

Sarla Performance Fibers Ltd.

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info@sarlafibers.com
CIN : L31909DN1993PLC000056



www.sarlafibers.com

29th September, 2018

SPFL/2016-17

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001
Scrip Code: 526885

To,
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra - Kurla Complex, Bandra (East),
Mumbai - 400051
Symbol: SARLAPOLY

Dear Sir/ Madam,

Sub:- Regulation 44 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation – 2015-
Results of Voting of 25th Annual General Meeting

Pursuant to Regulation 44 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation – 2015, we are forwarding herewith the details regarding the Voting Results of the business transacted at the 25th AGM of the Company held on 28th September, 2018 at 09:30 a.m, at Registered office of the Company at 59/1/4, Amli Piparia Industrial estate, Silvassa, U T of Dadra & Nagar Haveli, 396 230.

We are forwarding herewith consolidated report of the scrutinizer on e-voting and voting through ballot paper at the AGM.

Thanking you,

Yours Faithfully,

For Sarla Performance Fibers Ltd

Mahendra Sheth

CFO & Company Secretary



Encl.: As stated 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.

Date of the AGM	Friday, 28 th September, 2018
Total number of shareholders on record date	As on Cut off date 21 st September, 2018, No of Shareholders - 15552
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	8 34
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	NIL NIL

Result of the Meeting				
Sr No	Agenda	Resolution Required (Ordinary/Special)	Mode of Voting	Remarks
1	To receive, consider and adopt a) the audited financial statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon; and b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Auditors thereon	Ordinary	E-Voting and Ballot paper at AGM	Passed with Requisite Majority
2	To declare dividend of Rs. 1.10/- per Equity Shares for the financial year ended 31 st March, 2018	Ordinary	E-Voting and Ballot paper at AGM	Passed with Requisite Majority
3	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	Ordinary	E-Voting and Ballot paper at AGM	Passed with Requisite Majority
4	To Appoint Ms. Shreya Desai (DIN: 08041995) as an Independent Director of the Company	Ordinary	E-Voting and Ballot paper at AGM	Passed with Requisite Majority
5	To ratify appointment and remuneration of Cost Auditor for financial year 2018-19	Ordinary	E-Voting and Ballot paper at AGM	Passed with Requisite Majority
6	To Alter of Articles of Association of the Company by way of insertion of new Article No. 131 after existing Article 130 in the Articles of Association of the Company in conformity with the provisions of	Special	E-Voting and Ballot paper at AGM	Passed with Requisite Majority



	the Companies Act, 2013 and the rules made thereunder			
7	Revision in overall borrowing powers of the Company	Special	E-Voting and Ballot paper at AGM	Passed with Requisite Majority
8	Creation of Mortgage/Charge on the assets of the Company	Special	E-Voting and Ballot paper at AGM	Passed with Requisite Majority



Resolution - 1

Agenda: To receive, consider and adopt a) the audited financial statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon; and b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Auditors thereon

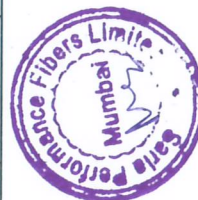
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	-2	$(3)=[(2)/(1)]*100$	-4	-5	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	44702673	44702673	100.00	44702673	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	44702673	44702673	100.00	44702673	0	100.00	0.00
Public- Institutions	E-Voting	4807006	4807006	100.00	4807006	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	4807006	4807006	100.00	4807006	0	100.00	0.00
Public- Non Institutions	E-Voting	34004	34004	100.00	34004	0	100.00	0.00
	Poll	3828444	3828444	100.00	3828444	0	100.00	0.00
	Total	3862448	3862448	100.00	3862448	0	100.00	0.00
Total		53372127	53372127	100.00	53372127	0	100.00	0.00



Resolution - 2

Agenda: To declare dividend of Rs. 1.10/- per Equity Shares for the financial year ended 31st March, 2018

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	-2	(3)=[(2)/(1)]*100	-4	-5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	44702673	44702673	100.00	44702673	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	44702673	44702673	100.00	44702673	0	100.00	0.00
Public- Institutions	E-Voting	4807006	4807006	100.00	4807006	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	4807006	4807006	100.00	4807006	0	100.00	0.00
Public- Non Institutions	E-Voting	34004	34004	100.00	34004	0	100.00	0.00
	Poll	3828444	3828444	100.00	3828444	0	100.00	0.00
	Total	3862448	3862448	100.00	3862448	0	100.00	0.00
Total		53372127	53372127	100.00	53372127	0	100.00	0.00



Resolution - 3

Agenda: 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.

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Yes, Mr. Madhusudan Jhunjhunwala, Mr. Krishnakumar Jhunjhunwala and Ms. Neha Jhunjhunwala								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	-2	$(3) = [(2)/(1)] * 100$	-4	-5	$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$
Promoter and Promoter Group	E-Voting	44702673	44702673	100.00	44702673	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	44702673	44702673	100.00	44702673	0	100.00	0.00
Public- Institutions	E-Voting	4807006	4807006	100.00	4807006	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	4807006	4807006	100.00	4807006	0	100.00	0.00
Public- Non Institutions	E-Voting	34004	34004	100.00	32955	1049	96.92	3.08
	Poll	3828444	3828444	100.00	3828444	0	100.00	0.00
	Total	3862448	3862448	100.00	3861399	1049	96.92	3.08
Total		53372127	53372127	100.00	53371078	1049	100.00	0.00



Resolution - 4

Agenda: To Appoint Ms. Shreya Desai (DIN: 08041995) as an Independent Director of the Company

Resolution required: (Ordinary/ Special)		Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		1	-2	$(3) = [(2)/(1)] * 100$	-4	-5	$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$	
Promoter and Promoter Group	E-Voting	44702673	44702673	100.00	44702673	0	100.00	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00	0.00
	Total	44702673	44702673	100.00	44702673	0	100.00	0.00	0.00
Public- Institutions	E-Voting	4807006	4807006	100.00	4807006	0	100.00	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00	0.00
	Total	4807006	4807006	100.00	4807006	0	100.00	0.00	0.00
Public- Non Institutions	E-Voting	34004	34004	100.00	33204	800	97.65	2.35	2.35
	Poll	3828444	3828444	100.00	3828444	0	100.00	0.00	0.00
	Total	3862448	3862448	100.00	3861648	800	97.65	2.35	2.35
Total		53372127	53372127	100.00	53371327	800	100.00	0.00	0.00



Resolution - 5

Agenda: To ratify appointment and remuneration of Cost Auditor for financial year 2018-19

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	-2	(3)=[(2)/(1)]*100	-4	-5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	44702673	44702673	100.00	44702673	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	44702673	44702673	100.00	44702673	0	100.00	0.00
Public- Institutions	E-Voting	4807006	4807006	100.00	4807006	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	4807006	4807006	100.00	4807006	0	100.00	0.00
Public- Non Institutions	E-Voting	34004	34004	100.00	33304	700	97.94	2.06
	Poll	3828444	3828444	100.00	3828444	0	0.00	0.00
	Total	3862448	3862448	100.00	3861748	700	97.94	2.06
Total		53372127	53372127	100.00	53371427	700	100.00	0.00



Resolution - 6

Agenda: To Alter of Articles of Association of the Company by way of insertion of new Article No. 131 after existing Article 130 in the Articles of Association of the Company in conformity with the provisions of the Companies Act, 2013 and the rules made thereunder

Resolution required: (Ordinary/ Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	-2	$(3) = [(2)/(1)] * 100$	-4	-5	$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$
Promoter and Promoter Group	E-Voting	44702673	44702673	100.00	44702673	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	44702673	44702673	100.00	44702673	0	100.00	0.00
Public- Institutions	E-Voting	4807006	4807006	100.00	4807006	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	4807006	4807006	100.00	4807006	0	100.00	0.00
Public- Non Institutions	E-Voting	33004	33004	100.00	32704	300	99.09	0.91
	Poll	3828444	3828444	100.00	3828444	0	0.00	0.00
	Total	3861448	3861448	100.00	3861148	300	99.09	0.91
Total		53371127	53371127	100.00	53370827	300	100.00	0.00



Resolution - 7

Agenda: Revision in overall borrowing powers of the Company

Resolution required: (Ordinary/ Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	-2	$(3)=[(2)/(1)] \times 100$	-4	-5	$(6)=[(4)/(2)] \times 100$	$(7)=[(5)/(2)] \times 100$
Promoter and Promoter Group	E-Voting	44702673	44702673	100.00	44702673	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	44702673	44702673	100.00	44702673	0	100.00	0.00
Public- Institutions	E-Voting	4807006	4807006	100.00	4807006	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	4807006	4807006	100.00	4807006	0	100.00	0.00
Public- Non Institutions	E-Voting	34004	34004	100.00	28504	5500	83.83	16.17
	Poll	3828444	3828444	100.00	3828444	0	0.00	0.00
	Total	3862448	3862448	100.00	3856948	5500	83.83	16.17
Total		53372127	53372127	100.00	53366627	5500	99.99	0.01



Agenda: Creation of Mortgage/Charge on the assets of the Company



COMBINED SCRUTINIZER'S REPORT

To;

The Chairman of 25th Annual General Meeting (AGM) of the members of **Sarla Performance Fibers Limited (CIN: L31909DN1993PLC000056)** (hereinafter referred to as "the Company") held on Friday, 28th day of September, 2018 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, India at 9.30 a.m. IST.

Dear Sir,

1. I, CS Ajit Sathe, Proprietor of M/s. A.Y. Sathe & Co., a Company Secretaries in Practice, Mumbai have been appointed as Scrutinizer by;

(a) the Board of Directors of **Sarla Performance Fibers Limited (CIN: L31909DN1993PLC000056)** for the purpose of Scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and

(b) the Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice of the 25th Annual General Meeting (AGM) of the Company, held on Friday, 28th day of September, 2018 at the registered office of the Company situated at Survey No. 59/1/4, Amli Piparia Industrial Estate Silvassa -396230, U.T. of Dadra & Nagar Haveli, India at 9:30 a.m. IST.

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules relating to e-voting and poll on the resolutions contained in the Notice of the Twenty Fifth Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer of the e-voting process and for the Poll at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorised agency engaged by the Company to provide e-voting facility for e-voting and also the poll conducted through physical ballot forms at the AGM.

3. Further to the above, I submit my report as under: -

- i. In accordance with the notice of 25th AGM dated 14th August, 2018 sent to the shareholders and the advertisement pursuant to Rule 20 (5) of the Companies (Management and Administration) Rules, 2014, the e-voting period remained open from Tuesday, 25th September, 2018 at 9:00 a.m. (IST) and ended on Thursday, 27th September, 2018 at 5:00 p.m. (IST).
- ii. The members of the Company as on the "cut-off" date i.e. 21st September, 2018 were entitled to vote on the resolutions (item No. 1 to 8) as set out in the notice of 25th AGM of the Company.
- iii. The votes cast were unblocked at 10.11 A.M. on 28th September, 2018 in the presence of 2 witnesses, CS Nikita Sheth and CS Amruta Mirwankar who are not in the employment of the Company. They have signed below as witness in confirmation of the votes being unblocked in their presence.
- iv. Thereafter, the details containing, inter alia, list of Equity Shareholders, who voted "for", or "against" each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited ("NSDL") i.e., "<http://www.evoting.nsdl.com>" and based on such reports generated, the result of the e-voting is as under:





Company Secretaries

4. I have issued separate Scrutinizer's Reports dated 28th September, 2018 on the e-voting and on the poll conducted through physical Ballot Forms on the resolutions contained in the notice to the AGM. As requested by management, I submit herewith my combined report on the results of e-voting together with that of Poll as under:

Agenda Item No. of Notice		Remote E-Voting		Voting by Poll at AGM		Total Voting	
		No's	%	No's	%	No's	%
Item No. 1 of the Notice (As an Ordinary Resolution) To receive, consider and adopt the Standalone and Consolidated Audited financial statements of the Company for the financial year ended 31 st March, 2018 including the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.	Votes in favour of the resolution	49543683	92.83	3828444	7.17	53372127	100
	Votes against the resolution	Nil	Nil	Nil	Nil	Nil	Nil
	Total	49543683	92.83	3828444	7.17	53372127	100
Item No. 2 of the Notice (As an Ordinary Resolution) To declare dividend for the financial year ended 31 st March, 2018.	Votes in favour of the resolution	49543683	92.83	3828444	7.17	53372127	100
	Votes against the resolution	Nil	Nil	Nil	Nil	Nil	Nil
	Total	49543683	92.83	3828444	7.17	53372127	100
Item No. 3 of the Notice (As an Ordinary Resolution) 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.	Votes in favour of the resolution	49542634	92.82	3828444	7.17	53371078	99.99
	Votes against the resolution	1049	0.01	--	NIL	1049	0.01
	Total	49543683	92.82	3828444	7.17	53372127	100





Agenda Item No. of Notice		Remote E-Voting		Voting by Poll at AGM		Total Voting	
		No's	%	No's	%	No's	%
Item No. 4 of the Notice (As an Ordinary Resolution) To appoint Ms. Shreya Desai (DIN: 08041995) as an Independent Director of the Company.	Votes in favour of the resolution	49542883	92.83	3828444	7.17	53371327	100
	Votes against the resolution	800	--	NIL	NIL	800	-
	Total	49543683	92.83	3828444	7.17	53372127	100
Item No. 5 of the Notice (As an Ordinary Resolution) To ratify appointment and remuneration of B.F. Modi & Associates, Cost Accountants, Vapi (Membership Number: 6955) as a Cost Auditor for financial year ending 31st March, 2019:	Votes in favour of the resolution	49543683	92.83	3828444	7.17	53372127	100
	Votes against the resolution	NIL	NIL	NIL	NIL	NIL	NIL
	Total	49543683	92.83	3828444	7.17	53372127	100
Item No. 6 of the Notice (As a Special Resolution) To alter Articles of Association of the Company by way of insertion of new Article No. 131 after existing Article 130 in the Articles of Association of the Company in conformity with the provisions of the Companies Act, 2013 and the rules made thereunder.	Votes in favour of the resolution	49542383	92.83	3828444	7.17	53370827	100
	Votes against the resolution	300	--	NIL	NIL	300	--
	Total	49542683	92.83	3828444	7.17	53371127	100





Item No. 7 of the Notice (As a Special Resolution) To revise overall borrowing powers of the Company.	Votes in favour of the resolution	49538183	92.82	3828444	7.17	53366627	99.99
	Votes against the resolution	5500	0.01	NIL	NIL	5500	0.01
Total		49543683	92.83	3828444	7.17	53372127	100

Item No. 8 of the Notice (As a Special Resolution) To create Mortgage/Charge on the assets of the Company.	Votes in favour of the resolution	49532958	92.81	3828444	7.17	53361402	99.98
	Votes against the resolution	10725	0.02	NIL	NIL	10725	0.02
Total		49543683	92.83	3828444	7.17	53372127	100

Note:

In calculating percentage, invalid votes have not been considered.

All the Resolutions stand passed with the requisite majority.

5. I observed that:

- 30 members had cast their votes by poll at the meeting.
- 45 members had cast their votes through e-voting for item Nos.1, 2, 3, 4, 5, 7 & 8 and 44 members had cast their votes through e-voting for item No. 6

Thanking you,

Yours faithfully

For A Y Sathe & Co.,



CS Ajit Sathe

Company Secretary in Whole-time Practice & Scrutinizer
Membership No.: FCS-2899; CP No. 738

Place: Mumbai

Dated: 28th September, 2018