Sarla Performance Fibers Ltd.
304, Arcadia, 195, Nariman Point, Mumbai 400021
(O)+91 22 2283 4116/6632 4038
(O)+91 22 4032 2786-4032 2795
(F) +91 22 2285 1728
info@sarlafibers.com
CIN : L31909DN1993PLC000056

SARLA PERFORMANCE FIBERS

100% EOU
www.sarlafibers.com

9th September, 2016

SPFL/ 2016-2017

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
Phiroze Jeejeebhoy Towers, Dalal Street,
Fort, Mumbai – 400001
Fax No.: 2272 3121 / 2272 2037
Security Code: 526885

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Bandra Kurla Complex,
Bandra (East),
Mumbai – 400051
Fax No.: 2659 8348 / 2659 8237
Symbol: SARLAPOLY

Subject: Intimation of Annual General Meeting, Notice of Annual General Meeting and Book Closure as per Regulation 42 of SEBI (Listing Obligation and Disclosure Requirements), Regulation 2015

Dear Sir / Madam,

With reference to the above, we are forwarding herewith AGM Notice for your reference and records and request you to note other details as under:

Particulars	Date
Annual General Meeting	30th September, 2016
Book Closure for 23rd AGM	Saturday, 24th September, 2016 to Friday, 30th September, 2016 (Both days inclusive)
E-Voting Cut off	Friday 23rd September, 2016
E- Voting Period	Tuesday, 27th September, 2016 (09:00 A.M.) to Thursday, 29th September, 2016 (05:00 P.M)

For **Sarla Performance Fibers Limited**

Sarla Performance Fibers Ltd.

Mahendra Sheth

CFO and Company Secretary

Encl.: As above

Regd. Off. & Works 1:
Survey No. 59 / 1 / 4.
Amli Piparia Industrial Estate,
Silvassa - 396 230, U.T. Dadra & Nagar Haveli
(O) +91 260 3290467
(F) +91 260 2631356
silvassa@sarlafibers.com

Works 2:
Survey No. 64/2/3/4,61/1,61/2,62/5,63/5,63/7,
Amli Piparia Industrial Estate,
Silvassa - 396 230, U.T. Dadra & Nagar Haveli
(O) +91 260 3290467
(F) +91 260 2631356
silvassa@sarlafibers.com

Vapi Works:
Shed No. A1 / 48,
100 Sheds Area,
GIDC, Vapi - 396 195 (Gujarat)
(O) +91 260 3290953
(F) +91 260 2453507
vapi@sarlafibers.com

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

NOTICE OF TWENTY THIRD ANNUAL GENERAL MEETING

Notice is hereby given that the **Twenty Third Annual General Meeting** of the members of Sarla Performance Fibers Limited [CIN: L31909DN1993PLC000056] will be held on Friday, 30th September, 2016, at 11:00 a.m., at the Registered Office of the Company at Survey No. 59/1/4, Amli Piparia Industrial Estate, Silvassa - 396230, U.T. of Dadra & Nagar Haveli to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Financial Statements

To receive, consider and adopt the Standalone and Consolidated Audited financial statements of the Company for the financial year ended 31st March, 2016, including the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

Item No. 2 - Declaration of Dividend

To declare dividend of Rs. 0.25 per Equity Shares for the financial year ended 31st March, 2016.

Item No. 3 - Appointment of Director

To appoint a Director in place of Ms. Neha K. Jhunjhunwala [DIN:07144529], who retires by rotation as per the provisions of Section 152 of the Companies Act, 2013 and being eligible, offers herself, for re-appointment.

Item No. 4 - Ratification of Appointment of Auditor

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 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Company hereby ratifies the appointment of M/s. Sundarlal, Desai & Kanodia, Chartered Accountants (ICAI Firm Registration No. 110560W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty Forth Annual General Meeting of the Companyto be held in year 2017 to examine and audit the accounts of the Company for the Financial Year 2016-17, at such remuneration plus service tax, out-of-pocket, travelling and other expenses etc., as may bemutually agreed between the Board of Directors and the Auditors."

Item No. 5 - Ratification of appointment and remuneration of Cost Auditor for financial year 2015-16:

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 148 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Board of Directors of the Company for payment of remuneration of Rs. 50,000/- (Rupees fifty thousand only) plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses for the financial year ending 31stMarch, 2016, to M/s. Ashwani Kumar Gupta & Co., Cost Accountants, (Membership Number: 34097) for conducting audit of cost accounts of the Company, be and is hereby ratified and confirmed.

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

Item No. 6 - Ratification of appointment and remuneration of Cost Auditor for financial year 2016-17:

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 148 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Board of Directors of the Company for payment of remuneration of Rs. 3,00,000/- (Rupees three lacs only) plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses for the financial year ending 31st March, 2017, to M/s. B.F. Modi & Assoiciates, Vapi Cost Accountants, (Membership Number: 6955) for conducting audit of cost accounts of the Company, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the

Notice

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

Item No. 7 - Service of Documents as per Section 20 of the Companies Act, 2013

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

"RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed there under, the consent of the Company be and is hereby accorded to charge from a member in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any, request has been made by such member for delivery of such document to him through such mode of service provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.

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

FOR AND ON BEHALF OF BOARD OF DIRECTORS

MADHUSUDAN S. JHUNJHUNWALA
Chairman & Whole Time Director
(DIN: 00097254)

Place : **Mumbai**
Date : **11th August, 2016**

Registered Office:
SARLA PERFORMANCE FIBERS LIMITED
[CIN: L31909DN1993PLC000056]
Survey No. 59/1/4, Amli Piparia Industrial Estate,
Silvassa, U.T. of Dadra &Nagar Haveli - 396230,
Email: investors@sarlafibes.com

Strength and growth come only through continuous effort and struggle.

Notes

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item Nos. 5, 6 and 7 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") of the person seeking appointment as Director under Item Nos. 5, 6 and 7 of the Notice are also annexed.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE INSTRUMENT APPOINTING THE PROXY MUST BE FILLED, STAMPED AND DULY SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

3. Body Corporates who are members of the Company are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.

4. Members are requested to bring their attendance slip while attending the Meeting. Members holding shares in DEMAT form are requested to write their DP ID and Client ID and those holding shares in physical form are requested to write their Folio Numbers on the attendance slip for attending the Meeting.

5. Pursuant to sections 101 and 136 of the Companies Act, 2013 read with the rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report for the year ended 31st March, 2016 would be sent by electronic mode to those members whose e-mail addresses are registered with the Depository or the Company's Registrar and Transfer Agents, unless the members have requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode.

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

7. Members may also note that Notice of the 23rdAnnual General Meeting and the Annual Report for financial year ended 31st March, 2016 is also available on the Company's website at www.sarlafibers.com

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

9. As required by Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile of directors seeking appointment or re-appointment at the ensuing Annual General Meeting is given in this notice.

10. In case of joint holders attending the Meeting, joint holder ranked higher in the order of names will be entitled to vote at the Meeting.

11. The register of members and share transfer books of the Company shall remain closed from 24th September, 2016 to 30th September, 2016 (both days inclusive).

12. Members holding shares in demat (electronic) account are requested to notify changes, if any, in their address, e-mail address, bank mandate, etc. to their respective Depository Participants (Dps). Members holding shares in physical form are requested to intimate the changes to the Company's Registrars.

13. Members desirous of getting any information concerning the Accounts or Operations of the Company may send their queries at least 7 days before the Annual General Meeting, to the Company Secretary, at the registered office of the Company or by email to investors@sarlafibers.com.

14. The dividend for the year ended 31st March, 2016 as recommended by the Board, if approved at the Annual General Meeting will be paid to those members whose names appear on the Company's register of members on 22nd September, 2016. In respect of shares held in demat form; the dividend will be paid to the beneficial owners of shares as per details furnished by the depositories for the purpose. The dividend will be paid on and from 30th September, 2016.

15. a) In order to provide protection against fraudulent encashment of dividend warrants, members who hold shares in physical form are requested to intimate to the Company's registrars the following information to be incorporated on the dividend warrants duly signed by the sole or first joint holder:

Name of the Sole/First joint holder and the Folio Number
Particulars of Bank Account, viz:
Name of the Bank
Name of the Branch
Complete address of the Bank with Pin Code Number
Account Type whether Saving or Current

Notes

Bank Account Number
MICR Code
IFSC Code

b) Members holding shares in Demat form may please note that their bank account details, as furnished by their depositories to the Company, shall be printed on their dividend warrants as per the applicable regulation of the depositories and the Company shall not entertain any direct request from the members for deletion of or change in bank account details. Further, instructions, if any, already given by them in respect of shares held in physical form shall not be automatically applicable to shares held in Demat form. Members who wish to change their bank details or particulars are requested to contact their depository participants.

c) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided facility to the members for remittance through Electronic Clearing System (ECS). The ECS facility is available at locations designated by Reserve Bank of India. Members holding shares in physical form and desirous of availing the facility are requested to contact the Registrars.

16. In terms of Section 205A(5) and 205C of the Companies Act, 1956 (which are still applicable as the relevant sections under the Companies Act, 2013 are yet to be notified) any dividend which remains unpaid or unclaimed for a period of 7 years from the due date of payment is required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) of the Central Government. The Company has therefore transferred unpaid or unclaimed dividends for the financial year ended 31st March, 2008 on 27th November, 2015, to the IEPF. For the financial year ended 31stMarch, 2009, the Company shall in accordance with the provisions, transfer the amount to the IEPF within 30 days from 29th September, 2016. Members who have not as yet encashed their dividend warrants for the financial year ended 31st March, 2009 thereafter are requested to write to the Company /Registrars and Share Transfer Agents. Members are requested to note that no claims shall lie against the Company or the IEPF in respect of any amounts which were unclaimed or unpaid for a period of seven years from the dates they first became due for payment and no payment shall be made in respect of such claim.

17. Facility of nomination is now available and members are requested to make use of the same by contacting the Registrars in case of physical holding and DPs in case of Demat holdings.

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

19. Members are requested to quote their Folio Number/Demat Account Number and contact details such as email address, contact number and complete address in all correspondences with the Company or its registrars.

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

21. 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 the PAN to their Depository Participant with whom they are having demat accounts. Members holding shares in physical form are requested to submit PAN details to the Company/ Registrar.

22. Detailed profile of Directors seeking appointment or re-appointment in the Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of Director	**Ms. Neha K. Jhunjhunwala**
Date of Birth	22.02.1989
Date of Appointment	31.03.2015
Expertise in specific functional areas	Experience in Human Resource Management and Marketing
Qualification	BMS & Master of Science in Marketing and Strategy
Directorship in other Companies (excluding Foreign and Section 8 Companies) as on 31st March, 2016	NIL
Chairmanship/ Membership of the Committee as on 31st March, 2016 (Includes only Audit and	NIL
Stakeholders' Grievance Committee) Number of Shares held on 31st March, 2016	NIL

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

23. E- Voting:

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through of Ballot Paper shall be made

available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

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

IV. The remote e-voting period commences on 27th September, 2016 (9:00 am IST) and ends on 29th September, 2016 (5:00 pm IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

iii) Click on Shareholder - Login
iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

vii) Select "EVEN" of "SARLA PERFORMANCE FIBERS LIMITED".

viii) Now you are ready for remote e-voting as Cast Vote page opens.

ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

x) Upon confirmation, the message "Vote cast successfully" will be displayed.

xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to mail@csajitsathe.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

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

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

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

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2016.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or evoting@sharexindia.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset

Notes

your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. 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.

XII. 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.

XIII. CS Ajit Sathe - Proprietor of M/s A. Y Sathe & Co., Company Secretaries in Practice (Registration No.: FCS: 2899/COP: 738) have been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

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

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

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

FOR AND ON BEHALF OF BOARD OF DIRECTORS

MADHUSUDAN S. JHUNJHUNWALA
Chairman & Whole Time Director
(DIN: 00097254)

Place : **Mumbai**
Date : **11th August, 2016**

Registered Office:
SARLA PERFORMANCE FIBERS LIMITED
[CIN: L31909DN1993PLC000056]
Survey No. 59/1/4, Amli Piparia Industrial Estate,
Silvassa, U.T. of Dadra &Nagar Haveli - 396230,
Email: investors@sarlafibes.com

Without continual growth and progress, such words as improvement, achievement, and success have no meaning.
- Benjamin Franklin

Route Map: SPFL Registered Office

Note: Map not to scale/distance mentioned is approximate.

FOR AND ON BEHALF OF BOARD OF DIRECTORS

MADHUSUDAN S. JHUNJHUNWALA
Chairman & Whole Time Director
(DIN: 00097254)

Place : **Mumbai**
Date : **11th August, 2016**

Registered Office:
SARLA PERFORMANCE FIBERS LIMITED
[CIN: L31909DN1993PLC000056]
Survey No. 59/1/4, Amli Piparia Industrial Estate,
Silvassa, U.T. of Dadra &Nagar Haveli - 396230,
Email: investors@sarlafibes.com

Explanatory Statement

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 5, 6 and 7 of the accompanying Notice:

Item No. 5: In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the applicable products of the Company. As per the Rules, remuneration payable to the cost auditor is required to be ratified by the members of the Company in the general meeting.

The Board of Directors of the Company by the way of circular resolution passed on 25th September, 2015 has considered and approved the appointment of M/s. Ashwani Kumar Gupta & Co., Cost Accountants, Aurangabad (having Membership No. 34097) as the cost auditor of the Company for the financial year 2015-16 at a remuneration of Rs. 50,000/- plus applicable service tax and out of pocket expenses that may be incurred.

The Board recommends this resolution for approval of the Members for ratification of the remuneration payable to the cost auditor for the financial year 2015-16. The Directors therefore, recommend the Ordinary Resolution for the approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

Item No. 6: The Board of Directors of the Company at their Board meeting held on 11th August, 2016 has considered and approved the appointment of M/s. B.F. Modi & Associates, Vapi, Cost Accountants (having Membership No. 6955) as the cost auditor of the Company for the financial year 2016-17 at a remuneration of 3,00,000/- plus applicable service tax and out of pocket expenses that may be incurred.

The Board recommends this resolution for approval of the Members for ratification of the remuneration payable to the cost auditor for the financial year 2016-17. The Directors therefore, recommend the Ordinary Resolution for the approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

Item No. 7: As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the Company in its Annual General Meeting. Accordingly, the Board of Directors in their meeting held on 11th August 2016 has proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financial or otherwise, in the said resolution. The Board recommends the Ordinary Resolution as set out in the Notice for approval of the Members.

FOR AND ON BEHALF OF BOARD OF DIRECTORS

MADHUSUDAN S. JHUNJHUNWALA
Chairman & Whole Time Director
(DIN: 00097254)

Place : **Mumbai**
Date : **11th August, 2016**

Registered Office:
SARLA PERFORMANCE FIBERS LIMITED
[CIN: L31909DN1993PLC000056]
Survey No. 59/1/4, Amli Piparia Industrial Estate,
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Email: investors@sarlafibes.com

Growth begins when we begin to accept our own weakness.

Notes

Notes

SARLA PERFORMANCE FIBERS LIMITED

CIN: L31909DN1993PLC000056
Registered Office: Survey No. 59/1/4, Amli Piparia Industrial Estate,
Silvassa, U.T. of Dadra & Nagar Haveli - 396230
Tel: 0260 3290467, Fax: 0260 2631356
Website: www.sarlafibers.com

ATTENDANCE SLIP
23rd ANNUAL GENERAL MEETING

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

Folio No./DP ID No./ Client ID No.	:	
Name and address of the registered member	:	
Name of Joint Holder(s), If any (in Block Letters)	:	
No. of Shares	:	

I/ We hereby record my/our presence at the 23rd Annual General Meeting of the Company to be held at registered office on Friday, 30th September, 2016 at 11.00 a.m.

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

Electronic Voting Event Number (EVEN)	**User ID**	**Password**

Note:

1. Person attending the Meeting is requested to bring this Attendance Slip and Annual Report with him/her. Duplicate Attendance Slip and Annual Report will not be issued at the Annual General Meeting.

2. Please read the complete instructions given under the note no. 23 to the Notice of Annual General Meeting. The voting time starts from Tuesday, September 27, 2016 from 9:00 A.M. and ends on Thursday, September 29, 2016 at 5:00 P.M. The voting module shall be disabled by NSDL for voting thereafter.

SARLA PERFORMANCE FIBERS LIMITED

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: **L31909DN1993PLC000056**
Name of the Company: **Sarla Performance Fibers Limited**
Registered office: **Survey No. 59/1/4, Amli Piparia Industrial Estate, Silvassa, U.T. of Dadra & Nagar Haveli - 396230**

Name of the Member	:	
Registered Address	:	
E-mail Id	:	
Folio No. / Client Id	:	
DP Id	:	

I/We, being the member(s) of shares of the above named company, hereby appoint:

Name _____

Address _____

E-mail Id _____

1) _____ or failing him;

2) _____ or failing him;

3) _____

Signature of first proxy holder	**Signature of second proxy holder**	**Signature of third proxy holder**

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **23nd Annual General Meeting** of the Company, to be held on **Friday, 30th September, 2016 at 11.00 a.m.**, at the Registered Office of the Company at Survey No. 59/1/4, Amli Piparia Industrial Estate, Silvassa, U.T. of Dadra & Nagar Haveli - 396230, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution No.	For	Against
1.	Adoption of Financial Statements		
2.	Declaration of Dividend		
3.	Appointment of Director, who retires by rotation		
4.	Ratification of Appointment of Auditor		
5.	Ratification of Appointment and Remuneration of Cost Auditors for F.Y. 2015-16		
6.	Ratification of Appointment and Remuneration of Cost Auditors for F.Y. 2016-17		
7.	Service of Documents as per Section 20 of the Companies Act, 2013		

Signed _____ day of _____, 2016

Affix Re. 1 Revenue Stamp

Signature of shareholder: _____

Signature of Proxy holder(s): _____

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.