

Sarla Performance Fibers Limited

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(O) +91 22 4032 2786/4032 2795
Email Id- info@sarlafibers.com
CIN: L31909DN1993PLC000056
<https://www.sarlafibers.com/>



Date: August 9, 2024

The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code: 526885

The Manager,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex, Bandra (E),
Mumbai – 400051
Symbol: SARLAPOLY

Dear Sir / Ma'am,

Sub: Submission of Consolidated Scrutinizer's Report on the resolutions passed at the 31st Annual General Meeting of the Company

Enclosed herewith is the Consolidated Report of the Scrutinizer, Mr. Mayank Arora, Partner of M/s. Mayank Arora & Co., Practising Company Secretaries in the prescribed Form MGT-13, on the voting done through remote e-voting and e-voting at the 31st Annual General Meeting of the Company through electronic voting system, held on Thursday, August 8, 2024 at 09:34 a.m. (IST) through Video Conferencing/ Other Audio Visual Means.

Kindly take the same on record.

Thanking You
Yours faithfully,

For Sarla Performance Fibers Limited

Radhika Sharma
Company Secretary & Compliance Officer
Membership No.: A36616

Encl.: As above

Regd. Off. & Works :	Works :	Works :	Dadra :	VAPI :
Survey No. 59/1/4, Amli Piparia Ind. Estate, Village Amli Silvassa-396 230 U.T. of D & NH & Daman & Diu	Survey No. 61/1, 61/2, 62/5, 64/2/3/4, Piparia Ind. Estate, Village Amli Silvassa -396230 U.T. of D & NH & Daman & Diu	Survey No. 66/1, Plot No 55/A, Piparia Ind. Estate Village Amli Silvassa -396230 U.T. of D & NH & Daman & Diu	Survey No. 213/P, Plot No. 11 & 12, Village Dadra-396 191 U.T. of D & NH & Daman & Diu	Shade No: A1/48, 100 Sheds Area, GIDC, Vapi-396 195 (Gujarat)

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 31st Annual General Meeting of **Sarla Performance Fibers Limited** (herein referred as "the Company") held on Thursday, 8th day of August, 2024 at 9:34 a.m. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")

Dear Sir,

1. I, Mayank Arora, partner, 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 June 24, 2024 ("Notice"), calling the 31st Annual General Meeting of its Equity Shareholders ("the Meeting" / "AGM") through VC / OAVM. The AGM was convened on Thursday, 8th day of August, 2024 at 9:34 a.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., Thursday, August 01, 2024 were entitled to vote on the resolutions (Item nos. 1 to 7 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 commences on Monday, August 05, 2024 at 09.00 A.M. (IST) and Wednesday, August 07, 2024 at 5.00 P.M. (IST).
- ii. The votes cast were unblocked on Thursday, August 08, 2024 after the conclusion of the AGM and was witnessed by two witnesses, Ms. Sarita Gupta and Ms. Nishita Gandhi, who are not in the employment of the Company and/or NSDL. They have signed below in confirmation of the same.



Name: Sarita Gupta



Name: Nishita Gandhi

- 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 Thursday, August 08, 2024 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, 2024 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, 2024 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. 17384109
Remote E-voting	90	17382766	99.99227
Voting at AGM	3	707	0.004067
Total	93	17383473	99.996337

(II) Voted against the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast i.e. 17384109
Remote E-voting	4	636	0.003659
Voting at AGM	0	0	0
Total	4	636	0.003659

(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 2: (AS AN ORDINARY RESOLUTION)

To appoint a Director in place of Ms. Neha Jhunjhunwala (DIN: 07144529), who retires by rotation and being eligible, offers herself for reappointment.

(I) Voted in favour of the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast i.e. 2026420
Remote E-voting	86	1450426	71.57578
Voting at AGM	2	7	0.000345
Total	88	1450433	71.576125

(II) Voted against the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast i.e. 2026420
Remote E-voting	7	575287	28.38933
Voting at AGM	1	700	0.034544
Total	8	575987	28.423874

(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 3: (AS AN ORDINARY RESOLUTION)

To consider and, if thought fit, ratify the remuneration payable to M/s. Kasina & Associates, Cost Accountants (Firm Registration Number: 104088), Cost Auditors of the Company for the Financial Year 2023-24 and 2024-25.

(I) Voted in favour of the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast i.e. 17384109
Remote E-voting	90	17380756	99.98071
Voting at AGM	3	707	0.004067
Total	93	17381463	99.984777

(II) Voted against the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast i.e. 17384109
Remote E-voting	4	2646	0.015221
Voting at AGM	0	0	0
Total	4	2646	0.015221

(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 4: (AS A SPECIAL RESOLUTION)

To consider and approve re-designation and re-appointment of Mr. Krishnakumar Jhunjhunwala (DIN: 00097175) as the Executive Chairman and Managing Director of the Company.

(I) Voted in favour of the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast i.e. 17384209
Remote E-voting	90	17380721	99.97994
Voting at AGM	3	707	0.004067
Total	93	17381428	99.984007

(II) Voted against the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast i.e. 17384209
Remote E-voting	5	2781	0.015997
Voting at AGM	0	0	0
Total	5	2781	0.015997

(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 5: (AS A SPECIAL RESOLUTION)

To consider and approve re-appointment of Mr. Paulo Manuel Castro Ferreira Moura (DIN: 08459844) as a Non- Executive Independent Director of the Company.

(I) Voted in favour of the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast i.e. 17384109
Remote E-voting	86	17378881	99.96993
Voting at AGM	3	707	0.004067
Total	89	17379588	99.973997

(II) Voted against the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast i.e. 17384109
Remote E-voting	8	4521	0.026006
Voting at AGM	0	0	0
Total	8	4521	0.026006

(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 6: (AS A SPECIAL RESOLUTION)

To approve ratification of appointment of Mr. Bharat K. Jhamvar (DIN: 00211297) as a Non-Executive Independent Director of the Company.

(I) Voted in favour of the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast i.e. 17384109
Remote E-voting	87	17378931	99.97021
Voting at AGM	2	7	0.00040
Total	89	17378938	99.97025

(II) Voted against the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast i.e. 17384109
Remote E-voting	7	4471	0.02572
Voting at AGM	1	700	0.00403
Total	8	5171	0.02975

(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 7: (AS A SPECIAL RESOLUTION)

To consider and approve re-designation of Mr. Sachin Shashikant Abhyankar (DIN: 02760746) as a Non-Executive Independent Director of the Company.

(I) Voted in favour of the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast i.e. 17384109
Remote E-voting	87	16806805	96.679128
Voting at AGM	2	7	0.0000403
Total	89	16806812	96.6791683

(II) Voted against the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast i.e. 17384109
Remote E-voting	7	576597	3.31680502
Voting at AGM	1	700	0.0040267
Total	8	577297	3.32083172

(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. Radhika Sharma (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 Digitally signed
by MAYANK
ARORA ARORA
Date: 2024.08.08
15:43:28 +05'30'

Mayank Arora

Partner

Mem. No.: F10378

COP No.: 13609

UDIN No.: F010378F000931485

Place: Mumbai

Date: 08/08/2024

For Sarla Performance Fibers Limited

Radhika Digitally signed
by Radhika
Ritesh Ritesh Sharma
Sharma Date: 2024.08.09
17:37:10 +05'30'

Radhika Sharma

Company Secretary and Compliance officer

Annexure - 1

Consolidated result of voting (by remote e-voting and e-voting) for resolution numbers 1 to 7 of the Notice of the 31st Annual General Meeting of "Sarla Performance Fibers Limited" held on Thursday, August 08, 2024 at 9:34 A.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- votin g at AGM	Total	%
1.	17383402	707	17384109	17382766	707	17382766	99.99	636	0	636	0.004
2.	2025713	707	2026420	1450426	7	1450433	71.58	575287	700	575987	28.42
3.	17383402	707	17384109	17380756	707	17381463	99.98	2646	0	2646	0.02
4.	17383502	707	17384209	17380721	707	17381428	99.98	2781	0	2781	0.02
5.	17383402	707	17384109	17378881	707	17379588	99.97	4521	0	4521	0.03
6.	17383402	707	17384109	17378931	7	17378938	99.97	4471	700	5171	0.03
7.	17383402	707	17384109	16806805	7	16806812	96.68	576597	700	577297	3.32

**For Mayank Arora & Co.,
Company Secretaries**

Digitally signed
by MAYANK
ARORA
Date: 2024.08.08
15:44:22 +05'30'

Mayank Arora
Partner
Mem. No.: F10378
COP No.: 13609
UDIN No.: F010378F000931485

Place: Mumbai
Date: 08/08/2024

For Sarla Performance Fibers Limited

Digitally signed
by Radhika
Ritesh Sharma
Date: 2024.08.09
17:37:45 +05'30'

Radhika Sharma
Company Secretary and Compliance officer