

Date: February 04, 2025

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

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir / Madam,

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Please find enclosed herewith a copy of Notice of Postal Ballot dated Thursday, 30th January 2025, which has been sent to the members of the Company, for seeking approval of the members by way of Special Resolutions for the matters mentioned therein.

In compliance with MCA Circulars, the Postal Ballot Notice along with Explanatory Statement and Instructions for e-voting is being sent only through electronic mode to those Members, whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 31st January, 2025 (“Cut-off date”). Further, communication of assent or dissent by the Members on the items of businesses set out in this Notice shall be done through remote e-voting only i.e., casting of votes electronically.

In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with relevant rules made thereunder, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company has engaged the services of NSDL to provide remote e-voting facilities to the Members, to enable them to cast their votes electronically.

Remote E-voting details -

Sr. No.	Activity	Date
1	e-voting start date & Time	Wednesday, 5 th February 2025 09.00 A.M. (IST)

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

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

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

2	e-voting end date & Time	Thursday, 06 th March 2025 05.00 P.M. (IST)
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Members holding shares in physical mode and who have not updated their email addresses with the Company/RTA/DP are requested to update their email addresses.

The copy of the said Postal Ballot Notice is being made available on the website of the Company at <https://www.sarlafibers.com/>.

Kindly take note of the above information.

Thanking You,
For Sarla Performance Fibers Limited

Meena Bharat Jain
Company Secretary & Compliance Officer
Membership No: 64159

Encl:- a/a

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

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

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

NOTICE OF POSTAL BALLOT

**To,
The Shareholders,
Sarla Performance Fibers Limited,**

Notice is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, (the Act), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), read with General Circular Nos.14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 03/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 09/2023 dated 25th September 2023 and 09/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and other applicable laws, rules and regulations (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), for seeking approval of the shareholders by way of special resolution for matter as considered in the Resolutions appended below through postal ballot (“Postal Ballot”) by way of remote e-voting only.

In terms of the MCA Circulars and in compliance with Regulation 44 of the Listing Regulations and provisions of Sections 108 and 110 of the Act, the manner of voting on the proposed resolutions is restricted only to e-voting, i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Postal Ballot Notice.

Accordingly, in compliance with the requirements of the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those shareholders whose email address is registered with the Company’s Registrar and Share Transfer Agent, viz MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited)/ Depositories as on Friday, 31st January, 2025 and the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and the shareholders are required to communicate their assent or dissent through the remote e-voting system only.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice for the purpose providing greater clarity to the Members in respect of the items proposed to be passed vide this Postal Ballot.

The e-voting period commences from 09.00 A.M. (IST) on Wednesday, 5th February 2025 and ends at 05.00 P.M. (IST) on Thursday, 06th March 2025.

The Company has appointed CS Swati Gupta, Practicing Company Secretary, M. No. F5766, COP No. 12245, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.

The Scrutinizer will submit her report to the Chairman of the Company (the Chairman) or any other Director authorized by the Chairman, and the results of the voting by Postal Ballot will be announced not later than two working days from the conclusion of the e-voting. The results declared along with the Scrutinizer’s Report shall be communicated in the manner provided in this Postal Ballot Notice. The said results along with the Scrutinizer’s Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company’s website at <https://www.sarlafibers.com/> and on the website of NSDL <http://www.evoting.nsdl.com/>.

RESOLUTIONS:

(1) TO CONSIDER AND APPROVE ‘SARLA PERFORMANCE FIBERS LIMITED EMPLOYEE STOCK OPTION PLAN (ESOP) SCHEME 2025’:

To consider, and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules thereunder, applicable Regulations of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 including any statutory modification(s) or re-enactment thereof (hereinafter referred to as SBEB Regulations), the Memorandum and Articles of Association of the Company, the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Members of the Company be and is hereby accorded for the introduction and implementation of ‘Sarla Performance Fibers Limited Employee Stock Option Plan (ESOP) Scheme 2025’, the salient features of which are detailed in the Explanatory Statement to this Notice, and authorise the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee and ESOP Committee, if any to exercise its powers, including the powers, conferred by this resolution), to create, issue, offer, grant and allot from time to time, in one or more tranches, not exceeding 41,75,150 (Forty one lakh seventy five thousand one hundred fifty) Employee Stock Options convertible into not more than 41,75,150 (Forty one lakh seventy five thousand one hundred fifty) Equity Shares of face value of Re 1/- (Rupee One) each fully paid-up, with each such Option conferring a right upon the Employee to be issued one Share of the Company, in accordance with the terms and conditions of such issue, ranking pari passu with the existing equity shares of the Company for all purposes and in all respects, including payment of dividend, to or for the benefit of the employees, exclusively working in India or outside India, who are in the employment of the Company including any Director, whether Whole-Time or otherwise (other than the employee who is Promoter or person belonging to the Promoter Group, Non-Executive Chairman, Independent Directors of the Company and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), on such terms and conditions as the Board may decide under the Scheme in accordance with the SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, change in capital structure and others, if any including preferential allotment of shares or qualified institutions placement, the number and price of Options shall be adjusted in a manner such that total value to the Employee of the Options remains the same after the corporate action.

RESOLVED FURTHER THAT in case the equity shares of the Company are either consolidated or sub-divided, then the number of equity shares to be issued by the Company and the price of acquisition payable by the Stock Option grantees under the Scheme shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Re. 1/- (Rupee One only) per equity share shall bear to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ‘Sarla Performance Fibers Limited Employee Stock Option Plan (ESOP) Scheme 2025’.

RESOLVED FURTHER THAT the Board of Directors or the committee appointed for the purpose thereof, be and are hereby authorized to devise, formulate, modify, change, vary, alter, amend, suspend or terminate ‘Sarla Performance Fibers Limited Employee Stock Option Plan (ESOP) Scheme 2025’, subject to compliance with the applicable laws and regulations, in case of any change in applicable laws or as specified by any statutory authority without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and being incidental for effective implementation and

administration of the Scheme and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to delegate any executive / officers powers to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to 'Sarla Performance Fibers Limited Employee Stock Option Plan (ESOP) Scheme 2025' and to do all other things incidental to and ancillary thereof."

(2) EXTENSION OF 'SARLA PERFORMANCE FIBERS LIMITED EMPLOYEE STOCK OPTION PLAN (ESOP) SCHEME 2025' TO EMPLOYEES OF SUBSIDIARY COMPANY(IES) OF THE COMPANY

To consider, and if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules thereunder, applicable regulations of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 including any statutory modification(s) or re-enactment thereof (hereinafter referred to as SBEB Regulations), the Memorandum and Articles of Association of the Company, the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), including any statutory modification(s) or reenactment(s) thereof, for the time being in force and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Members of the Company be and is hereby accorded to extend the benefits of the 'SARLA PERFORMANCE FIBERS LIMITED EMPLOYEE STOCK OPTION PLAN (ESOP) SCHEME 2025' referred to in Resolution No. 1 above, and authorize the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee and ESOP Committee, if any to exercise its powers, including the powers, conferred by this resolution), to create, issue, offer, grant and allot from time to time, in one or more tranches, up to 41,75,150 (Forty one lakh seventy five thousand one hundred fifty) Stock Options convertible into 41,75,150 (Forty one lakh seventy five thousand one hundred fifty) equity shares of face value of Re. 1/- (Rupee One only) each fully paid up, ranking pari passu with the existing equity shares of the Company for all purposes and in all respects, including payment of dividend, to or for the benefit of the employees, exclusively working in India or outside India, who are in the employment of the Subsidiary Company(ies) (present and future, if any) of the Company, including any Director, whether Whole-Time or otherwise (other than the employee who is Promoter or person belonging to the Promoter Group, Independent Directors of the Subsidiary Company (ies) and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), on such terms and conditions as the Board may decide under the Scheme in accordance with the SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT the maximum number of Stock Options to be granted to eligible employees of both the Company and its Subsidiary Company(ies) under the Scheme shall not cumulatively exceed 41,75,150 (Forty one lakh seventy five thousand one hundred fifty) Stock Options convertible into 41,75,150 (Forty one lakh seventy five thousand one hundred fifty) equity shares of face value of Re. 1/- (Rupee One only) each fully paid up, ranking pari passu with the existing equity shares of the Company for all purposes and in all respects, including payment of dividend.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, change in capital structure and others, if any including preferential allotment of shares or qualified institutions placement, the number and price of Options shall be adjusted in a manner such that total value to the Employee of the Options remains the same after the corporate action.

RESOLVED FURTHER THAT in case the equity shares of the Company are either consolidated or subdivided, then the number of equity shares to be issued by the Company and the price of acquisition payable by the Stock Option grantees under the Scheme shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Re. 1/- (Rupee One only) per equity share shall bear to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the equity shares allotted, in accordance with the SARLA PERFORMANCE FIBERS LIMITED EMPLOYEE STOCK OPTION PLAN (ESOP) SCHEME 2025 on the Stock Exchanges where the equity shares of the Company are listed as per the provisions of the SEBI Listing Regulations, the SBEB Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the SARLA PERFORMANCE FIBERS LIMITED EMPLOYEE STOCK OPTION PLAN (ESOP) SCHEME 2025.

RESOLVED FURTHER THAT the Board, or a committee appointed thereof, be and is hereby authorized to devise, formulate, modify, change, vary, alter, amend, suspend or terminate SARLA PERFORMANCE FIBERS LIMITED EMPLOYEE STOCK OPTION PLAN (ESOP) SCHEME 2025, subject to compliance with the applicable laws and regulations, in case of any change in applicable laws or as specified by any statutory authority without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and being incidental for effective implementation and administration of the Scheme and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to delegate any executive / officers powers to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to SARLA PERFORMANCE FIBERS LIMITED EMPLOYEE STOCK OPTION PLAN (ESOP) SCHEME 2025 and to do all other things incidental to and ancillary thereof.”

Company’s Registered Office

Survey Mo 59/1/4, Amla Piparia Industrial Estate,
Silvassa, Dadra & Nagar Haveli, 396230

Company’s Corporate Office:

304, Arcadia, 195 Nariman Point, Mumbai – 400 021
Tel.: 022 - 2283 4116

E-mail: investors@sarlafibers.com

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

Sd/-

**Meena Bharat Jain
Company Secretary & Compliance Officer
Membership No: 64159**

**Place: Mumbai
Date: 30.01.2025**

NOTES:

1. The Explanatory Statements and reasons for the proposed Special Resolutions pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (Depositories) as on Friday, 31st January, 2025 and whose e-mail IDs are registered with the Company / Depository Participants. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. 9.
3. In accordance with the MCA Circulars, physical copies of the Notice are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on Friday, 31st January 2025, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has availed the service of NSDL, for facilitating e-voting to enable the Members to cast their votes electronically.
6. Members may please note that the Postal Ballot Notice will also be available on the Company's website at <https://www.sarlafibers.com/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <http://www.evoting.nsd.com/>.
7. All the material documents referred to in the Explanatory Statement, shall be available for inspection for Members through electronic mode from Wednesday, 05th February, 2025 to Thursday, 06th March, 2025, basis the request being sent on investors@sarlafibers.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
8. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 31st January 2025, being the cut-off date fixed for the purpose.
9. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at investors@sarlafibers.com along with the copy of the signed request letter in Form ISR-1 mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to investors@sarlafibers.com.
10. The Scrutinizer will submit her report to the Chairman or a Director authorized by him after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced not later than two working days after the closure of the E-Voting period at the Registered Office of the Company.
11. The Resolution, if passed by requisite majority shall be deemed to have been passed on Thursday, 6th March, 2025 being the last date specified by the Company for e-voting. The declared results along with the Report of the Scrutinizer shall be forwarded to the BSE Limited and National Stock Exchange of India Limited and shall be uploaded on the website of the Company i.e., www.sarlafibers.com and website of NSDL <http://www.evoting.nsd.com/>.

12. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar vide its circulars dated March 16, 2023, and November 17, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company’s RTA MUFG INTIME INDIA PRIVATE LIMITED (formerly known as LINK INTIME INDIA PRIVATE LIMITED) at ashok.sherugar@linkintime.co.in.

13. In terms of SEBI e-voting Circular, e-voting process has been enabled for all the ‘individual demat account holders’ by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participant(s) (“DP”). The detailed procedure for remote e-voting is given below.

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.	<p>1. 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.</p> <p>2. 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</p> <p>3. 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.</p>

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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.com or call at 022 - 4886 7000
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 toll free no. 1800 22 55 33

B) Login Method 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) 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.
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 csswati@ssjco.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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 : 022 - 4886 7000 or send a request to NSDL at evoting@nsdl.com or pallavid@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories 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.com 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 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (the Act)

ITEM NO.1 & 2

The Company believes that Equity based compensation schemes are an effective tool to reward the talent working with the Company and its Subsidiary Company(ies) (present and future, if any). It provides an opportunity to employees to share the growth of the Company and to create long-term wealth in the hands of the employees. With a view to motivate employees seeking their contribution to the corporate growth, to create an employee ownership culture, to attract new talents and to retain them for ensuring sustained growth, to reward for loyalty, to link interests of employees with shareholders, the Company intends to implement Stock Option Scheme namely 'SARLA PERFORMANCE FIBERS LIMITED EMPLOYEE STOCK OPTION PLAN (ESOP) SCHEME 2025' for the employees of the Company and its Subsidiary Company(ies) (present and future, if any).

Based on the recommendation of the Nomination and Remuneration Committee (Committee), the Board of Directors of the Company at their meeting held on Thursday, 30th January, 2025, had approved the SARLA PERFORMANCE FIBERS LIMITED EMPLOYEE STOCK OPTION PLAN (ESOP) SCHEME 2025, subject to the approval of Members, for the benefit of the employees, exclusively working in India or outside India, who are in the employment of the Company and its Subsidiary Company(ies) (present and future, if any) including any Director, whether Whole-Time or otherwise (other than the employee who is Promoter or person belonging to the Promoter Group, Independent Directors of the Company, Non-Executive Chairman of the Company and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), under the Scheme in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SBEB Regulations) and other applicable laws.

Under SARLA PERFORMANCE FIBERS LIMITED EMPLOYEE STOCK OPTION PLAN (ESOP) SCHEME 2025, the eligible employees shall be granted Stock Options which will be exercisable into equity shares of Re. 1/- (Rupee One only) each of the Company. SARLA PERFORMANCE FIBERS LIMITED EMPLOYEE STOCK OPTION PLAN (ESOP) SCHEME 2025 shall be implemented by the Nomination and Remuneration Committee based on the recommendation of the ESOP Committee as per the provisions of SBEB Regulations.

Disclosure/main features of SARLA PERFORMANCE FIBERS LIMITED EMPLOYEE STOCK OPTION PLAN (ESOP) SCHEME 2025 pursuant to the SBEB Regulations are as under:

a) Brief description of the Scheme

The Scheme shall be called SARLA PERFORMANCE FIBERS LIMITED EMPLOYEE STOCK OPTION PLAN (ESOP) SCHEME 2025. The Scheme contemplates grant of Stock Options to the employees of the Company and its Subsidiary Company(ies) (present and future, if any).

After the vesting of Stock Options, the employees earn a right, but not an obligation, to exercise the vested Stock Options within the exercise period and obtain equity shares of the Company which shall be issued by the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon and other terms and condition of the Scheme.

The objectives of the Scheme are:

- To provide means to enable the Company to attract and retain appropriate human talent;
- To motivate the employees with incentives and reward opportunities;
- To achieve sustained growth of the Company and the creation of shareholder value by aligning the interests of the employees which will lead to long-term wealth creation; and
- To create a sense of ownership and participation amongst the employees or otherwise increase their proprietary interest.

b) Total number of Stock Options to be offered and granted

The total number of Stock Options to be granted under the Scheme shall not exceed 41,75,150 (Forty one lakh seventy five thousand one hundred fifty). Each Stock Option when exercised would be converted into one equity share of Re.

1/- (Rupee One only) each fully paid-up and shall be issued by the Company to the employee.

In case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, change in capital structure and others, if any including preferential allotment of shares or qualified institutions placement, the number and price of Options shall be adjusted in a manner such that total value to the Employee of the Options remains the same after the corporate action.

In case the equity shares of the Company are either consolidated or sub-divided, then the number of Equity shares to be issued by the Company and the price of acquisition payable by the Stock Option grantees under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Re. 1/- (Rupee One only) per equity share shall bear to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

c) Identification of classes of Employees entitled to participate in the Scheme

Following classes of employees are entitled to participate in the Scheme:

- (i) an employee as designated by the Company, who is working in India or outside India; or
- (ii) a Director of the Company, whether a Whole-Time director or not, including a Non-Executive Director who is not a Promoter or member of the Promoter Group or Non-Executive Chairman of the Company, but excluding an Independent Director; or
- (iii) an employee as defined in sub-clauses (i) or (ii), of a Subsidiary Company (ies) (present and future), in India or outside India, of the Company,
but shall not include –
 - a. an employee who is a promoter or a person belonging to the promoter group; or
 - b. a director who, either himself or through his relative or through any Body Corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

The Employees to whom the Stock Options would be granted and their eligibility criteria (including but not limited to performance, merit, grade, conduct and length of service of the Employee) would be determined by the Committee, in its absolute discretion from time to time.

d) Requirements of vesting and period of vesting

The Stock Options granted to any Employee shall vest within the Vesting Period in the manner as set forth in the Grant letter. There shall be a minimum period of one year between the Grant of Stock Options and Vesting of Stock Options. Subject to the terms of the Scheme, the Vesting of Stock Options shall be time based (period of service) and / or Performance based (market capitalization, revenue, EBITDA, Return on capital employed, underlying sales growth, free-cash flow, underlying operating profit, market share and such other parameters as may be determined by the Committee) as mentioned in the Grant Letter.

e) Maximum period (subject to Regulation 18(1) of SBEB Regulations) within which the Stock Options shall be vested

The maximum period will be determined by the Nomination and Remuneration Committee based on the recommendation of the ESOP Committee subject to Minimum period of 1 year as per Regulation 18(1) of the SBEB Regulations, 2021.

f) Exercise price

The exercise price for the purpose of grant of Stock Options shall be the face value of equity shares or such higher value as may be determined by the Nomination and Remuneration Committee, upon recommendation of the ESOP committee. The exercise price shall be decided at the time of the grant.

g) Exercise period and the process of exercise

The exercise period would commence from the date of vesting and will expire on completion of maximum exercise period of 3 years from the date of respective vesting or such lesser period as may be decided by the Committee at its sole discretion from time to time and mentioned in the Grant Letter of the Grantee.

The Stock Options will be exercised by the Employees by submitting an Exercise Letter as prescribed by the Committee.

The Stock Options will lapse if not exercised within the specified exercise period.

h) The appraisal process for determining the eligibility of the Employees for the Scheme

The Scheme shall apply to all the Employees engaged in such Grades and Levels as may be decided at the discretion of the Committee from time to time.

i) Maximum number of Stock Options to be issued per Employee and in aggregate under the Scheme

The maximum number of Stock Options granted per Employee will be determined by the Committee on a case to case basis and the aggregate number of Stock Options that may be granted to an identified Employee under the Scheme shall be less than 1% of the issued capital of the Company in any one year at the time of Grant, unless a separate specific approval from shareholders of the Company through Special Resolution is obtained for granting Stock Options that are 1% or more of the issued capital of the Company.

The maximum number of Stock Options, in aggregate, that may be granted pursuant to this Scheme shall not exceed 41,75,150 (Forty-one lakh seventy-five thousand one hundred fifty). Each Stock Option when exercised would be converted into one equity share of Re. 1/- (Rupee One only) each fully paid-up and shall be issued by the Company to the employee.

j) Maximum quantum of benefits to be provided per Employee under the Scheme

The maximum quantum of benefits underlying the Stock Options granted to an Employee can be construed to be an amount equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Stock Options, based on difference between the Stock Options Exercise Price and the Market Price of the equity shares on the exercise date.

k) Whether the Scheme is to be implemented and administered directly by the Company or through a trust

The Scheme is proposed to be implemented directly by the Company through the Board / Committee.

i) Whether the Scheme involves new issue of shares by the Company or secondary acquisition or both

The Scheme contemplates only new / fresh / primary issue of equity shares by the Company.

m) Amount of loan to be provided for implementation of the Scheme(s) by the Company to the Trust, its tenure, utilization, repayment terms, etc.

Not applicable as the Scheme is not implemented through Trust.

n) Maximum percentage of secondary acquisition that can be made by the Trust for the purpose of the Scheme

Not Applicable as the Scheme is not implemented through Trust.

o) A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15 of SBEB Regulations

The Company shall comply with the disclosure and accounting policies prescribed in Regulation 15 of SBEB Regulations and any other authorities as applicable, from time to time.

p) Method of valuation of Stock Options by the Company

The Company shall use the Fair Value Method for valuation of the Options as prescribed under the Accounting Standards, as applicable and notified by appropriate authorities from time to time.

q) Declaration

'In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Stock Options shall be disclosed in the Directors' Report and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall a/so be disclosed in the Directors' Report.'

The said statement is not applicable to the Company since the Company is opting for the Fair Value Method.

r) Period of lock-in

The Equity Shares allotted upon exercise of Stock Options under the Scheme are not subject to any lock in period. However, in certain cases, if the committee so decides, lock-in can be imposed on the shares so allotted after the exercise of options. The employee(s) shall be informed about the lock-in in the grant letter.

s) Terms & conditions for buyback, if any, of specified securities covered under SBEB Regulations

The Board in accordance with Applicable Laws shall lay down the procedure for buy-back of specified securities issued under this Scheme, to be undertaken by the Company at any time under the SEBI (Buyback of Securities) Regulations, 2018, which shall also include:

- a) permissible sources of financing for buy-back;
- b) any minimum financial thresholds to be maintained by the company as per its last financial statements; and
- c) limits upon quantum of specified securities that the Company may buy-back in a financial year.

t) Variation in terms of the scheme

The Board / Nomination and Remuneration Committee in consultation with ESOP Committee may at any time amend, alter or vary the terms of the Scheme and/or the terms of the Options (including Option Letters) already granted under the Scheme if it deems necessary.

Pursuant to the provisions of Sections 62(1)(b) of the Companies Act, 2013 and Regulation 6 of the SBEB Regulations, the implementation of the Scheme and the grant of Stock Options to Employees of the Company and its Subsidiary Company(ies), approval of the Members by Special Resolutions which are proposed at Item Nos.1 and 2 of this Notice respectively.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in these resolutions, except to the extent of their respective shareholding, if any, in the Company and number of Stock Options which may be granted to them, if any, pursuant to implementation of the Scheme.

The Board recommends the Special Resolutions set out in Item Nos. 1 and 2 of this Notice for the approval of the Member.

Company's Registered Office

Survey Mo 59/1/4, Amlī Piparia Industrial Estate,
Silvassa, Dadra & Nagar Haveli, 396230

Company's Corporate Office:

304, Arcadia, 195 Nariman Point, Mumbai – 400 021
Tel.: 022 - 2283 4116

E-mail: investors@sarlafibers.com

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

Sd/-

**Meena Bharat Jain
Company Secretary & Compliance Officer
Membership No: 64159**

**Place: Mumbai
Date: 30.01.2025**

INFORMATION AT GLANCE:

Particulars	Notes
Cut-off date to determine eligible members to vote on the resolution(s)	Friday, 31st January, 2025
E-voting start time and date	09.00 A.M. (IST) on Wednesday, 5 th February 2025
E-voting end time and date	05.00 P.M. (IST) on Thursday, 06 th March 2025
Date on which the resolution is deemed to be passed	Last date of voting i.e., Thursday, 06 th March 2025
Name, address and contact details of Registrar and Share Transfer Agent.	MUFG Intime India Private Limited (Formerly Known As Link Intime India Private Limited) C-101, Embassy 247, LBS.Marg, Vikhroli (West),MUMBAI - 400083 Toll-free number: 1800 1020 878
Contact Details of the Company	Meena Bharat Jain Company Secretary & Compliance Officer Company's Corporate Office: 304, Arcadia, 195 Nariman Point, Mumbai – 400 021 Tel.: 022 - 2283 4116 E-mail: investors@sarlafibers.com