



SAH POLYMERS LIMITED

www.sahpolymers.com

CIN: L24201RJ1992PLC006657

Notice is hereby given that the Extra-ordinary General Meeting (EGM-1/24-25) of the members of Sah Polymers Limited (CIN: L24201RJ1992PLC006657) will be held on Tuesday the 19th day of November 2024, at the registered office of the Company at E-260-261, Mewar Industrial Area, Madri, and Udaipur- 313003 at 11:00 A.M.(IST) to transact the following business:

Special Business:

1. Related Party Transaction with Fibcorp Polyweave Private Limited, a related party of the company.

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

“RESOLVED THAT pursuant to Section 2(76) and section 188 and other applicable provisions, if any of the Companies Act, 2013 (‘the Act’) and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in terms of the Regulation 2(1)(zb) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and any other applicable regulations, if any of the SEBI Listing Regulations each as amended from time to time and the Company’s Policy on the Related Party Transactions, and relevant provisions of the Memorandum and Articles of Association of the Company, all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and on the basis of the approval of the Audit Committee and the Board of Directors of Sah Polymers Limited (‘the Company’), the consent of the Members of the Company 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 subsidiary company being a related party entity, 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 ₹ 500 Crores. (Rupees Five Hundred Crores Only) for the period of one year commencing from 19.11.2024, 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 authorized, 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.



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RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or any other Officer(s) / Authorized 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).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

2. Related Party Transaction with Italica Global FZC, a related party of the company.

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

“RESOLVED THAT pursuant to Section 2(76) and section 188 and other applicable provisions, if any of the Companies Act, 2013 (‘the Act’) and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in terms of the Regulation 2(1)(zb) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and any other applicable regulations, if any of the SEBI Listing Regulations each as amended from time to time and the Company’s Policy on the Related Party Transactions, and relevant provisions of the Memorandum and Articles of Association of the Company, all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and on the basis of the approval of the Audit Committee and the Board of Directors of Sah Polymers Limited (‘the Company’), the consent of the Members of the Company 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 ITALICA GLOBAL FZC, a wholly owned subsidiary company of our holding company being a related party of the Company, on such terms and conditions as may be agreed between the Company and the related party entity, for an amount not exceeding the aggregate value up to ₹ 200 Crores. (Rupees One Thousand Crores Only) for the period of one year commencing from 19.11.2024, 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



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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).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

Registered Office:

E-260-261, Mewar Industrial Area,
Madri, Udaipur-(Rajasthan)
PIN :313003.

By order of the Board of Directors
SAH POLYMERS LIMITED

Dated: 25/10/2024

Sd/-
RUNEL SAXENA
Company Secretary

Note:

1. The notice of the EGM 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.
2. 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.
3. The registers of directors & key managerial Personnel along with their shareholdings, maintained under section- 170 of the companies Act, 2013 and the Registers of contracts & arrangements in which directors are interested maintained under section 189 of the act, and any other documents to transact the business referred in the notice will be available for inspection by the member of the company during the meeting.
4. 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.
5. 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. Tuesday, the 12th day of November, 2024 shall only be entitled to avail the remote e-voting facility as well as voting in the EGM.



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6. The notice has been accompanied by proxy Form & Attendance Slip.
7. The relevant Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto (Items 1) and forms a part of this notice.
8. 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.

9. PROCEDURE AND INSTRUCTIONS FOR 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 at the Extra Ordinary General Meeting (EGM) 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).
- II. The facility for voting through ballot or polling paper or shall be made available at the EGM 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.

III. Instructions for remote e-voting in the Extra Ordinary General Meeting (EGM)

Instructions for Remote Electronic Voting (E-Voting) prior to the EGM 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 9 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:

Type of shareholders	Login Method
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<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 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/EasiRegistration4) 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 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.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<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.nsd.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.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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



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	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.

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.



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- 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:

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.



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- 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.
- 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.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
 - 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.
 - 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.
 - 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 Futorex, 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.

10. General Guidelines for shareholders.

The remote -evoting commences from Saturday 16.11.2024 at 9:00 A.M. and ends on Monday 18.11.2024 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 EGM for the same purpose.

The Chairman shall at the EGM, 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 EGM but have not cast their votes through remote e-voting facility.

The Scrutinizer shall, immediately after the conclusion of the EGM will first count the votes caste at the meeting and thereafter unblock the votes cast through remote e-voting and count the vote at the meeting and



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make, not later than 2 working days from the conclusion of the EGM, 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 EGM scheduled to be held on Tuesday, November 19, 2024.

ANNEXURE

Statement Pursuant to Section-102(1) of the Companies Act, 2013.



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ITEM NO :1 Related Party Transaction with Fibcorp Polyweave Private Limited

The Following statement sets out the material facts relating to the business matter under item no 1 of the accompanying Notice.:

As per Section 188(1) of the Act read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 (“Rules”) and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulation”), any transaction entered between the related parties and the value of the transactions exceeding the threshold limit as mentioned in the Rules and SEBI (LODR) is required to be approved by the members of the Company .

Based on the criteria given under Companies Act and SEBI (Listing Obligations and Disclosure Requirements), 2015 , as amended Fibcorp Polyweave Private Limited (‘FPPL’), a Subsidiary company, being a related party of the company, mandates approval of Members of the Company, in case of any ‘Material Related Party Transaction’ [i.e., a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower]. Accordingly, the Board of Directors hereby recommend Resolution No. 1 for your approval.

The annual consolidated turnover of the Company for the financial year 2023-24 is ₹111.51 Crores. Accordingly, any transaction(s) by the Company with its related party exceeding ₹11.15 Crores (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 enter/or may continue to be entered into by the Company with its related party(‘Fibcorp Polyweave Private Limited’) from time to time, a material related transaction(s) (whether by way of an individual transaction or transactions taken together with previous transaction or series of transactions or otherwise) 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 of the SEBI Listing Regulations.

S. No.	Nature of Transaction(s)	Estimated Value of transaction (₹ In Crores)	% of consolidated Turnover
1.	Purchase of Goods	100	89.67
2.	Sale of Goods	100	89.67
3.	Purchase of Machinery	100	89.67
4.	Leasing of property on rent	50	44.83
5.	Providing of Unsecured Loan	100	89.67
6.	Rendering of services	50	44.83



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Reg.No.RQ91/7969

Regd. Office& Factory:

E 260-261, Mewar Industrial Area, Madri, Udaipur-313003 (Rajasthan)

Tel : 0294-2490242, 9983349242, Tele/Fax : 0294-2490534

E-mail : info@sahpolymers.com



SAH POLYMERS LIMITED

www.sahpolymers.com

CIN: L24201RJ1992PLC006657

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 the 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.

S. N.	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 31st March 2024																												
2.	Name of the Director(s) or Key Managerial Personnel who is related, if any and nature of relationship	None of the Director(s) or key managerial Personnel of your company is related except Mr. Murtaza Ali Moti, Non-Executive director of FPPL.																												
3.	particulars of the contracts and arrangements	The Transaction(s) includes: <ul style="list-style-type: none"> a. Purchase of goods b. Sale of goods. c. Purchase of machinery. d. Leasing of Property on Rent e. Rendering of Services etc. f. Providing of Unsecured loan 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>S. No.</th> <th>Nature of Transaction(s)</th> <th>Estimated Value of transaction (₹ In Crores)</th> <th>% of consolidated Turnover</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Purchase of Goods</td> <td>100</td> <td>89.67</td> </tr> <tr> <td>2.</td> <td>Sale of Goods</td> <td>100</td> <td>89.67</td> </tr> <tr> <td>3.</td> <td>Purchase of Machinery</td> <td>100</td> <td>89.67</td> </tr> <tr> <td>4.</td> <td>Leasing of property on rent</td> <td>50</td> <td>44.83</td> </tr> <tr> <td>5</td> <td>Providing of Unsecured Loan</td> <td>100</td> <td>89.67</td> </tr> <tr> <td>6.</td> <td>Rendering of services</td> <td>50</td> <td>44.83</td> </tr> </tbody> </table>	S. No.	Nature of Transaction(s)	Estimated Value of transaction (₹ In Crores)	% of consolidated Turnover	1.	Purchase of Goods	100	89.67	2.	Sale of Goods	100	89.67	3.	Purchase of Machinery	100	89.67	4.	Leasing of property on rent	50	44.83	5	Providing of Unsecured Loan	100	89.67	6.	Rendering of services	50	44.83
S. No.	Nature of Transaction(s)	Estimated Value of transaction (₹ In Crores)	% of consolidated Turnover																											
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5	Providing of Unsecured Loan	100	89.67																											
6.	Rendering of services	50	44.83																											
5.	Any advance paid or received for the contract or arrangement, if any	NIL																												
6.	Tenure of the transaction(s)	Transaction enter/or continued to be entered is for the period of one year commencing from 19.11.2024.																												
7.	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.																												
8.	Details if transaction relating to any loans, inter-corporate deposits,	Providing unsecured Loans up to the extent of ₹ 100 Crores in one or more tranches and the rate of interest does not goes																												



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	advances or investments made or given	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.
9.	Statement of Valuation & external report, if any	Not applicable
10.	% of the Consolidated annual turnover 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.1 for approval by the Members by way of Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their respective relatives are in any way concerned or interested, financially or otherwise, except Mr. Murtaza Ali Moti, Executive Director of the company in the Resolution No. 1 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. 1 of the Notice.

ITEM NO :2 Related Party Transaction with Italica Global FZC.

As per Section 188(1) of the Act read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 (“Rules”) and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulation”), any transaction entered between the related parties and the value of the transactions exceeding the threshold limit as mentioned in the Rules and SEBI (LODR) is required to be approved by the members of the Company .

Based on the criteria given under Companies Act and SEBI (Listing Obligations and Disclosure Requirements), 2015 Italica Global FZC, a Wholly owned subsidiary company of our Holding Company, being a related party of the company, and as per Regulation of the SEBI Listing Regulations, as amended , mandates approval of Members of our Company, in case of any ‘Material Related Party Transaction’ [i.e., a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower]. Accordingly, the Board of Directors hereby recommend Resolution No. 2 for your approval.

The annual consolidated turnover of the Company for the financial year 2023-24 is ₹111.51 Crores. Accordingly, any transaction(s) by the Company with its related party exceeding ₹11.15 Crores (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 enter/or may continue to be entered into by the Company with its related party(‘Italica Global FZC’) from time to time, a material related transaction(s) (whether by way of an individual transaction or transactions taken together with previous transaction or series of transactions or otherwise) in the ordinary



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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 of the SEBI Listing Regulations.

S. No.	Nature of Transaction(s)	Estimated Value of transaction (₹ In Crores)	% of consolidated Turnover
1.	Purchase of Goods	50	44.83
2.	Sale of Goods	50	44.83
3.	Rendering of services	100	89.67

The Audit Committee/Board have approved the aforesaid Related Party Transactions at their respective 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 the 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

S.N.	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	Italica Global FZC is a Wholly owned Subsidiary company of our Holding Company .																
2.	Name of the Director(s) or Key Managerial Personnel who is related, if any and nature of relationship	None of the Director(s) or key managerial Personnel of your company is related except Mr. Asad Daud, Non-executive director of our Holding company.																
3.	particulars of the contracts and arrangements	The Transaction(s) includes: a. Purchase of goods b. Sale of goods. c. Rendering of Services etc. All the above transactions being at arm's length and in the ordinary course of business of the Company																
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(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.																



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(c)	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given.	NA
(d)	Statement of Valuation & external report, if any	Not applicable
(e)	% of the Consolidated annual turnover 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.2 for approval by the Members by way of Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their respective relatives are in any way concerned or interested, financially or otherwise, except Mr. Asad Daud, Non-Executive Director of the company in the Resolution No. 2 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 Resolution at Item No. 2 of the Notice.

CC :

Link Intime India Private Limited
(Registrar and Share Transfer Agent)

Central Depository Services Limited(CDSL)
(Designated Depository Participant)

National Securities Depositories Limited(NSDL)
(Depository Participant)



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ATTENDANCE SLIP

DP ID	FOLIO NO/ CLIENT ID	NO OF SHARES

Name and Address of the member/Proxy/ Authorized Representative (in Block Letter)

I/We hereby record my/our presence at the 1st Extra -Ordinary General Meeting of **Sah Polymers Limited** SCHEDULED ON Tuesday, the 19th day of November 2024, at 11: 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.



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PROXY FORM

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 Extra-ordinary General Meeting of the company, to be held on Tuesday, the 19th day of November, 2024, at 11:00 A.M., at E-260-261,Mewar Industrial Area, Madri, Udaipur-313003and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Related Party Transaction with Fibcorp Polyweave Private Limited
2. Related Party Transaction with Italica Global FZC.

Affix revenue stamp of Re 1/-

Signed this _____ day of _____ 2024

Signature of shareholder _____
Signature of Proxyholder (s) _____

NOTES:

1. This form of proxy in order to be effective should be duly completed and send to 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.



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