

Sarla Performance Fibers Ltd.

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info@sarlafibers.com

CIN : L31909DN1993PLC000056



www.sarlafibers.com

Date: April 18, 2022

To,
The Manager,
Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400051

Corporate Services Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai - 400001

Symbol: SARLAPOLY

Security Code: 526885

Dear Sir/ Mam,

Sub: Notice of Extra-Ordinary General Meeting of Sarla Performance Fibers Limited ("the Company")

Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is to inform you that the Extra-Ordinary General Meeting ("EOGM") of the Company will be held on Tuesday, May 10, 2022 at 11.00 a.m. at the Registered Office of the Company situated at Survey No. 59/1/4, Amli Piparia Industrial Estate, Silvassa, Union Territory of Dadra & Nagar Haveli - 396230, India, to transact special businesses detailed in the enclosed Notice of EOGM.

In this respect, please find enclosed a copy of the Notice dated April 15, 2022 for convening the EOGM along with the Explanatory Statement for your information and records. The Notice is sent to the Members of the Company on April 18, 2022 whose names appear on the Register of Members/ List of Beneficial Owners as on April 08, 2022, being the cut-off date and whose e-mail IDs are registered with their Depository Participant(s)/ the Company through electronic means and physical copies to those whose email IDs are not registered.

Copy of the Notice is also being made available on Company's website, i.e., www.sarlafibers.com.

Kindly take the same on record.

For Sarla Performance Fibers Limited


(Neha Somani)
Company Secretary & Compliance officer



Encl.: As above

Regd. Off. & Works 1:
Survey No. 59/1/4,
Amli Piparia Industrial Estate,
Silvassa - 396 230,
U.T. Dadra & Nagar Haveli

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

Vapi Works:
Shed No. A1 / 48,
100 Sheds Area,
GIDC, Vapi - 396 195
(Gujarat)

Works 3 :
Survey No. 213/P,
Plot No. 11 & 12,
Dadra - 396 191,
U.T. Dadra & Nagar Haveli.

SARLA PERFORMANCE FIBERS LIMITED

[CIN: L31909DN1993PLC000056]

Registered Office: Survey No. 59/1/4, Amli 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 EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an **Extra-Ordinary General Meeting** ('EOGM') of the members of Sarla Performance Fibers Limited will be held on Tuesday, May 10, 2022, at 11.00 a.m. at the Registered Office of the Company at Survey No. 59/1/4, Amli Piparia Industrial Estate, Silvassa – 396230, Union Territory of Dadra & Nagar Haveli to transact the following business:

SPECIAL BUSINESS:

Item No. 1

Re-appointment of Mr. Kanav Jhunjunwala (DIN: 09507192) as an Executive Director of the Company

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 152, 160 and applicable provisions of the Companies Act, 2013 and Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, including statutory modification or re-enactment thereof for the time being in force, Mr. Kanav Jhunjunwala (DIN: 09507192), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Extra-Ordinary General Meeting and in respect of whom the Company has received a notice from a Member of the Company, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT in accordance with, the provisions of Sections 196 and 197 of the Companies Act, 2013 ('the Act') and Schedule V thereto, and other applicable acts, rules and regulations, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and subject to approval(s)/ permission(s) of authorities and/or agency(ies) etc. as may be necessary in this regard and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their Meeting held on February 12, 2022, Mr. Kanav Jhunjunwala (DIN: 09507192), be appointed as an Executive Director of the Company, liable to retire by rotation, for a period of Five (5) years with effect from February 12, 2022 upto February 11, 2027 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions and/or remuneration, subject to the same not

exceeding the limits specified under Schedule V to the Act or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors 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. 2

Remuneration payable to Ms. Neha Jhunjunwala (DIN: 07144529) as an Executive Director of the Company

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

“**RESOLVED THAT** in accordance with, the provisions of Sections 196 and 197 of the Companies Act, 2013 (‘the Act’) and Schedule V thereto, and other applicable acts, rules and regulations, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and subject to approval(s)/ permission(s) of authorities and/or agency(ies) etc. as may be necessary in this regard and based on the recommendation of the Nomination and Remuneration Committee, Ms. Neha Jhunjunwala (DIN: 07144529) whose category of Directorship has been changed from Non-Executive Director to Executive Director liable to retire by rotation, by the Board in their Meeting held on February 12, 2022, being appointed for a period of Five (5) years with effect from February 12, 2022 upto February 11, 2027 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions and/or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Act or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors 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.”

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

Neha Somani
(Company Secretary & Compliance Officer)
Mem. No.: A36961

Place: Mumbai

Date: April 15, 2022

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

Notes:

1. The Explanatory Statement and reasons for the proposed Ordinary Resolution(s) pursuant to Section 102 of the Act setting out material facts are appended herein below. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') forms part of the Explanatory Statement forming part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A Member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or Shareholder. Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than forty-eight hours before the commencement of the Meeting. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution / authority, as applicable. A Proxy Form is annexed to this Notice.
3. The Notice of the EOGM along with the Attendance slip and Proxy form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
4. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the Meeting and tender the same at the venue of the Meeting.
5. 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.
6. In case the shareholder's e-mail ID is already registered with the Company/Link Intime India Private Limited, the Registrar and Transfer Agent ('LIPL')/Depositories, log in details for e-voting shall be sent on the registered e-mail address.
7. In the case of shares held in demat mode, the shareholder may contact the Depository Participant ('DP') and register the e-mail address in the demat account as per the process followed and advised by the DP.
8. Shareholders seeking any information with regard to the matter to be placed at the EOGM are requested to write to the Company on investors@sarlafibers.com at least 10 days before the meeting so as to enable the management to keep the information ready. During the EOGM, all the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members.
9. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the EOGM is enclosed.

II. Instructions for voting through Electronic Voting:

1. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations, and in terms of Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 issued by SEBI in relation to remote e-Voting Facility, the Members are provided the facility to cast their vote electronically, through the remote e-voting services for voting on the resolution(s) set out in this EOGM Notice. The facility is being provided by National Securities Depository Limited ('NSDL').
2. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the EOGM) is May 03, 2022 ('Cut-off Date'). Please note that Members can opt for only one mode of voting i.e., either by voting at the meeting or remote e-voting. If Members opt for remote e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
3. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice, and holds shares as on Cut-off Date, may obtain the login ID and password by sending a request at rnt.helpdesk@linkintime.co.in. Only a Member who is entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on Cut-off Date should treat the same as intimation only.
4. The Board of Directors has appointed Mr. 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 and the voting process at the EOGM in a fair and transparent manner.
5. The Scrutinizer will submit his consolidated Report to the Chairman after the completion of scrutiny and the result of the voting will be declared within Two (2) working days of conclusion of the meeting.
6. The declared Results along with the report of the Scrutinizer shall be placed on the website of the Company at www.sarlafibers.com and on the website of NSDL at www.evoting.ndsl.com immediately after the declaration of result by the Chairman & Managing Director of the Company. The results and will simultaneously be communicated to BSE Limited and National Stock Exchange of India Limited where Equity shares of the Company are listed.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on **Saturday, May 07, 2022 at 10:00 A.M.** and ends on **Monday, May 09, 2022 at 05:00 P.M.** 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. **Tuesday, May 03, 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 **May 03, 2022**.

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 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.	- 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 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. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- 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

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 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.

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 on NSDL e-Voting system.

How to cast your vote electronically 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 is in active status.
- 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- 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 Mr. Mayank Arora at cs@mayankarora.co.in with a copy marked to evoting@nsdl.co.in.
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/company 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 to 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 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.

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

ITEM NO. 1:

Re-appointment of Mr. Kanav Jhunjunwala (DIN: 09507192) as an Executive Director of the Company

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee and subject to approval of the Members pursuant to under Section 161 of the Companies Act, 2013 and relevant article of the Articles of Association of the Company, approved the appointment of Mr. Kanav Jhunjunwala (DIN: 09507192), as an Additional Director (Executive) of the Company, with effect from February 12, 2022.

Pursuant to amendment (effective from January 01, 2022) to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Kanav Jhunjunwala shall hold office until the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Kanav Jhunjunwala is eligible for appointment as an Executive Director effective from February 12, 2022, liable to retire by rotation.

The Company has received a notice in writing under Section 160(1) of the Act, from a Member proposing the candidature of Mr. Kanav Jhunjunwala, for the office of Executive Director of the Company.

The brief terms of appointment of Mr. Kanav Jhunjunwala including remuneration are as follows:

1. **Term of Appointment-** Mr. Kanav Jhunjunwala is being appointed for a term of Five (5) years from February 12, 2022 upto February 11, 2027.
2. **Remuneration Details-**
 - i) Salary : Rs. 12,00,000/- per annum
 - ii) Perquisites & allowances:
 - a) Leave: Encashment of Leave at the end of the tenure in accordance with the policy of the Company.
 - b) Provision of car for use on Company's business and mobile bill will not be considered as perquisites.
 - c) Statutory contribution to Provident Fund, superannuation/annuity fund and Gratuity payable as per respective legal provisions and as may be applicable to the Company.
 - d) Increment in salary, perquisites and allowances and remuneration by way of incentive / bonus / performance linked incentive, payable to Mr. Kanav Jhunjunwala, as may be determined by the Nomination and Remuneration Committee/ Board.
3. **Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:**
 - i) **General Information:**
 - a) Nature of Industry: Textile Industry - Manufacturing of yarns
 - b) Date or expected date of commencement of commercial production: Not applicable since Company is an existing Company
 - c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

d) Financial performance of the Company for FY 2020-21 is as below:

Particulars	Amount (Rs. In Lacs)
Sales and other income	25,136
EBIDTA	6,682
Profit before Tax & Exceptional Item	4,260
Profit before Tax	1,823
Tax Expenses	527
Profit After Tax	1,296
EPS	1.55

ii) Information about the appointee:

Background details	Mr. Kanav Jhunhunwala has done a major in Economics and a minor in Finance and Entrepreneurship from Tufts University, Boston, MA.
Past Remuneration	Nil
Recognition or Awards	Nil
Job Profile and his suitability	Mr. Kanav Jhunhunwala joined the company in 2019 with his first project being SAP implementation. Currently he is working on streamlining back-end operations and systems.
Remuneration proposed	Rs. 12,00,000/- per annum
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration being paid is in accordance with the industry standards based on the experience and educational background of the person for the similar position. However, this being the initial phase of the career of Mr. Kanav Jhunhunwala, the comparison is not possible at this stage.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Kanav Jhunhunwala is son of Mr. Krishnakumar Jhunhunwala, Managing Director and brother of Ms. Neha Jhunhunwala, Executive Director and belong to promoter group of the Company.

iii) Other Disclosures:

Reasons of loss or inadequate profits	Not applicable as the Company has adequate profits. Also the remuneration payable to Mr. Kanav Jhunhunwala is within the limits prescribed under Section 197 read with Schedule V of Companies Act, 2013 based on the Net profit as computed under Section 198 and as prescribed in Part II of Section II of Schedule V of Companies Act, 2013.
Steps taken or proposed to be taken for improvement	The Company is taking all the necessary actions and decisions to improve its productivity & profitability substantially.

Inadequacy or Absence of Profits	If the Company has no profits or its profits are inadequate, the Company may pay Mr. Kanav Jhunjunwala by way of salary, perquisites and other allowances, not exceeding the amount based on the effective capital of the Company, subject to the overall ceiling limit prescribed under Schedule V to the Companies Act, 2013.
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The Company is confident that the sincere efforts and academic knowledge of Mr. Kanav Jhunjunwala will add immense value to the Company.

The Company has received from Mr. Kanav Jhunjunwala, a declaration in prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act, his consent to act as Director in prescribed Form DIR-2 and his disclosure of interest in prescribed form MBP-1.

The information under Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings is annexed to this Notice.

Except for Mr. Kanav Jhunjunwala, being an appointee, Mr. Krishnakumar Jhunjunwala and Ms. Neha Jhunjunwala, relatives of appointee Director, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in this resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the Members.

ITEM NO. 2:

Remuneration payable to Ms. Neha Jhunjunwala (DIN: 07144529) as an Executive Director of the Company

Ms. Neha Jhunjunwala (DIN: 07144529) was appointed as Non-Executive Director of the Company with effect from March 31, 2015. Considering the active involvement of Ms. Neha Jhunjunwala in day-to-day activities of the Company and in order to utilize her expertise in the operations and other business activities of the Company, the Board of Directors at their Meeting held on February 12, 2022 approved change in category of her Directorship from Non-Executive Director to Executive Director, liable to retire by rotation.

The brief terms of appointment of Ms. Neha Jhunjunwala including remuneration are as follows:

1. **Term of Appointment-** Ms. Neha Jhunjunwala has been appointed for a term of Five (5) years from February 12, 2022 upto February 11, 2027.
2. **Remuneration Details-**
 - i) Salary : Rs. 18,00,000/- per annum
 - ii) Perquisites & allowances:
 - a) Leave: Encashment of Leave at the end of the tenure in accordance with the policy of the Company.
 - b) Provision of car for use on Company's business and mobile bill will not be considered as perquisites.

- c) Statutory contribution to Provident Fund, superannuation/annuity fund and Gratuity payable as per respective legal provisions and as may be applicable to the Company.
- d) Increment in salary, perquisites and allowances and remuneration by way of incentive / bonus / performance linked incentive, payable to Ms. Neha Jhunjunwala, as may be determined by the Nomination and Remuneration Committee/ Board.

3. Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:

i) General Information:

- a) Nature of Industry: Textile Industry - Manufacturing of yarns
- b) Date or expected date of commencement of commercial production: Not applicable since Company is an existing Company
- c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- d) Financial performance of the Company for FY 2020-21 is as below:

Particulars	Amount (Rs. In Lacs)
Sales and other income	25,136
EBIDTA	6,682
Profit before Tax & Exceptional Item	4,260
Profit before Tax	1,823
Tax Expenses	527
Profit After Tax	1,296
EPS	1.55

ii) Information about the appointee:

Background details	Ms. Neha Jhunjunwala holds a Bachelor's degree in Management Studies from the University of Mumbai. She also holds a prestigious Master's degree in Marketing & Strategy, from the University of Warwick, London.
Past Remuneration	During her tenure as Non-Executive Director, Ms. Neha Jhunjunwala was entitled for sitting fees.
Recognition or Awards	Nil
Job Profile and his suitability	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.
Remuneration proposed	Rs. 18,00,000/- per annum
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case	The remuneration being paid is in accordance with the industry standards based on the

of expatriates the relevant details would be with respect to the country of his origin)	experience and educational background of the person for the similar position.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Ms. Neha Jhunjunwala is daughter of Mr. Krishnakumar Jhunjunwala, Managing Director and sister of Mr. Kanav Jhunjunwala, Executive Director and belong to promoter group of the Company.

iii) Other Disclosures:

Reasons of loss or inadequate profits	Not applicable as the Company has adequate profits. Also the remuneration payable to Ms. Neha Jhunjunwala is within the limits prescribed under Section 197 read with Schedule V of Companies Act, 2013 based on the Net profit as computed under Section 198 and as prescribed in Part II of Section II of Schedule V of Companies Act, 2013.
Steps taken or proposed to be taken for improvement	The Company is taking all the necessary actions and decisions to improve its productivity & profitability substantially.
Inadequacy or Absence of Profits	If the Company has no profits or its profits are inadequate, the Company may pay Ms. Neha Jhunjunwala by way of salary, perquisites and other allowances, not exceeding the amount based on the effective capital of the Company, subject to the overall ceiling limit prescribed under Schedule V to the Companies Act, 2013.

Except for Ms. Neha Jhunjunwala, Mr. Krishnakumar Jhunjunwala and Mr. Kanav Jhunjunwala, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in this resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the Members.

ANNEXURE TO THE NOTICE

Details of the Directors seeking re-appointment at the Extra-Ordinary General Meeting

{In pursuance of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)}

Name of the Director	Mr. Kanav Jhunhunwala
Director Identification Number	09507192
Nationality	Indian
Date of Birth and Age	April 08, 1997
Qualifications	Major in Economics and a minor in Finance and Entrepreneurship from Tufts University, Boston, MA.
Date of first appointment on the Board	February 12, 2022
Experience and Expertise	Mr. Kanav Jhunhunwala joined the Company in 2019 with his first project being SAP implementation. Currently he is working on streamlining back end operations and systems.
Terms and Conditions of Re-appointment	Mr. Kanav Jhunhunwala is being appointed as an Executive Director of the Company, liable to retire by rotation.
Shareholding in the Company as on March 31, 2020	6,47,000 Equity shares
Relationship with other Directors / Key Managerial Personnel	Son of Mr. Krishnakumar Jhunhunwala, Managing Director and brother of Ms. Neha Jhunhunwala, Executive Director.
Directorships/ Chairmanship of other Boards	NIL
Memberships/Chairmanship in other Companies	NIL

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

Neha Somani
(Company Secretary & Compliance Officer)
Mem. No.: A36961

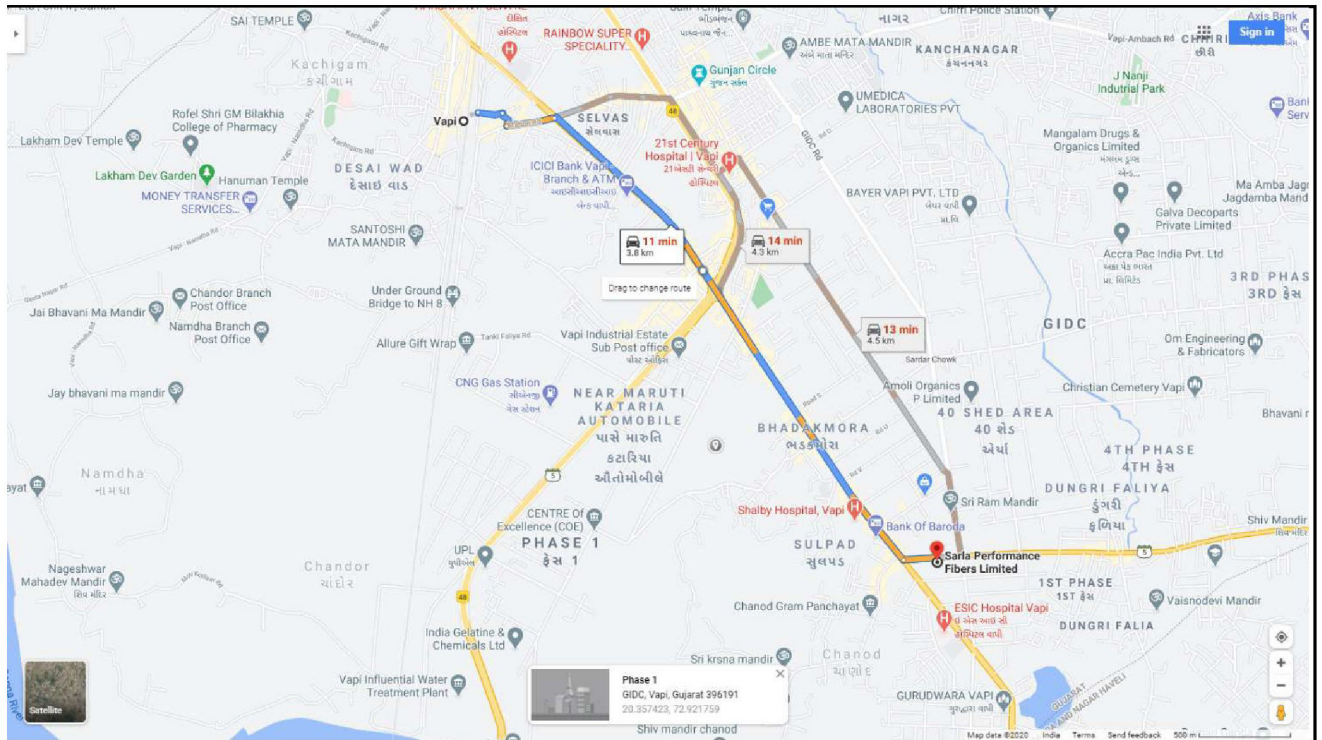
Place: Mumbai

Date: April 15, 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

ROUTE MAP TO THE VENUE OF EXTRA-ORDINARY GENERAL MEETING
(From Vapi Railway Station to Sarla Performance Fibers Limited)



SARLA PERFORMANCE FIBERS LIMITED

[CIN: L31909DN1993PLC000056]

Registered Office: Survey No. 59/1/4, Amlipiparia Industrial Estate, Silvassa, Union Territory of Dadra & Nagar Haveli - 396230, India,
Tel: 0260 - 3290467, Fax: 0260 - 2631356,
Email: investors@sarlafibers.com Website: www.sarlafibers.com

ATTENDANCE SLIP

(to be handed over at the Registration counter)

EXTRA-ORDINARY GENERAL MEETING

Registered Folio No./DP ID No. / Client ID No.	
Name and address of the Member(s) Joint Holder 1 Joint Holder 2	
Number of Shares held:	

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the Extra-Ordinary General Meeting of the Company to be held on **Tuesday, May 10, 2022 at 11.00 a.m.** at the Registered Office of the Company situated at Survey No. 59/1/4, Amlipiparia Industrial Estate, Silvassa, Union Territory of Dadra & Nagar Haveli - 396230, India.

Name of the member / proxy

Signature of member / proxy

Note:

1. Please fill up the attendance slip and hand it over at the entrance of the meeting hall.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL

EVSN (Electronic Voting Sequence Number)	*Default PAN
119713	

*Only Member who have not updated their PAN with Company / Depository Participant shall use default PAN in the Pan Field.

Note: Please read the instructions printed in the Notice of the Extra-Ordinary General Meeting dated April 15, 2022. The Voting period starts from **Saturday, May 07, 2022 at 10.00 am** and ends on **Monday, May 09, 2022 at 5.00 pm**. The voting module shall be disabled by NSDL for voting thereafter.

SARLA PERFORMANCE FIBERS LIMITED

[CIN: L31909DN1993PLC000056]

Registered Office: Survey No. 59/1/4, Amlipiparia Industrial Estate, Silvassa, Union Territory of Dadra & Nagar Haveli - 396230, India,
Tel: 0260 - 3290467, Fax: 0260 - 2631356,
Email: investors@sarlafibers.com Website: www.sarlafibers.com

FORM NO MGT - 11

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):		Folio No. / Client ID:	
Registered address:		DP ID:	
E-mail Id:			

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

- (1) Name: _____ Address: _____
Email Id: _____ or falling him;
- (2) Name: _____ Address: _____
Email Id: _____ or falling him;
- (3) Name: _____ Address: _____
Email Id: _____ or falling him;

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ behalf at the **EXTRA-ORDINARY GENERAL MEETING** of the Company at the Registered Office of the Company situated at Survey No. 59/1/4, Amlipiparia Industrial Estate, Silvassa, Union Territory of Dadra & Nagar Haveli - 396230, India on **Tuesday, May 10, 2022 at 11.00 a.m.** and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution	For	Against
1.	Re-appointment of Mr. Kanav Jhunjhunwala (DIN: 09507192) as an Executive Director of the Company.		
2.	Remuneration payable to Ms. Neha Jhunjhunwala (DIN: 07144529) as an Executive Director of the Company.		

Signed this _____ day of _____, 2022

Signature of the Shareholder _____

Affix
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

NOTES:

- Please put a tick mark '✓' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 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.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.