

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



100% EOU
www.sarlafibers.com

6th September, 2017

SPFL/ 2017- 2018

To,
The Secretary,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001
Security Code No. 526885

To,
The Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza, Bandra Kurla Complex,
Bandra East,
Mumbai – 400051
Symbol : SARLAPOLY

Dear Sirs,

Sub: Intimation of Book Closure date and Cutoff date as per Regulation 42 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

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

Particulars	Date
Annual General Meeting Date	Friday, 29 th September, 2017
Book Closure Date of Register of members and Share Transfer book for AGM and Dividend	Saturday, 23 rd September, 2017 to Friday, 29 th September, 2017
E Voting Cutoff Date	Friday, 22 nd September, 2017
E Voting Period	Tuesday, 26 th September, 2017 (9:00 am IST) to Thursday, 28 th September, 2017 (5:00 pm IST)

Kindly take the same on record.

Thanking you.

Yours faithfully,

For Sarla Performance Fibers Limited

Mahendra Sheth
CFO & 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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NOTICE OF TWENTY FOURTH ANNUAL GENERAL MEETING

Notice is hereby given that the **Twenty Fourth Annual General Meeting** of the members of Sarla Performance Fibers Limited [CIN: L31909DN1993PLC000056] will be held on Friday, 29th September, 2017, 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 business:

ORDINARY BUSINESS:

1 – Adoption of Financial Statements

To receive, consider and adopt

- a) the Audited standalone financial statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon;
- b) the Audited consolidated financial statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Auditors thereon.

2 – Declaration of Dividend

To declare dividend of Rs. 1.10 per Equity Shares for the financial year ended 31st March, 2017.

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.

4 – 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 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), CNK & Associates LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 101961W) be and are hereby appointed as Statutory Auditors of the Company in place of the retiring auditors, Sundarlal, Desai & Kanodia, Chartered Accountants, Mumbai, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty Ninth Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every AGM held till Twenty Ninth AGM, at such remuneration plus applicable taxes, out-of-pocket,

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travelling and other expenses etc., as may be mutually agreed between the Board of Directors and the Auditors."

SPECIAL BUSINESS:

5 – Ratification of appointment and remuneration of Cost Auditor for financial year 2017-18:

To consider and, if thought fit, to pass with or without modification (s), the following resolutions 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. 200000/- (Rupees Two Lacs only) plus applicable taxes and reimbursement of actual travel and out-of-pocket expenses for the financial year ending 31st March, 2018, to B.F. Modi & Associates, Cost Accountants, Vapi (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 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."

For and on behalf of the Board of Directors



Madhusudan S. Jhunjhunwala
Chairman and Whole Time Director
(DIN: 00097254)

27th May, 2017
Mumbai

Registered Office:

SARLA PERFORMANCE FIBERS LIMITED

[CIN: L31909DN1993PLC000056]

Survey No. 59/1/4, Amli Piparia Industrial Estate,
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Email: investors@sarlafibers.com

EXPLANATORY STATEMENT

EXPLANATORY STATEMENT IN RELATION TO ITEM NO. 4 (ORDINARY BUSINESS) PERTAINING TO APPOINTMENT OF STATUTORY AUDITORS.

Section 139 of the Companies Act, 2013 ('the Act') which came into effect from April 1, 2014, read with the Rules made thereunder provides for mandatory rotation of statutory auditors. In terms of Section 139(2) of the Act, the maximum tenure of the audit firm is restricted to two consecutive terms of 5 years each. The Proviso to the Section 139(2) also lay down the transitional period of 3 years for which the existing auditors who had already completed 10 years before the Act came into force could continue to act as statutory auditors. Sundarlal, Desai & Kanodia, Chartered Accountants, Mumbai have been the Statutory Auditors of the Company for more than 10 years and will be completing the transitional period at the conclusion of the Twenty Fourth Annual General Meeting (AGM) of the Company scheduled to be held on 29th September, 2017. Accordingly, now in compliance with the provisions of Section 139(2) of the Act, the Audit Committee and the Board of Directors at their respective meetings held on 27th May, 2017 have considered and recommended the appointment of CNK & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 101961W), as Statutory Auditors of the Company for a period of 5 (five) years commencing from the conclusion of the Twenty Fourth AGM till the conclusion of the Twenty Ninth AGM of the Company, subject to ratification by the Members at every AGM till the Twenty Ninth AGM. CNK & Associates LLP, Chartered Accountants, have consented to act as the Statutory Auditors of the Company and have also provided their written confirmation that their appointment, if made, would be in accordance with the provisions of Section 139(1) of the Act read with Companies (Audit and Auditors) Rules, 2014 and that they further satisfy the criteria provided under Section 141 of the Act. They have also confirmed that they hold a valid certificate issued by the "Peer Review Board" of the Institute of Chartered Accountants of India in accordance with the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("SEBI Listing Regulations"). The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Shareholders.

None of the Directors of the Company or Key Managerial Personnel ("KMP") or their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

STATEMENT TO BE ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

5. APPOINTMENT OF COST AUDITORS.

The Board of Directors of the Company at their Board meeting held on 27th May, 2017 has considered and approved the appointment of B.F. Modi & Associates, Cost Accountants, Vapi, (having Membership No. 6955) as the cost auditor of the Company for the financial year 2017-18 at a remuneration of Rs. 200000/- plus applicable taxes 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 2017-18. 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.

For and on behalf of the Board of Directors

MS Jhunwala

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Madhusudan S. Jhunhunwala
Chairman and Whole Time Director
(DIN: 00097254)

MS

27th May, 2017
Mumbai

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