast i.e.
Remote E-voting	131	4,99,47,604	99.99
Voting at AGM	0	0	0
Total	131	4,99,47,604	99.99

(II) Voted against the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast i.e.
Remote E-voting	6	6,490	0.01
Voting at AGM	0	0	0
Total	6	6,490	0.01

(III) Invalid Votes:

	Total number of members whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting at AGM	0	0
Total	0	0

Result: Resolution passed with requisite majority



SPECIAL BUSINESS:

RESOLUTION NO 5: (AS A SPECIAL RESOLUTION)

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

(IV) Voted in favour of the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast i.e.
Remote E-voting	130	4,99,47,095	99.99
Voting at AGM	0	0	0
Total	130	4,99,47,095	99.99

(V) Voted against the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast i.e.
Remote E-voting	7	6,999	0.01
Voting at AGM	0	0	0
Total	7	6,999	0.01

(VI) Invalid Votes:

	Total number of members whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting at AGM	0	0
Total	0	0

Result: Resolution passed with requisite majority.



RESOLUTION NO 6: (AS AN ORDINARY RESOLUTION)

Ratification of the remuneration of Cost Auditors M/s. V.B. Modi & Associates for the Financial Year ending March 31, 2023.

(I) Voted in favour of the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast i.e.
Remote E-voting	131	4,99,50,349	99.99
Voting at AGM	0	0	0
Total	131	4,99,50,349	99.99

(II) Voted against the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast i.e.
Remote E-voting	6	3,745	0.01
Voting at AGM	0	0	0
Total	6	3,745	0.01

(III) Invalid Votes:

	Total number of members whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting at AGM	0	0
Total	0	0

Result: Resolution passed with requisite majority



9. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Ms. Neha Somani (Company Secretary), for preserving safely after the Chairman considers, approves and signs the minutes of the AGM
10. The consolidated result of the votes cast (by Remote E-Voting and by Voting at AGM) is provided as Annexure 1 to this report.

Thanking You,
Yours Faithfully,

For Mayank Arora & Co.,
Company Secretaries

Mayank Arora

Place: Mumbai
Date: 29/09/2022

UDIN: F010378D001082504

For Sarla Performance Fibers Limited

Neha Somani

Company Secretary and Compliance Officer



Annexure - 1

Consolidated result of voting (by remote e-voting and e-voting) for resolution numbers 1 to 6 of the Notice of the 29th Annual General Meeting of "Sarla Performance Fibers Limited" held on Wednesday, September 28, 2022 at 01:00 P.M (IST):-

Res olut ion No.	Total Valid Votes Cast			Voted in favour of resolution				Voted against the resolution			
	Remote E- voting	E- voting at AGM	Total	Remote E- voting	E- voting at AGM	Total	%	Remote E- voting	E- voting at AGM	Total	%
1.	4,99,54,094	0	4,99,54,094	4,99,53,706	0	4,99,53,706	100	388	0	388	0
2.	4,99,54,094	0	4,99,54,094	4,99,53,706	0	4,99,53,706	100	388	0	388	0
3.	4,99,50,094	0	4,99,50,094	4,99,43,104	0	4,99,43,104	99.99	6,990	0	6,990	0.01
4.	4,99,54,094	0	4,99,54,094	4,99,47,604	0	4,99,47,604	99.99	6,490	0	6,490	0.01
5.	4,99,54,094	0	4,99,54,094	4,99,47,095	0	4,99,47,095	99.99	6,999	0	6,999	0.01
6.	4,99,54,094	0	4,99,54,094	4,99,50,349	0	4,99,50,349	99.99	3,745	0	0	0.01

For Mayank Arora & Co.,
Company Secretaries






Mayank Arora

Place: Mumbai
Date: 29/09/2022

UDIN: F010378D001082504

For Sarla Performance Fibers Limited

Neha Somani
Company Secretary and Compliance Officer