

Notice

NOTICE is hereby given that the **Thirty-First (31st) Annual General Meeting** of the members of Sah Polymers Limited will be held on Friday the 14th day of July, 2023, at 11:00 A.M. IST through Video conferencing/other Audio Visual Means ("OAVM") and the AGM will also be held physically on the above mentioned date at the registered office of the Company at E-260-261, Mewar Industrial Area, Madri to transact the following business:

ORDINARY:

- (1) To receive, consider and adopt the audited Standalone Financial Statements and the audited Consolidated Financial Statement of the Company for the year ended on 31st March, 2023 and the Report of Directors and Auditors thereon; and
- (2) To appoint a director in place of Mr. Hakim Sadiq Ali Tidiwala (DIN: 00119156) who retires by rotation and being eligible, has offered himself for re-appointment.
- (3) To declare (maiden) final dividend on equity share for the financial year 2022-23.

SPECIAL:

- (4) 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 Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder, read with Schedule IV of the Act and regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and based on recommendation made by the Nomination and Remuneration Committee of the Board of Directors of the Company, Ms. Asha Jain (DIN: 00218335), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from 14th July, 2023 up to 13th July, 2028 (both days inclusive), not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the Company be and is hereby authorised to do all

such acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient to give effect to this resolution."

- (5) 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 2(76) of the Companies Act, 2013 ('the Act'), Regulation 2(1)(zb) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and other applicable provisions under the Act, SEBI Listing Regulations and rules made thereunder, if any, each as amended from time to time and the Company's Policy on the Related Party Transactions, basis the recommendation and approval of the Audit Committee and the Board of Directors of Sah Polymers Limited ('the Company'), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into/continue the contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together with previous transaction or series of transactions or otherwise) with the Fibcorp Polyweave Private Limited ('FPPL') a related party of the Company on such terms and conditions as may be agreed between the Company and the related party, for an amount not exceeding the aggregate value up to ₹ 100 Crores. (Rupees One Hundred Crores Only) per financial year, for the period of three (3) years commencing from 1st April, 2023, as per details provided in the explanatory statement, subject to such contract(s)/arrangement(s)/ transaction(s) being at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in

respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/Regulatory Authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, 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 authorised to delegate all or any of the powers herein conferred, to any Director(s) or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

Registered Office:

E-260-261, Mewar Industrial Area,
Madri,
Udaipur- 313003.

By order of the Board of Directors
SAH POLYMERS LIMITED

Dated: 18th May, 2023

Runel Saxena
Company Secretary
M. No. A28022

Notes:

1. A Statement under Section 102 of the Companies Act, 2013 ("Act") relating to item no. 4 to 5 as mentioned above is annexed hereto as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").
 2. The notice of the AGM is being sent only through electronic mode to members whose email addresses are registered with the Company/RTA. Members, who have not registered their e-mail addresses so far, are requested to register/update their e-mail address with the company RTA by emailing at rnt.helpdesk@linkintime.co.in for receiving all communication from the Company electronically.

Members may note that Notice will also be available on Company's website.
 3. Pursuant to the provision of the act, Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. A person can act as proxy on behalf of the members not exceeding 50 (fifty) and holding in the aggregate not more than 10(ten) percent of the total share capital of the company. A member holding more than 10 (ten) percent of the total share capital carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

The instrument of proxies, in order to be effective should duly completed and signed and be received by the company not later than 48 hours before the meeting. A proxy forms submitted on behalf of the companies, societies, etc. Must be supported by an appropriate resolution/authority, as applicable.
 4. Corporate members intending to send their authorized representatives to attend the Meeting on their behalf and cast their votes are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
 5. Shareholders desiring any information mentioned in the Notice and accompanying statement shall be available for inspection by Members at the Registered Office of the Company.
 6. Corporate members who intending to send their authorized representatives to attend the Meeting on their behalf and cast their votes are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
 7. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the RTA/STA of the Company as on the cut-off date i.e. Friday, 7th July, 2023 only shall be entitled to avail the remote e-voting facility as well as voting in the AGM.
 8. The notice has been accompanied by Proxy Form & Attendance Slip.
 9. Members/Proxies/Authorised Representative are requested to fill their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No and the same will be counted for the purpose of reckoning the quorum of the meeting under section 103 of the company act, 2013.
- 10. Dispatch of Annual Report through E-mail**
- In accordance with the MCA Circulars and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by SEBI, the Notice of the 31st AGM along with the Annual Report of the Company for the financial year ended 31st March, 2023 are being sent only through electronic mode (e-mail) to those Members whose email addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA") or with their respective Depository Participant/s (DPs).
- Members may note that the Notice and Annual Report for the financial year ended 31st March 2023 is also available on the Company's website www.Sahpolymers.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 the AGM Notice is also available on the website of CDSL (agency for providing the remote e-Voting facility) at www.evotingindia.com. The Company will also be sending printed copies of the Annual Report 2022-23 to the shareholders on receipt of specific request.
- We urge the shareholders for registration and/ or updation of their email id, Permanent Account Number (PAN) and bank mandate

with the Company to ensure receipt of Annual Report, dividend and/or any other consideration and other communication timely, faster and easier and more importantly to avoid fraudulent encashment of dividend warrants.

11. Procedure and instructions for remote e-voting:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (listing Obligation and disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders Login Method

- 2) If the user is 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>
- 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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- II. At the Annual General Meeting (AGM) through e-Voting Services. The facility of casting the votes by the members using an electronic voting system ('remote e-voting') will be provided by Central Depositories Services India Limited (CDSL).
- III. The facility for voting through ballot or polling paper or shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through any means made available at the venue.
- IV. Instructions for remote e-voting in the Annual General Meeting (AGM)

Instructions for Remote Electronic Voting (E-Voting) prior to the AGM date.

In order to increase the efficiency of the voting process and in pursuance of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, e-Voting facility is being provided to all the Demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participants (DPs). Demat account holders would be able to cast their vote without having to register again with the eVoting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Further, Shareholders are advised to update their mobile number and e-mail-id with their DPs in order to access e-Voting facility.

Login method for e-Voting Through CDSL e-Voting system for Individual shareholders holding securities in Demat mode with CDSL/NSDL:

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. CDSL and NSDL

Login type	Helpdesk details
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 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for e-Voting e-Voting Through CDSL e-Voting system s for shareholders other than individuals holding shares in Demat form:

- i) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- ii) Click on “Shareholders” tab.
- iii) Now enter your User ID;
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier evoting of any company, then your existing password is to be used
- vi) If you are a first-time user follow the steps given below:

Login type	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- vii) After entering these details appropriately, click on “SUBMIT” tab.
- viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field.

Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - x) Shareholders holding multiple demat accounts/ folios shall choose the voting process separately for each demat account / folio.
 - xi) Click on M/s SAH POLYMERS LIMITED <select with Company Name>
 - xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details. xiv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - xvii) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - xviii) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective App Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
 - xix) Note for Non – Individual Shareholders and Custodians – For Remote E-Voting only.
 - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - f. Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; corporate@sahpolymers.com , if they have voted from individual tab & not uploaded same in the CDSL evoting system for the scrutinizer to verify the same. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.
- Link for guiding procedure to cast vote for the proposed resolution are <https://www.evotingindia.com/userdocs/User-Manual-for-Shareholders-to-cast-their-votes.pdf>
- All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25 Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

12. General Guidelines for shareholders.

The remote evoting commences from Tuesday, 11th July, 2023 at 9:00 A.M. and ends on Thursday, 13th July, 2023 at 5:00 P.M.

Mr. Ashok Modi, Chartered accountant in practice (C.P. No. 074488), has been appointed as “Scrutinizer” to scrutinize the remote e-Voting in a fair and transparent manner and he has communicated his willingness to be appointed and he himself or his/her authorized representative will be available at the AGM for the same purpose.

The Chairman shall at the AGM, at the end of the discussion on the resolutions on which voting is to be held allow voting with the assistance of scrutinizer, by use of polling for all those members are present at the AGM but have not cast their votes through remote e-voting facility.

The Scrutinizer shall, immediately after the conclusion of the AGM will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and count the vote at the meeting and make, not later than 2 working days from the conclusion of the AGM, a consolidated Scrutinizer Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.sahpolymers.com and on the website of CDSL at www.evotingindia.com immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The Results shall also be forwarded to the Stock Exchange(s) where the shares of Company are listed, i.e., BSE Limited, National Stock Exchange of India.

Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed at the AGM scheduled to be held on Friday, the 14th of July, 2023.

Statement to be Annexed to Notice

(Pursuant to section 102 (1) of the Companies Act, 2013)

ITEM NO: 4

The Following statement sets out the material facts relating to the business matter under item no 4 of the accompanying Notice:

As per the provisions of Section 149, 152 and the rules made thereunder read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, and in terms of the recommendation of Nomination and Remuneration Committee, the Board placed before the members for their approval of the appointment of Ms. Asha Jain (DIN: 00218335) to hold the office of independent director of the company for a period of Five Consecutive years from 14th July, 2023 to 14th July, 2028

In the opinion of the Board, Ms. Asha Jain is eligible in terms of meeting the criteria under Section 149 (6) of the Act and possesses the required skill, experience and knowledge. she consented to be appointed as an independent director, and has her name registered in the databank in compliance of Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014.

The Company has received from Ms. Asha Jain (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of the above director is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Independent Directors is being made available for inspection by the Members at the Registered Office of the Company.

Ms. Asha Jain is having a rich knowledge of accounts, finance, taxation.

Pursuant to requirement of regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standards an additional information about Ms. Asha Jain is annexed in Annexure I to this Notice.

None of the Directors, key managerial personnel and their relatives of the Company are in any way concerned or interested, financially or otherwise in the proposed resolution set out in item no.4 in Notice.

The Board recommends the proposed resolution to be passed as Ordinary resolution.

ITEM NO: 5

The Following statement sets out the material facts relating to the business matter under item no 5 of the accompanying Notice:

Based on the criteria given under Companies Act and SEBI (Listing Obligations and Disclosure Requirements), 2015 Fibcorp Polyweave Private Limited ('FPPL') being a material subsidiary of the company, became a related party, and As per Regulation 23(4) of the SEBI Listing Regulations, all Material Related Party Transactions shall require prior approval of the shareholders, even if the transactions are in the ordinary course of business and at an arm's length basis.

"Material Related Party Transaction" under the Listing Regulations means any transaction(s) entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of a company as per its last audited financial statements.

The annual consolidated turnover of the Company for the financial year 2022-23 is ₹ 9539.92 Lakhs. Accordingly, any transaction(s) by the Company with its related party exceeding ₹ 953.9 Lakhs (10% of the Company's annual consolidated turnover) shall be considered as material transaction and hence, the approval of the Members will be required for the same.

It is therefore proposed to obtain the Members' approval for the following arrangements/ transactions/ contracts which may be entered/or may continue to be entered into by the Company with its related party ('FPPL') from time to time, a material related transaction(s) including purchase & sale of goods and materials, purchase & sale of Machineries, Leasing of machineries & rendering of services in the ordinary course of business and on arm's length basis or the Company's businesses to achieve its objectives, the estimated value of the contract(s)/ arrangement(s)/ agreements(s)/

transaction(s) of the Company in terms of the 'Related Party Transactions' under Regulation 2(1)(zc) of the SEBI Listing Regulations may exceed the threshold of Material Related Party Transactions within the meaning of amended Regulation 23(1) of the SEBI Listing Regulations.

Sr. No.	Nature of Transaction(s)	Estimated Value of transaction (₹ In lakhs)	% of consolidated Turnover
1.	Purchase & Sale of goods.	5000	52.41
2.	Purchase of Machinery	100	1.48
3.	Leasing of property on rent	100	1.48
4.	Rendering of services	100	1.48
5.	Providing Unsecured Loan	500	5.24

The Audit Committee/Board have approved the aforesaid Related Party Transactions at their meetings in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and noted that these transactions shall be in the Ordinary Course of Business and at arm's length basis.

With respect to the above matter, the Shareholders/Members are requested to note following disclosures under the amended SEBI Listing Regulations, and applicable circulars.

Information pursuant to SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021.

Sr. No.	Description of Disclosures	Details																								
(a) Details of summary of information provided by the management to the Audit Committee																										
1.	Name of Related party & its Relationship with the Company	Fibcorp Polyweave Private Limited ('FPPL') is a material Subsidiary company and our company hold 51.01% of equity shares of the FPPL as on 31 st March, 2023.																								
2.	Name of the Director(s) or Key Managerial Personnel who is related, if any and nature of relationship	Related Director: Common director																								
3.	Particulars of the contracts and arrangements	The Transaction(s) includes: a. Purchase & Sale of raw material & Finished goods. b. Purchase of machineries. c. Leasing of machineries. d. Rendering of Services etc.																								
All the above transactions being at arm's length and in the ordinary course of business of the Company.																										
4.	Estimated value of Transaction(s)	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transaction(s)</th> <th>Estimated Value of transaction (₹ In lakhs)</th> <th>% of consolidated Turnover</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Purchase & Sale of goods & materials</td> <td>5000</td> <td>52.41</td> </tr> <tr> <td>2.</td> <td>Purchase of Machinery</td> <td>100</td> <td>1.48</td> </tr> <tr> <td>3.</td> <td>Leasing of property on rent</td> <td>100</td> <td>1.48</td> </tr> <tr> <td>4.</td> <td>Rendering of services</td> <td>100</td> <td>1.48</td> </tr> <tr> <td>5.</td> <td>Providing Unsecured Loan</td> <td>500</td> <td>5.24</td> </tr> </tbody> </table>	Sr. No.	Nature of Transaction(s)	Estimated Value of transaction (₹ In lakhs)	% of consolidated Turnover	1.	Purchase & Sale of goods & materials	5000	52.41	2.	Purchase of Machinery	100	1.48	3.	Leasing of property on rent	100	1.48	4.	Rendering of services	100	1.48	5.	Providing Unsecured Loan	500	5.24
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4.	Rendering of services	100	1.48																							
5.	Providing Unsecured Loan	500	5.24																							

Sr. No.	Description of Disclosures	Details
5.	Any advance paid or received for the contract or arrangement, if any	NIL
6. (a)	Tenure of the transaction(s)	Transaction enter/or continued to be entered is per financial years, for the period of three (3) years commencing from 1 st April, 2023.
(b)	Justification of proposed Transaction is in the interest of the company	The proposal transaction(s) above will contribute to continuous growth in sales & profits of your Company and is in the interest of the Company
(c)	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given	Providing unsecured Loans up to the extent of ₹ 500 Lakhs in one or more tranches and the rate of interest does not goes below the limit as prescribed under section 186(7) of the Companies Act, 2013 and in the opinion of the Board the interest rate does not exceed 12% p.a.
(d)	Statement of Valuation & external report, if any	Not applicable
(e)	% of the Consolidated annual turnover that represents the Value of the proposed RPT	Refer above table of Estimated Value

Hence the Committee/ Board recommends the said Resolution set out in the notice in item no.6 for approval by the Members by way of Ordinary Resolution.

None of the other Directors, Key Managerial Personnel and their respective relatives are in anyway concerned or interested, financially or otherwise, in the Resolution No. 6 as set out in this Notice.

The existing/proposed transactions shall not, in any manner, be detrimental to the interest of shareholders and are in the best interest of the Company and its Members. The Members may please note that in terms of provisions of the SEBI Listing Regulations, none of the related party(ies) (whether such related party(ies) are a party to the proposed transactions or not), shall vote to approve the Ordinary Resolution at Item No. 5 of the Notice.

Annexure I

Information of Directors seeking appointment or re-appointment at the Annual General Meeting pursuant to provisions of regulation 36(3) SEBI (LODR) Regulations, 2015 and Secretarial Standard as on the date of the Notice:

Particulars	Mr. Hakim Sadiq Ali Tidiwala	Ms. Asha Jain
DIN	00119156	00218335
Date of Birth	10 th July, 1957	2 nd July, 1971
Age	66 Years	51 Years
Date of Appointment/re-appointment	1 st August, 2021	(Date of AGM)
Qualification	Not have a formal education degree.	Postgraduate in Economics.
Expertise in functional areas	General management and administration and has more than 24 years of experience.	General management
Terms and conditions of appointment/reappointment	Being re-appointed after retiring by rotation	Appointed for the period of years.
Remuneration last drawn	N.A.	Nil
No. of Board Meeting attended during the year	20	Nil
Date of First Appointment on the Board	1 st August, 1998	N.A.
Relationship with other Directors and KMP's	None	None
Shareholding in Company	Nil	Nil
Member/Chairmanship of Committees in company	N.A.	Nil

ATTENDANCE SLIP

DP ID	FOLIO NO/CLIENT ID	NO OF SHARES
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Name and Address of the member/Proxy/ Authorized Representative (in Block Letter)

I/We hereby record my/our presence at the 31st Annual General Meeting of **Sah Polymers Limited** SCHEDULED ON Friday, the 14th day of July, at 11:00 A.M., at E 260-261, Mewar Industrial Area, Madri, Udaipur-313003.

NOTE: Member/Proxy holder/Authorised Representative wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.

.....
Signature of Member/Proxy/Authorized Representative

Form No. MGT-11

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule No 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member(s):	_____
Registered Address:	_____
E-Mail ID:	_____
Folio No./Client ID:	_____
DP ID:	_____

I /We, being the member(s) of _____ shares of **Sah Polymers Limited**, hereby appoint

- (1) Name:..... Address:.....
E-mail Id:..... Signature:..... or failing him/her;
- (2) Name:..... Address:.....
E-mail Id:..... Signature:..... or failing him/her;

as my/our proxy, to attend and vote (on a poll) for me/ us and on my/ our behalf at the 31st Annual General Meeting of the company, to be held on Friday, 14th day of July, 2023, at 11:00 A.M., at E 260-261, Mewar Industrial Area, Madri, Udaipur-313003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- 1.
- 2.
- 3.
- 4.
- 5.



Signed this _____ day of _____ 2022

Signature of shareholder _____

Signature of Proxyholder (s) _____

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the Meeting.
2. The member/Proxies/Authorised Representatives are advised to bring original photo identity for verification.
3. Please complete all details including details of member(s) in above box before submission.