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

SPFL/2015-2016 **October 12, 2015**

E-Mail :
corp.relations@bseindia.com

The Secretary,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001.
Security Code No. **526885**

E-Mail : cmlist@nse.co.in

The Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza,
Bandra Kurla Complex,
Bandra East,
MUMBAI – 400 051.
Symbol : **SARLAPOLY**

Dear Sirs,

Sub: Intimation of Record Date for Sub-Division of Equity shares of the Company

This is to inform you that the Board of Directors of the Company vide circular resolution dated 10th October, 2015 and approved by majority of directors on 12th October 2015 have fixed 24th October, 2015 as the record date for sub-division of equity shares of the Company from nominal value of Rs. 10/- (Rupees Ten Only) each into 10 equity shares of Re. 1/- (Rupee One Only) each.

Please find the above in order and do the needful.

Thanking you,

Yours faithfully,

For SARLA PERFORMANCE FIBERS LIMITED

Sarla Performance Fibers Limited

COMPANY SECRETARY

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

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National Stock Exchange of India Ltd.,
Exchange Plaza,
Bandra Kurla Complex,
Bandra East,
MUMBAI – 400 051.
Symbol : **SARLAPOLY**

Undertaking from the Company

The Board of Directors of the company has fixed a record date of 24th October 2015 for purpose of subdivision of shares of Rs.10 /- per each of the company into the 10 shares of Re.1 /- each.

We hereby undertake that the company will set up Auto Corporate Action with both the Depositories – CDSL & NSDL for execution before beginning of the day on the trading day succeeding the record date.

Further, the company undertakes to resolve any complaint on account of the failure on the part of company to complete all formalities for execution of Auto Corporate Action.

Please find the above in order and do the needful.

Thanking you,

Yours faithfully,

For SARLA PERFORMANCE FIBERS LIMITED

Sarla Performance Fibers Limited

COMPANY SECRETARY

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Certified True Copy of the Resolution passed at 22nd Annual General Meeting of the Company held on Monday at 28th September, 2015 at 09.00 a.m. at Registered office of the company at 59/1/4, Amli Piparia Industrial Estate, Silvassa, U T of Dadra and Nagar Haveli 396 230

"**RESOLVED THAT** pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013,(including any statutory modification or re-enactment thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the approval(s), consent(s), permission(s), sanction(s), if any, as may be necessary from the appropriate statutory authority(ies), the consent of the shareholders be and is hereby accorded for sub-dividing the equity shares of the Company having nominal value of Rs. 10/- (Rupees Ten Only) each into equity shares of Re 1/- (Rupee One Only) each.

"**RESOLVED FURTHER THAT** pursuant to the Sub-division of equity shares of the Company as afore-said, 83,50,300 Issued Equity Shares having a face value of Rs 10/- each, shall stand sub-divided into 8,35,03,000 equity shares of the face value of Re 1 /- each.

"**RESOLVED FURTHER THAT** upon sub-division of equity shares as aforesaid, the existing share certificates of the equity shares of the face value of Rs. 10/- (Rupees Ten Only) each both in the electronic form and in the physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date fixed by the Board of Directors and the Company may without requiring the surrender of the existing share certificate(s),issue new certificates in lieu thereof, with regard to sub-divided equity shares in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in case of Members who hold the Equity Shares in dematerialized form, appropriate number of the sub-divided Equity Shares shall be credited to the respective beneficiary account of the Members, with their respective Depository Participants and the Company shall undertake such corporate actions as may be necessary in relation to the existing Equity Shares.

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to fix the Record date and take such steps as may be necessary including delegation of all or any of its powers herein conferred to any Director(s), Committees, the Company Secretary or any other officer(s) of the Company and to do all such acts, deeds, matters and things and give such directions as may be necessary, in the best interest of the Company, for giving effect to the aforesaid resolution, including but not limited to signing and execution of necessary forms, papers, writings, agreements and documents, giving customary representations and

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warranties, together with such indemnities as may be deemed necessary and expedient in its discretion and settling any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding on all the Members."

Certified True Copy

For Sarla Performance Fibers Ltd

Sarla Performance Fibers Limited

Company Secretary

Regd. Off. & Works 1:
Survey No. 59 / 1 / 4.
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SPFL/2015-2016 **October 12, 2015**

E-Mail : cmlist@nse.co.in

The Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza,
Bandra Kurla Complex,
Bandra East,
MUMBAI – 400 051.
Symbol : **SARLAPOLY**

Dear Sir,

Sub: Notice convening the AGM of Shareholders

We are sending herewith certified true copy of the notice convening the AGM of shareholders where the subdivision of equity shares of Rs.10/- each of the company into 10 equity shares of Re.1/- each was proposed.

Please find the above in order and do the needful.

Thanking you,

Yours faithfully,

For SARLA PERFORMANCE FIBERS LIMITED

Sarla Performance Fibers Limited

COMPANY SECRETARY

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Notice

Notice is hereby given that the Twenty Second Annual General Meeting of the members of Sarla Performance Fibers Limited will be held on Monday, 28th September, 2015, at 09.00 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, 2015, 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. 8 per Equity Shares for the financial year ended 31st March, 2015.

Item No. 3 - Appointment of Director

To appoint a Director in place of Mr. Madhusudan S. Jhunjhunwala [DIN: 00097254], who retires by rotation as per the provisions of Section 152 of the Companies Act, 2013 and being eligible, offers himself, 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 Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, M/s Sundarlal, Desai & Kanodia, Chartered Accountants (Firm Registration No. 110560W) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Twenty Forth Annual General Meeting of the Company, subject to ratification at each AGM at such remuneration as may be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

Item No. 5 - Re-appointment of Mr. Madhusudan S. Jhunjhunwala, Chairman & Whole-time Director of the Company for a period of Five Years

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Madhusudan S. Jhunjhunwala [DIN: 00097254] be and is hereby reappointed as Whole Time Director designated as Executive Director of the Company with remuneration payable to him of Rs. 10,00,000/- per month with an annual increment of Rs. 1,50,000/- for a period of Five years from 1st August, 2015 to 31st July, 2020, upon the terms and conditions as specified in the explanatory statement attached to the notice of the meeting.

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 - Re-appointment of Mr. Krishnakumar M. Jhunjhunwala, Managing Director of the Company for a period of Five Years

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 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Krishnakumar M. Jhunjhunwala [DIN: 00097175] be and is hereby reappointed as Managing Director designated as Executive Director of the Company with remuneration payable to him of Rs. 10,00,000/- per month with an annual increment of Rs. 1,50,000/- for a period of Five years from 1st October, 2014 to 30th September, 2019, upon the terms and conditions as specified in the explanatory statement attached to the notice of the meeting.

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. 7 - Appointment of Ms. Neha K. Jhunjhunwala as a 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 Ms. Neha K. Jhunjhunwala [DIN: 07144529], who was appointed as an Additional Director (Non Independent Non - Executive) of the Company with effect from 31st March, 2015 by the Board of Directors under the provisions of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a Member pursuant

to Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director be and is hereby appointed a Director (Non Independent Non-Executive) of the Company, liable to retire by rotation."

Item No. 8 - Sub-division / Stock Split of Equity Shares of the Company from Rs 10 /- (Rupees Ten Only) each to Re 1/- (Rupee One Only) each

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 61, 64 and other applicable provisions, if any, of the Companies Act, 2013,(including any statutory modification or re-enactment thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the approval(s), consent(s), permission(s), sanction(s), if any, as may be necessary from the appropriate statutory authority(ies), the consent of the shareholders be and is hereby accorded for sub-dividing the equity shares of the Company having nominal value of Rs. 10/- (Rupees Ten Only) each into equity shares of Re 1/- (Rupee One Only) each.

"RESOLVED FURTHER THAT pursuant to the Sub-division of equity shares of the Company as afore-said, 83,50,300 Issued Equity Shares having a face value of Rs. 10/- each, shall stand sub-divided into 8,35,03,000 equity shares of the face value of Re. 1/- each.

"RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificates of the equity shares of the face value of Rs. 10/- (Rupees Ten Only) each both in the electronic form and in the physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date fixed by the Board of Directors and the Company may without requiring the surrender of the existing share certificate(s),issue new certificates in lieu thereof, with regard to sub-divided equity shares in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in case of Members who hold the Equity Shares in dematerialized form, appropriate number of the sub-divided Equity Shares shall be credited to the respective beneficiary account of the Members, with their respective Depository Participants and the Company shall undertake such corporate actions as may be necessary in relation to the existing Equity Shares.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to fix the Record date and take such steps as may be necessary including delegation of all or any of its powers herein conferred to any Director(s), Committees, the Company Secretary or any other officer(s) of the Company and to do all such acts, deeds, matters and things and give such directions as may be necessary, in the best interest of the Company, for giving effect to the aforesaid resolution, including but not limited to signing and execution of necessary forms, papers, writings, agreements and documents, giving customary representations and warranties, together with such indemnities as may be deemed necessary and expedient in its discretion and settling any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding on all the Members."

Item No. 9 - Alteration of Memorandum of Association

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

"RESOLVED THAT subject to Section 13, 61 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and subject to such other approval(s) as may be required, Clause V of the Memorandum of Association of the Company relating to Capital be substituted by the following Clause:

V. The Authorized Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Re. 1/- (Rupee One Only) each. The Company shall have power from time to time, to increase, reduce, its capital and to divide all or any of the shares in the capital of the Company for the time being , classify and reclassify such shares from shares of one class into shares of other class or classes and to attach thereto respectively such preferential , deferred, qualified or other special rights, privileges, conditions, or restrictions as may be determined by the Company in accordance with the Articles of Association of the Company and to vary, modify, abrogate any such rights, privileges, conditions, restrictions in such manner and by such person as may, for the time being, be permitted under the provisions of the Articles of Association of the Company or legislative provisions, for the time being, enforced in that behalf.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do, perform and execute all such acts, matters, deeds and things as it may consider necessary, expedient, usual or proper to give effect to this resolution, including but not limited to filling of necessary forms with the Registrar of the Companies, Ahmadabad and to comply with all other requirements in this regards and for any matter connected herewith or incidental hereto."

Item No. 10 - Alteration of Articles of Association

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

"RESOLVED THAT pursuant to provisions of Section 14 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and subject to such other approval(s) as may be required, Article 3 of the Articles of Association of the Company be altered by substituting the following in place of the existing Article 3:

Notice

The Authorised Share Capital of the Company is Rs 10,00,00,000/- (Rupees Ten Crore Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Re 1/- (Rupee One Only) each with power to increase, reduce and to divide all or any of the shares in the capital of the Company from time to time in accordance with the regulations of the Company and the legislative provisions for the time being in this behalf and with power to divide the share capital for the time being into Equity Share Capital or Preference Share Capital and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with these presents.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do, perform and execute all such acts, matters, deeds and things as it may consider necessary, expedient, usual or proper to give effect to this resolution, including but not limited to filling of necessary forms with the Registrar of the Companies, Ahmadabad and to comply with all other requirements in this regards and for any matter connected herewith or incidental hereto."

Item No. 11 - Adoption of new set of Articles of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, a new set of Articles of Association, placed before the Members, be and is hereby adopted and substituted in place of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

FOR AND ON BEHALF OF BOARD OF DIRECTORS

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

Sarla Performance Fibers Limited

Place : **Mumbai**
Date : **12th August, 2015**

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

CERTIFIED TRUE COPY

For SARLA PERFORMANCE FIBERS LIMITED

MAHENDRA SHETH
C.F.O. & COMPANY SECRETARY.

