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SPL/Stock Exchanges/2024-2025/48

The Manager, Listing Department, National Stock Exchange Limited, 'Exchange Plaza', C-1, Block-G Bandra Kurla Complex Bandra (E),

Mumbai-400051. Scrip Code: SAH November 27, 2024

The Secretary, BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai-400001.

Scrip code: 543743

Subject: Intimation pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the Notice of the meetings of the equity shareholders (Separate Meeting) of Sah Polymers Limited scheduled pursuant to the directions of the Hon'ble National Company Law Tribunal, Jaipur Bench.

Ref: In the matter of scheme of Scheme of amalgamation of Fibcorp Polyweave Private Limited ('Transferor Company"/"FPPL")) into and with Sah Polymers Limited ("Company" or "Transferee Company"/"SPL") and their respective shareholder under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

Dear Sir/Madam,

With reference to our letter dated 21.11.2024 and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, we wish to inform you the below mentioned details for convening the meeting of the equity shareholders of Sah Polymers Limited as directed by the Tribunal is scheduled to be held to consider and approve, and if thought fit, with or without modification(s), the proposed Scheme under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

Particulars	Date & Time	
Day, Date & Time of Meeting of shareholders	Monday, 30 th December 2024 at 11:00 A.M.	
Mode of Meeting	Through video conferencing ("VC") / other audio-visual means ("OAVM	
Cut-off Date for E-Voting	Monday, 23 rd December, 2024	
Commencement of Remote E-Voting	Friday, 27th December 2024 at 09:00 A.M.	
End of Remote E-Voting	Sunday, 29th December 2024 at 05:00 P.M.	

Further, we have also enclosed herewith copy of Notice of Meeting of equity shareholders along with the Scheme and Statement under section 230(3) of the Companies Act 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

The notices of the Meeting of equity shareholders along with accompanying documents are also being made available on the Company's website www.sahpolymers.com



Regd. Office& Factory:

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

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You are requested to take the above information on your record.

Thanking you,

Yours faithfully,

For **SAH POLYMERS LIMITED**

Hakim Sadiq Ali Tidiwala Whole time Director DIN: 00119156 Encl; as above



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NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF SAH POLYMERS LIMITED ("TRANSFEREE COMPANY/APPLICANT COMPANY NO. 2") PURSUANT TO THE DIRECTIONS OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, JAIPUR BENCH

Meeting Details

Day of shareholders Meeting	Monday
Date of Shareholders Meeting	30 th December, 2024
Time of Meeting	11:00 A.M.
Cut-off date (for the purpose of e-voting	23 rd December, 2024
to be done by eligible Shareholders)	
Remote E-voting Commence Date &	27th December, 2024
Time	
Remote E-voting End Date & Time	29th December, 2024

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FORM NO. CAA2

[Pursuant to Section 230 (3) of the Companies Act, 2013 and rules 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL JAIPUR BENCH,

IN THE MATTER OF SECTIONS 230-232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF SCHEME OF AMALGAMATION OF

FIBCORP POLYWEAVE PRIVATE LIMITED

.....TRANSFEROR COMPANY/APPLICANT COMPANY NO.1

AND

SAH POLYMERS LIMITED

.....TRANSFEREE COMPANY/ APPLICANT COMPANY NO. 2

AND

THEIR RESPECTIVE SHAREHOLDERS

COMPANY APPLICATION NO. C.A.(CAA)/7/JPR/2024

NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF SAH POLYMERS LIMITED ("TRANSFEREE COMPANY/APPLICANT COMPANY NO. 2.")

To,
The members of
SAH POLYMERS LIMITED,

Notice is hereby given that by an order dated the 06th November, 2024 and subsequent amendment Order dated 11th November, 2024 (enclosed herewith as Annexure-24) the Hon'ble National Company Law Tribunal, Bench at Jaipur **("NCLT")** has directed a meeting to be held of the equity shareholders of **SAH POLYMERS LIMITED** for the purpose of considering, and if thought fit, approving with or without modification, the arrangement embodied in the Scheme of Amalgamation between the said FIBCORP POLYWEAVE PRIVATE LIMITED ("Transferor Company/Applicant company No. 1") with SAH POLYMERS LIMITED ("Transferee")



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Company/Applicant company no. 2.") and between their respective shareholders("Scheme").

In pursuance of the said order and as directed therein further notice is hereby given that a meeting of members of the said company will be held at on Monday, the 30th day of December, 2024 at 11:00 AM through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), in compliance with the applicable provisions of the Companies Act, 2013 ("Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with applicable Circulars issued in this behalf, to consider, and if thought fit, to approve, with or without modification(s), the following resolution with requisite majority:

"RESOLVED THAT pursuant to the provisions of section 230 to 232, and other applicable provisions, if any ("Companies Act") read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules made thereunder (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force), as maybe applicable, Section 2(1B) read with any other applicable provisions of the Income Tax Act, 1961 (as amended) ("IT Act"), and other applicable laws, including regulations issued by Securities and Exchange Board of India ("SEBI"), inter alia including applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10th March,, 2017 and the observation letters issued by the BSE Limited dated 16.07.2024 and the National Stock Exchange Limited dated 18.07.2024 and the relevant provisions of Memorandum of Association and Articles of Association of the Company and other applicable laws, rules, regulations, byelaws as the case may be and subject to the approval of Hon'ble National Company Law Tribunal, Jaipur Bench ("NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as Board"), the scheme of amalgamation of Fibcorp Polyweave Private Limited, a Subsidiary of the Company ('Transferor Company') into and with the Company ('Transferee Company'), (hereinafter referred to as 'the Scheme') placed before the meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any which may be required and/or imposed by the NCLT while sanctioning the scheme of amalgamation, or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."



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TAKE FURTHER NOTICE that:

1. Pursuant to the NCLT Order and in compliance with the Relevant Circulars, this Meeting is held through VC/ OAVM. Therefore, the physical attendance of the equity shareholders has been dispensed with. Accordingly, voting by equity shareholders of the Amalgamated Company to the resolution contained in notice shall be carried out only (a) through e-voting system available during the Meeting and (b) by remote e-voting during the period as below:

Commencement of remote e-voting period	27 th December, 2024
End of remote e-voting period	29th December, 2024

- 2. The NCLT has appointed Mr. Anurag Kalavatiya as the Chairperson of the Meeting including for any adjournment thereof.
- 3. The NCLT has appointed Mr. Vikram Saraf as the scrutinizer of the Meeting.
- 4. The quorum of the Meeting of the equity shareholders of the Amalgamated Company shall be 33 % (Thirty Three percent) of the total value of equity shareholders. In case the said quorum is not present at the Meeting, then the Meeting shall be adjourned by half an hour, and thereafter the members present shall be deemed to constitute the quorum.
- 5. "Requisite Majority" Scheme shall be considered approved by the equity shareholders of the Amalgamated Company if the resolution mentioned in the Notice has been approved by majority of persons representing three-fourth in value of the equity shareholders through remote e-voting and e-voting during the Meeting, in terms of the provisions of Sections 230 to 232 of the Companies Act.
 - Further, in accordance with the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 read with SEBI Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/003 dated January 03, 2022, the Scheme shall be acted upon only if the number of votes cast by the Public Shareholders (through remote evoting and e-voting during the Meeting) in favour of the aforesaid resolution for approval of Scheme is more than the number of votes cast by the Public Shareholders against it.
- 6. The Scheme, if approved by the equity shareholders at the Meeting, will be subject to the subsequent approval of NCLT and other approvals, permissions and sanctions of statutory or regulatory or other authorities, as may be required
- 7. Copies of the scheme of amalgamation, and of the statement under section 102 containing material facts under 230-232 read with rule 6 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other accompanying documents as indicated in the Index are enclosed as a part of Notice and can also be obtained free of charge from the



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Registered Office of the Sah Polymers Limited at E-260-261 Mewar, Industrial Area, Madri Udaipur (Rajasthan) on all days except Sunday and public holidays up to the date of the Meeting.

Registered office: E-260-261, Mewar Industrial Area,

Madri Udaipur: 313003 Dated: 27.11.2024 For SAH POLYMERS LIMITED

Sd/-

Chairperson appointed for the Meeting of Shareholders



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Notes:

- 1. A Statement under Section 102 of the Companies Act, 2013 ("Act") along with applicable rules thereunder and provisions of Sections 230, 232 read with Section 234 of the Companies Act, 2013 setting out material facts forms part of this Notice.
- 2. The notice is being sent only through electronic mode to the 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, since the Meeting is being held pursuant to NCLT Order and Relevant Circulars through VC/ OAVM, physical attendance of the equity shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the shareholders as directed in the NCLT Order, will not be available for the Meeting, and hence the Proxy Form, Attendance Slip and Route Map are not annexed hereto.
- 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. A person, whose name is recorded in the register of members maintained by the RTA/STA of the Company as on the cut-off date i.e Monday, 23rd December, 2024 only shall be entitled to avail the remote e-voting facility as well as voting in the said meeting.
- 7. The resolution shall be deemed to be passed on the date of the meeting i.e. 30th December, 2024 subject to the receipt of the requisite number of votes cast in favour of the resolution.
- 8. Pursuant to Rule 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the advertisement of the notice convening the aforesaid meeting and information on e-voting will be published in Business Standard in English language Edition and in Business Standard in Hindi language Edition dated 28th November, 2024.
- 9. The Chairman shall at the Meeting, at the end of the discussion on the resolutions on which voting is to be held allow voting with the assistance of scrutinizer, through remote e-voting facility. Further, The Scrutinizer shall, immediately after the conclusion of the Meeting will first count the votes cast through remote e-voting and count the vote at the meeting.
- 10. 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



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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.

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.
- II. 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 remote e-voting commences from Friday, 27th December, 2024 at 09:00 A.M. and ends on Sunday, 29th December, 2024 at 05:00 P.M.
- IV. Instructions for Remote Electronic Voting (E-Voting) prior to the said meeting 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 E-Voting 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:



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Type of shareholders	Login Method			
Individual Shareholders holding securities in Demat mode with CDSL	, ,			
	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	 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. 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/. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/ SecureWeb/IdeasDirectReg.jsp 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. 			



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	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.

<u>Important note:</u> Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at https://www.evoting.nsdl.com/ OR https://web.cdslindia.com/myeasi/home/login

<u>Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues</u> related to login through Depository i.e. CDSL and NSDL

Login type			Helpdesk details
Individual securities in	Shareholders Demat mode with	holding CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.comor contact at 1800 22 55 33
Individual securities in	Shareholders Demat mode with	holding 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 remote- E-Voting Through CDSL e-Voting systems 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. I
- ii. Click on "Shareholders" tab.
- iii. Now enter your User ID;



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- 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:

	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) • 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. • 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.



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- 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.
 - e) 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.



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FORM NO. CAA2

[Pursuant to Section 230 (3) of the Companies Act, 2013 and rules 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL JAIPUR BENCH,

IN THE MATTER OF SECTIONS 230-232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

AND
IN THE MATTER OF SCHEME OF AMALGAMATION
OF

FIBCORP POLYWEAVE PRIVATE LIMITED

.....TRANSFEROR COMPANY/APPLICANT COMPANY NO.1

AND

SAH POLYMERS LIMITED

.....TRANSFEREE COMPANY/ APPLICANT COMPANY NO. 2

AND

THEIR RESPECTIVE SHAREHOLDERS

COMPANY APPLICATION NO. C.A.(CAA)/7/JPR/2024

Statement Under Section 102 read with 230 To 232 And Other Applicable Provisions Of The Companies Act, 2013 ("Act") And Rule 6(v) Of The Companies (Compromises, Arrangements And Amalgamations) Rules, 2016, Sebi (Listing Obligations And Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Accompanying The Notice Convening The Meeting Of The Equity Shareholders Of Sah Polymers Limited ("Transferee Company/Applicant company no. 2."), Pursuant To The Orders Of The Hon'ble National Company Law Tribunal, Jaipur Bench, Order Dated 06th November, 2024 and 11th November, 2024

1. This Statement explaining the terms of the Scheme of Amalgamation is being furnished pursuant to Section 102 as required under section 230 to 232 and 102 of the Companies Act, 2013 ("Act") read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Rules") ("Explanatory Statement") accompanying the Notice convening the meeting of the Equity Shareholders ("Shareholders") ("Notice") of the SAH POLYMERS LIMITED ("Transferee Company/Applicant company no. 2.").



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2. The terms used in this Statement but which are not defined herein shall have the same meaning as defined in the Scheme unless otherwise stated.

A. Details of the order of the Tribunal directing the calling, convening and conducting of the meeting:

Pursuant to the Order dated 06th November, 2024 and subsequent amendment Order dated 11th November, 2024 passed by the Hon'ble National Company Law Tribunal, Jaipur Bench ("NCLT" or "Hon'ble Tribunal") in the Company Scheme Application C.A.(CAA) No 07 of 2024, directing for convening the meeting of shareholders, on Monday, 30th day of December, 2024 at 11:00 A.M. (IST) through VC/OAVM means deemed to be held at Registered Office of the Company at E-260-261 Mewar Industrial area, Madri Udaipur, Rajasthan -313003, for the purpose of considering and, if thought fit, approving with or without modification(s), the Scheme of Amalgamation FIBCORP POLYWEAVE PRIVATE LIMITED ("Transferor Company/Applicant company No. 1") with SAH POLYMERS LIMTED ("Transferee Company/Applicant company no. 2.") (the "Scheme of Amalgamation" or "Scheme") pursuant to Sections 230 to 232 of the Act, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modifications (s), or re-enactment thereof, for the time being in force), applicable general circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI Listing Regulations) read with SEBI master circular if any, other applicable circulars issued by SEBI and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ("SS-2"), each as amended from time to time. A copy of the Scheme, which has been inter-alia, approved by the Board of Directors of the Company at their meeting held on 25.09,2023 and 18.10.2023 is enclosed herewith as Annexure No. 1.

B. Parties Involved in Scheme of Amalgamation:

Details of the Transferor Company: Fibcorp Polyweave Private Limited

- i. Fibcorp Polyweave Private Limited having Corporate Identification Numbers U17309RJ2017PTC058691 (hereinafter referred to as "the Transferor Company / Applicant Company No. 1") was incorporated under the provisions of the Companies Act, 2013 on 31st July, 2017 as a Private Limited Company with the Registrar of Companies, Jaipur and in this regard, a fresh certificate of incorporation was issued by Registrar of Companies, Jaipur Rajasthan is enclosed as **Annexure No. 2**. There has been no change in the name of the Transferor Company since the Incorporation of the Company. The e-mail address of the Company is info@fibcorp.in.
- ii. The securities of the Transferor Company is not listed on Stock Exchange.
- iii. The Permanent Account Number of the Transferor Company: AADCF1666R.
- iv. The registered office of the Company is situated at E 260-261, Mewar Industrial Area Madri, Udaipur-313003 Rajasthan. The company registered office has been changed from 9-10 B Saheli



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Marg Udaipur - 313001 to E 260-261, Mewar Industrial Area, Madri, Udaipur - 313003 w.e.f 01st July, 2022 and thereafter there has been no change in the registered office of the company.

- v. The objects for which the Transferor Company has been established are set out in its Memorandum of Association is enclosed herewith as **Annexure No. 2** and the summary of the main object of the Transferor Company/ Applicant Company No. 1 is the company is engaged in the business of manufacturing of Flexible Intermediate Bulk containers (FIBC), HDPE/PP fabrics and sacks etc.
- vi. There has been changes in the object clause of the memorandum of association with the effect from 25th April, 2024 as mentioned in the Note of the Memorandum of Association as enclosed above.
- vii. As on the date of Notice , the Authorized, Issued, Subscribed and Paid-up share capital of the Transferor company are:

Details of Capital Structure	Amount (₹)
Authorized Share Capital:	,
72,000 Equity Shares of ₹. 100/- each	72,00,000
Total	72,00,000
Issued, Subscribed and Paid-up Share Capital	
66,430 Equity Shares of ₹ 100/- each	66,43,000
Total	66,43,000

viii. As on the date of this Notice, the name of the Board of Directors & Promoters along with their addresses are as follows:

DIRECTORS:

Sr No.	Name of the director	Designation	Address	No. of Shares Held
1.	Murtaza Ali Moti	Director (DIN:07876224)	Memuna Villa, 9-10 B Saheli Nagar, Near Orbit Apartment, Girwa, Udaipur 313001 RJ IN	28,046
2.	Fatima Moti	Director (DIN: 07876195)	9-10 B Saheli Nagar, Near Orbit Apartment, Girwa, Udaipur 313001 RJ IN	
3.	Harikant Ganeshlal Turgalia	Director (DIN:00049544)	Flat no 803 8TH Floor I Wing, Bhoomi Park Phase 5 CHS Ltd, Jankalyan Nagar, near Billa Bong	NIL



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			School, Malad , West Suburban, Maharashtra,	
4.	Sanjay Suthar	Director (DIN: 07777202)	Jhadol, Falasiya, Udaipur, Rajasthan 3137	NIL

PROMOTORS:

Sr. No.	Name of the Promotor	Address	No. of shares Held
1	Sah Polymers Limited	E-260-261, Mewar Industrial Area,	33,884
		Madri, Udaipur (Raj.)	

Details of the Transferee Company: Sah Polymers Limited

- i. Sah Polymers Limited having Corporate Identification Number (CIN) L24201RJ1992PLC006657 (hereinafter referred to as "the Transferee Company / Applicant Company No. 2") was incorporated under the provisions of the Companies Act, 1956 on 20th April, 1992 as a Public Limited Company under the name and style of "Peacock Continental Limited" with the Registrar of Companies, Jaipur. Thereafter, the name of Transferee Company was changed to its present name i.e. "Sah Polymers Limited" and in this regard, a fresh certificate of incorporation was issued by Registrar of Companies, Jaipur Rajasthan on 24th July 1998 is enclosed herewith as Annexure No. 3. There has been no change in the name of the Transferee Company in the last five (5) years. The e-mail address of the Transferee Company is info@sahpolymers.com.
- ii. The equity shares of the Transferee Company are listed on BSE Limited and National Stock Exchange of India Limited.
- iii. The Permanent Account Number of the Transferee Company is AAFCS6813H.
- iv. The registered office of the Company is situated at E 260-261, Mewar Industrial rea Madri, Udaipur-313003, Rajasthan, within the jurisdiction of this Hon'ble Tribunal. There has been no change in the registered office address of the Transferee Company in last five (5) years.
- v. The objects for which the Transferee Company has been established are set out in its Memorandum of Association is enclosed herewith as **Annexure No. 3** and one of the main object of the Transferee Company is engaged in the business of in manufacturing and selling of Polypropylene (PP)/ High Density Polyethylene (HDPE) FIBC Bags, Woven Sacks, HDPE/PP woven fabrics, woven polymer based products of different weight, sizes and colours as per customers specification. The Transferee Company offers vide range of bags of different sizes for varied applications. The Transferee Company is a Del Credere Associate cum Consignment Stockist (DCA/ CS) of Indian Oil Corporation Limited and also operates as Dealer Operated Polymer Warehouse (DOPW) of Indian Oil Corporation Limited for their polymer division.



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There has been no change in the objects of the Transferee Company during the last five years.

vi. The Authorised, Issued, Subscribed and Paid-up Share Capital as on 31st March ,2024 are as follows:

Details of Capital Structure	Amount (₹)				
Authorized Share Capital					
3,00,00,000 Equity Shares of ₹. 10/- each	30,00,00,000				
Total	30,00,00,000				
Issued, Subscribed and Paid-up Share Capital					
2,57,96,000 Equity Shares of ₹ 10/- each	25,79,60,000				
Total	25,79,60,000				

ix. As on the date of this Notice, the name of the Board of Directors & Promoters along with their addresses are as follows:

DIRECTORS:

Sr No.	Name of the director	Designation	Address	No. of Shares Held
1.	Hakim Sadiq Ali Tidiwala	Whole-time Director (DIN: 00119156)	30, Kharol Colony, Fatehpura, Udaipur (Raj.)	NIL
2.	Asad Daud	Director (DIN:02491539)	303, Aashiana, 3 Gunpowder Lane, Mazgaon, Mumbai, Maharashtra	NIL
3.	Murtaza Ali Moti	Whole-time Directors (DIN: 07876224)	Memuna Villa, 9-10 B Saheli Nagar, Near Orbit Apartment, Girwa, Udaipur ,313001 Rajasthan	NIL
4.	Ramesh Chandra Soni	Independent Director (DIN:00049497)	29, Chhoti Maheshwari Street, Dhanmandi, Udaipur, Rajasthan	NIL
5.	Sanjay Suthar	Independent Director (DIN: 07777202)	Jhadol, Falasiya, Kolyari, Udaipur, Rajasthan, 313701	NIL
6.	Nikhil Khanderao Raut	Independent Director (DIN: 06653335	Kamal Niwas, Near Municipal School, Penkar Pada, Mira Road East, Mira-Bhayander, Thane. Maharashtra	NIL
7.	Asha Jain	Independent Director (DIN:00218335)	H.No. 10A, Ambamata Scheme, Amba Mata,	NIL



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	Shastri	Circle	,	Udaipur	
	Rajastha	n			

PROMOTORS:

Name of the Promotors /Promotor Group	Addresses	No. of equity shares held
SAT Industries Limited	121, B-Wing, Mittal Tower, Nariman	14316000
(Promotor)	Point, Mumbai, Maharashtra, India - 400021.	
SAT Invest Private Limited	121, Floor-12th, Plot-210, B Wing,	1280000
(Promotor Group)	Mittal Tower, Free Press Journal	
	Marg, Nariman Point , Mumbai,	
	Maharashtra, India - 400021.	

C. Scheme of Amalgamation:

The Scheme was placed before the Audit Committee and Committee of Independent Directors of the Company at their respective meetings held on 25.09.2023 & 18.10.2023. On the basis of their respective evaluation and consideration of the valuation report dated 25.09.2023 & addendum to the Valuation Report dated 18.10.2024 issued by Mahesh Mandowara, Registered Valuers (SFA) (with IBBI Registration No. IBBI/RV/06/2020/13459) ("Valuation Report"), enclosed as Annexure No. 4, the fairness opinion dated 25.09.2023 issued by Kunvarji Finstock Private Limited, a SEBI registered Category I Merchant Banker, (SEBI Registration No. INM000012564) ("Fairness Opinion Report") is enclosed as Annexure No. 5, the certificates dated 25.09.2023, issued by H.R. Jain & Company, Chartered Accountants (Firm Registration No. 000262C), the statutory auditors of the Company, to the effect that the accounting treatment proposed in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act, enclosed as Annexure No. 6 (hereinafter referred to as "Auditors' Certificate on accounting treatment"), and the pricing certificate dated 25.09.2023, issued by H.R. Jain & Company, Chartered Accountants (Firm Registration No. 000262C), the statutory auditors of the Company certifying, the pricing requirements of regulation 164 (1) Chapter V of SEBI (ICDR) Regulations 2018 enclosed as **Annexure No. 7** (hereinafter referred to as "**Pricing Certificate**"), the Audit Committee and the Committee of Independent Directors in their respective reports, enclosed as Annexure No. 8 and Annexure No. 9 respectively, recommended the Scheme to the Board (as defined below).

The Scheme of Amalgamation, inter alia, provides for the following:

- Amalgamation of Fibcorp Polyweave Private Limited ("Transferor Company") with and into Sah Polymers Limited ("Transferee Company") in accordance with Section 2(1B) and other relevant provisions of the Income Tax Act, 1961 ("Amalgamation");
- 2. The Effective date of the Scheme of Amalgamation is 1st April, 2023 ("Appointed Date");



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- 3. Upon the scheme become effective, the Transferor Company together with all present and future assets and liabilities, shall stand transferred to and vest in the Transferee Company, as a going concern, and the Transferee Company will issue 494 (Four hundred ninety four) fully paid up equity shares of INR 10/- (Rupee Ten) each of the Transferee Company to the equity shareholders of the Transferor Company (other than the Transferee Company in respect of its shareholding in Transferor Company) as on the record date for every 10 (Ten) fully paid up equity share of INR 100/- (Indian Rupees Hundred) each held by such equity shareholders of the Transferor Company ("Share Exchange Ratio");
- 4. Consequent to the dissolution, the Transferor Company shall stand dissolved without being wound-up and ;
- 5. with effect from the Appointed Date, the Transferee Company shall account for the amalgamation of Transferor Company with the Transferee Company in its books of account as per the 'Pooling Interest Method' in accordance with accounting principles as laid down in the Indian Accounting Standard 103 (Business Combinations), notified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015.

D. Summary of Valuation report and Fairness opinion report including basis of valuation and opinion of the registered valuer:

The valuation Report dated 25.09.2023 and Addendum to the Valuation report dated 18.10.2024 has describing inter alia the Computation of and the methodology adopted by them in arriving at the Equity Share Exchange Ratio for the proposed amalgamation. The Valuer have considered the Market Price Approach, Income Approach (Discounted Cash flow Method "DCF") and the Cost Approach (Net Asset Value Approach Method "NAV"), for determining the relative value of the Equity shares of the Applicant companies in order to arrive at the recommended Equity Share exchange ratio in connection with the proposed Scheme of amalgamation.

The valuation methods used by the Valuer and the per share values determined by them are explained in the Valuation report as enclosed. However, considering the nature of the transactions contemplated in the Scheme, the valuers after analyzing the various approach are of the opinion that NAV and DCF methods are of no weightage of relevance and have based their valuation on Market Price Approach methods assigning appropriate weightage.

Fairness Opinion Report dated 25.09.2023 issued, for providing the fairness opinion on the Share Exchange Ratio for the proposed amalgamation recommended by Valuer .In this regard the report has confirmed the fairness of the Share Exchange ratio in connection with the proposed scheme, as recommended in the valuation report.

E. Detail of capital and debt restructuring:

There shall be no capital and debt restructuring pursuant to the proposed scheme of amalgamation.

F. Rationale for the Compromise and arrangement as perceived by the Board of the Directors:



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<u>Commercial rationale for amalgamation of the Transferor Company with the Transferee Company</u> are as follows

- The Transferor Company is a subsidiary of the Transferee Company and is under the management of the Transferee Company.
- The Transferor Company and the Transferee Company are engaged in the business of manufacture and sale of Flexible Intermediate Bulk containers (FIBC), HDPE/PP fabrics and sacks etc. The amalgamation will ensure focused management in the combined entity thereby resulting in efficiency of management and maximizing value for the shareholders. Such restructuring will lead to simplification of group structure by eliminating multiple companies in similar business.
- The proposed amalgamation of the Transferor Company with the Transferee Company in accordance with the terms of this Scheme would enable both the Companies to realize benefits of greater synergies between their businesses, yield beneficial results and pool financial resources as well as managerial, technical, distribution and marketing resources of each other in the interest of maximizing value to their Shareholders and the Stakeholders.

G. Benefits for the Compromise and arrangement as perceived by the Board of the Directors:

<u>Amalgamation of the Transferor Company with the Transferee Company envisaged by the Scheme</u> would result in following Synergies

- Operational integration and better facility utilisation
- Efficient raw material procurement and reduced procurement costs
- Operational Efficiencies
- Rationalization of Procurement & Logistics costs
- Enhancing Value in Marketing
- Improving Customer Satisfaction and Services
- Improved safety, environment and sustainability practices
- Increased coverage of plant automation

<u>Note:</u> The aforesaid are only the salient features of the Scheme. Members are requested to read the entire text of the Scheme annexed hereto for acquainted with the entire provisions thereof.

H. Amount due to Unsecured Creditors of the parties involved in the Scheme:

As on 30th September ,2024, the **Fibcorp Polyweave Private Limited** ("Transferor Company") has 76 Unsecured Creditor of the sum amounting to ₹ 4,27,63,846.42/- i.e. Indian Rupees Four crore Twenty Seven Lakh Sixty Three Thousand Eight Hundred Forty Six and Forty Two Paise.

As on 30th September ,2024, the **Sah Polymers Limited** ("Transferee Company") has 185 Unsecured Creditor of the sum amounting to ₹ 11,89,16,162.36/- i.e Indian Rupees Eleven Crore Eighty Nine Lakh Sixteen Thousand One Hundred Sixty Two and Thirty-Six Paisa.



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I. The fact and details of any relationship subsisting between such companies who are parties to such scheme of compromise or arrangement:

The Fibcorp Polyweave Private Limited ("Transferor company") is the subsidiary company of the Sah Polymers Limited ("Transferee Company"). The Sah Polymers Limited acquired 33,884 equity shares aggregating to 51.01% of paid-up capital of the Fibcorp Polyweave Private on January 05, 2022.

J. Board Approval:

• Transferee Company: SAH POLYMERS LIMITED

The Board of Directors of Transferee Company has unanimously approved the Scheme at its meeting held on 25th September, 2024 and 18th October 2024. Details of the directors who voted on the Resolution are as follows:

S. No.	Name of Director	Voted in favour	Voted in against	Absent/Did not vote
1	Hakim Sadiq Ali Tidiwala	Voted	-	-
2	Asad Daud		-	Absent
3	Murtaza Ali Moti	Voted	-	-
4	Ramesh Chandra Soni	Voted	-	-
5	Sanjay Suthar	Voted	-	-
6.	Nikhil Khanderao Raut		-	Absent
7.	Asha Jain	Voted	-	

• Transferor Company: FIBCORP POLYWEAVE PRIVATE LIMITED

The Board of Directors of Transferee Company has unanimously approved the Scheme at its meeting held on 25th September, 2024 and 18th October 2024. Details of the directors who voted on the Resolution are as follows:

S. No.	Name of Director	Voted in favour	Voted in against	Absent/Did not vote
1	Murtaza Ali Moti	Voted	-	-
2	Fatima Moti	Voted	-	-
3	Harikant Ganeshlal Turgalia	Voted	-	-
4	Sanjay Suthar	Voted	-	-

K. Disclosure about the effect of the compromise or arrangement on Directors, KMPs, the Promote, Non-Promoter, Depositors, Creditors, Debenture holders, Debenture Trustees, employees of the Company:

S.No.	Stakeholder	Effect of the Compromise & Arrangement	
1	Promoter Shareholders		



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2	Non-Promoter Shareholders	The Scheme will provide an opportunity to improve the economic value for the Shareholders. This is particularly marked in the improved synergies that will arise pursuant to the Scheme. Upon the Scheme becoming effective, the shareholders of the Transferor Company will be able to participate in the growth of the Transferee Company.
		Upon coming into effect of this Scheme, and in consideration of the amalgamation of the Undertaking in the Transferee Company, the Transferee Company shall without any further application, act, instrument or deed, issue and allot to all the Equity Shareholders of the Transferor Company, whose names appear in the Register of members as on the Record Date, fully paid up Equity Shares, free and clear from all encumbrances together with all rights and benefits attaching thereto in the following share exchange ratio ("Share Exchange Ratio"):
		494 (Four Hundred Ninety Four) Equity Shares of INR 10/- each credited as fully paid-up of the Transferee Company for every 10 (Ten) Equity Share of INR 100/- each fully paid-up held by such Equity Shareholder in the Transferor Company.
3	Key Managerial Personnel	The Scheme will have no effect on the existing Key managerial personnel of Sah Polymers Limited.
4	Creditors	All the liabilities of the Amalgamating Company, immediately before the amalgamation, shall become the liabilities of the Amalgamated Company, by virtue of the Scheme of Amalgamation, with effect from the Appointed Date.
		The present Scheme inter alia includes the amalgamation between FPPL and the Company and is in no manner prejudicial to the interests of the creditors of the Amalgamated Company
5	Directors	The Scheme will have no effect on the existing Directors of SPL. The composition of the board of directors of the SPL may change by appointments, retirements or resignations in accordance with the provisions of the Act, Listing Regulations, Memorandum of Association and Articles of Association of SPL. The Scheme will have no effect on the existing Directors of SPL. The composition of the board of directors of the SPL may change by appointments, retirements or resignations in accordance with the provisions of the Act, Listing Regulations, Memorandum of Association and Articles of Association of SPL



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6	Depositors	There are no depositors. Hence this is not applicable.	
7	Debenture holders	There are no debenture holders in SPL. Hence this is no	
		applicable.	
8	Debenture trustee	There are no deposit trustee or debenture trustee in SPL.	
		Hence this is not applicable.	
9	Employees	There will be no adverse effect of the Scheme on the	
		employees of SPL.	

L. Disclosure about the effect of the compromise or arrangement on Material Interest of Directors, KMPs, and Debenture Trustees of the Company:

The Scheme is not expected to have any effect on the Directors and KMPs of the Company or on their material interests in the Company except to the extent of the equity shares held (if any) by them or their relatives in the Company. Further, no change in the Board is envisaged on account of the Scheme.

M. List of Ongoing adjudication, Investigation or recovery proceedings, prosecution Initiated and all other enforcement action taken, if any, against the company, its promoters and directors under the Act:

The details pertaining to the same have been annexed as **Annexure 13**.

N. The Pre-Scheme and Post-Scheme Shareholding Patterns of Transferee Company:

The pre-Scheme and post-Scheme shareholding patterns of the Sah Polymers Limited is enclosed as **Annexure No: 14.**

O. Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the members and creditors, namely:

The following documents will be available for obtaining extract from or for making or obtaining copies of or for inspection by the members at company registered office at E-260-261 Mewar Industrial Area, Madri Udaipur, Rajasthan -313003 between Monday to Friday from 11:00 a.m. to 05:00 p.m. on any working day (except Saturdays, Sundays and public holidays) up to the date of the Meeting:

- (a) Certified copy of the Orders dated 06th November, 2024 and further amendment Order dated 11th November, 2024 passed by the Hon'ble National Company Law Tribunal, Jaipur Bench, in the Company Scheme Application C.A. (CAA) No. 7, of 2024, directing *inter alia* the calling, convening and conducting of the meeting of equity shareholders of the Company and granting dispensation of secured creditors' and calling, convening and conducting of the meeting of unsecured creditors' meetings;
- (b) Copies of the observation letters dated July 16, 2023 issued by BSE Limited and July 18, 2023 issued by National Stock Exchange of India Limited;



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- (c) Copies of the Memorandum of Association along with Certificate of Incorporation of the Companies;
- (d) Certified Copy of the Scheme of Arrangement between Fibcorp Polyweave Private Limited and Sah Polymers Limited and its shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013;
- (e) Audited Financial Statements of the Transferee Company including consolidated financial statements as on March 31, 2023; March 31, 2024and Limited Reviewed Standalone and Consolidated Financial Statement for the Half year ended September 30, 2024 and Financial Statements of the Transferor Companies as on year ended March 31, 2023; March 31, 2024 and the Half year ended September 30, 2024;
- (f) certificate issued by Auditor of the company to the effect that the accounting treatment, proposed in the Scheme of amalgamation, is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013;
- (g) contracts or agreements material to the compromise or arrangement :
 - Copy of the Valuation Report dated September 25, 2023 & addendum to the valuation report dated October 18, 2023, issued by Mahesh Mandowara, Registered Valuers (SFA) (with IBBI Registration No. IBBI/RV/06/2020/1345.
 - Copy of fairness opinion dated September 25, 2023 issued by Kunvarji Finstock Private Limited, a SEBI registered Category I Merchant Banker, (SEBI Registration No. INM000012564)
 - Copy of the Pricing Certificate dated September 25, 2023 issued by H. R. Jain & Co., Chartered Accountants (Firm Registration No. 000262C), statutory auditors of the Company.
 - (h) Copy of the Report date July 25, 2023 adopted by the Board of Directors of the Company pursuant to Section 232(2)(c) of the Act **Annexure 10A and Annexure 10B**;
 - (i) Copy of the report of the Audit Committee & Independent Directors of the Company.

All other documents displayed on the website of the Company at www.sahpolymers.com in terms of the SEBI Scheme Circular, as amended and other relevant circulars issued by SEBI;

P. Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the Scheme:

The Equity Shares, of the Sah Polymers Limited ("Transferee Company") are listed on the Stock Exchanges (BSE and National Stock Exchange 'NSE'). NSE was appointed as the designated stock exchange by the Company for the purpose of coordinating with SEBI, pursuant to the SEBI Scheme Circulars. The Company has received observation letter regarding the Scheme from BSE on July, 16, 2024, and from NSE on July 18, 2024, A copy attached as **Annexure 11** And **Annexure 12** respectively. In terms of the observation letters, BSE, and NSE conveyed their no adverse observations/ no objection to the Scheme. The Observations/comments stated by the Stock Exchange on their Letters to be complied by the companies are as follows:



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S. No.	Observations	Response
a.	The Company shall ensure to disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters, and directors, before Hon'ble NCLT and shareholders, while seeking approval of the Scheme	Details are mentioned in Clause no M and the same is annexed as Annexure-13 of this Statement disclosed to the shareholders, while seeking approval of the Scheme and the same which will be submitted before Hon'ble NCLT as a part of petition.
b.	The Company shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the Stock Exchanges, from the date of receipt of this letter, is displayed on the websites of the listed company and the Stock Exchanges.	There is no additional information, submitted by the company from the date of the receipt of the observation letter and company shall ensure continue to comply with the aforesaid requirement as and when become applicable.
c.	The Company shall ensure compliance with the SEBI circulars issued from time to time.	The Company shall ensure to duly comply with various applicable provisions of the SEBI Circulars issued from time to time in relation to the Scheme of arrangement as and when become applicable.
d.	The entities involved in the Scheme shall duly comply with various provisions of the Circular and ensure that all the liabilities of Transferor Company are transferred to the Transferee Company.	The Companies viz; Sah Polymers Limited 'SPL' and Fibcorp Polyweave Pvt. Limited 'FPPL' shall duly comply with various provisions of the Circular and ensure that all the liabilities of Transferor Company ("FPPL") are transferred to the Transferee Company ('SPL").
e.	The Company shall ensure that information pertaining to all the Unlisted Companies involved, if any, in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.	Since unlisted company i.e Fibcorp Polyweave Private Limited (" Transferor company") is involved in the Scheme, the disclosure shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018 form a part of the Notice ("Abridged Prospectus") is enclosed as Annexure 17.
f.	The Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.	The Financials of the Company's involved in the scheme considered for valuation report are enclosed as Annexure No. 18 & Annexure No.19 .
g.	The Company shall ensure that the details of the proposed scheme under consideration as provided by the Company to the Stock Exchanges shall be prominently disclosed in the notice sent to the Shareholders.	The details of the proposed scheme under consideration as provided by the Company to the Stock Exchange shall disclosed in Clause C of this Statement accompanying notice sent



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		to the Shareholders for seeking approval and a copy of the Scheme is enclosed hereto.
h.	The Company shall ensure to disclose the following, as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013:	The company discloses the following in this Statement
	i. Details of (pre & post scheme) Assets and Liabilities of SPL.	i. Details of (pre & post scheme) Assets and Liabilities of SAH POLYMERS LIMITED is enclosed as Annexure no. 15 .
	ii. Capital buildup of FPPL since inception	ii. Capital buildup of Fibcorp Polyweave Private Limited since inception is enclosed as Annexure no.16.
	iii. All details of valuation/share exchange ratio along with the workings of valuation and pricing certificate (including the valuation report dated 25.09.2023, 17.01.2024, company clarification dated 19.01.2024 and 17.01.2024 and Pricing Certificate dated 25.09.2023).	iii. All details of valuation/share exchange ratio along with the workings of valuation and pricing certificate (including the valuation report dated 25.09.2023, 17.01.2024, company clarification dated 19.01.2024 and 17.01.2024 and Pricing Certificate dated 25.09.2023) is enclosed as Annexure no. 7.
	iv. Rationale & synergies of the scheme and its impact on the public shareholders.	iv. Rationale & synergies of the scheme and its impact on the public shareholders is disclosed under Clause F of this Statement.
	v. Details provided by SPL vide letter dated 05.07.2024 in respect of classification of proposed holding of Mr. Murtaza Moti and Mrs. Fatima Moti as public holding post	v. Details provided by Sah polymers Limited vide letter dated 05.07.2024 is enclosed as Annexure no. 23.
	scheme of arrangement.	The pre-Scheme and post-Scheme shareholding patterns of the Sah Polymers Limited is enclosed as Annexure No: Annexure no. 14.
i.	The Company shall ensure that the proposed equity shares to be issued in terms of the "Scheme" shall mandatorily be in demat form only.	The company shall ensure that the equity shares proposed to be issued by SPL pursuant to the Scheme shall mandatorily be in Demat form only.
j.	The Company shall ensure that the "Scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document.	The company shall ensure to comply with this requirement.



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k.	The Company shall ensure that no changes to the draft scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI.	The company shall ensure that no changes to the draft scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI.
1.	The Company shall ensure that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the Company is obliged to bring the observations to the notice of NCLT.	The Company shall ensure to incorporate all the observation, in the form of annexures to the petition filed before the Hon'ble NCLT.
m.	The Company shall ensure that all the applicable provisions under the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme are complied.	• Transferee Company: The Company shall ensure that all applicable provisions under the Companies Act, 2013, rules and regulations issued thereunder scheme duly comply and the consent letter in the form of affidavit obtained from the secured creditors along with the list of Secured Creditors of the Transferee Company is enclosed as Annexure no. 20 and as per the Order of Hon'ble Tribunal the Company is holding the meeting of Unsecured Creditors. • Transferor Company: The Company shall ensure that all applicable provisions under the Companies Act, 2013, rules and regulations issued thereunder scheme duly comply and the consent letter in the form of affidavit obtained from the secured creditors of the Companies involved in the scheme is enclosed as Annexure no. 20 along with the list of Secured Creditors of the Transferor Company is enclosed as Annexure no. 20 and as per the Order of Hon'ble Tribunal the Company is holding the meeting of Unsecured Creditors.
n.	It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again	Company has noted the same.



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for	its	comments/	observations/	
representations.				

Q. Statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means:

Pursuant to the provision of the act, since the Meeting is being held pursuant to NCLT Order and Relevant Circulars through VC/ OAVM, physical attendance of the equity shareholders has been dispensed with. Accordingly, the facility to vote in the meeting in person or by proxies will not be available, and hence persons to whom the notice is sent may vote through electronic means.

R. Other Matters:

- 1. As required by Pt. 13. 6 of NCLT Order dated 06th November, 2024 with the and subsequent amendment Order dated 11th November, 2024 enclosed herewith as **Annexure no. 22**, Financials of the Company's involved in the scheme as on 30th September, 2024 is enclosed as **Annexure No. 21**.
- 2. As required by the SEBI Circular, the Transferee Company had filed its no complaints report with BSE and NSE, dated 27th November, 2023, respectively. These reports indicate that the Transferee Company received no complaints from the equity shareholders with respect to the Scheme. Copies of the no complaints report submitted by the Transferee Company, are enclosed as **Annexure no. 22**.

Registered office: E-260-261, Mewar Industrial Area, Madri Udaipur: 313003 Dated: 27.11.2024 For SAH POLYMERS LIMITED

Sd/ Chairperson appointed for the Meeting of Shareholders



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SCHEME OF AMALGAMATION

OF

FIBCORP POLYWEAVE PRIVATE LIMITED Transferor Company

WITH

SAH POLYMERS LIMITEDTransferee Company

AND

their respective Shareholders.

(UNDER SECTIONS 230 to 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013)





Combany Secretary &

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SCHEME OF AMALGAMATION

The Scheme is divided into the following parts:

General- Preamble, Background of the Companies, Rationale and Purpose
of the Scheme, Synergies of Business of the Entities Involved in the
Scheme, Impact of the Scheme on Shareholders, Cost Benefits, Definitions,
Interpretations, Date of Taking Effect and Share Capital of the Companies.
Amelgamation of the Transferor Company into and with the Transferee
Company and the matters incidental thereto
General Terms and Conditions

The Scheme also provides for various other matters consequential or otherwise integrally connected herewith.





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PART I - GENERAL

1. PREAMBLE

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This acheme of smalgamation is presented pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013 as may be applicable, and Section 2(1B) and other relevant provisions of the Income-Tax Act, 1961, as applicable for the Amalgamation of Fibcorp Polyweave Private Limited ("Fibcorp" or "Transferor Company") into and with Sah Polymers Limited ("Sah" or "Transferee Company") and the consequent dissolution without winding up of Fibcorp.

Fibeorp and Sah are collectively referred to as "Parties" or "Companies" and individually as "Party" or "Company".

2. BACKGROUND AND DESCRIPTION OF THE COMPANIES:

2.1 Sah Polymers Limited ("THE TRANSFEREE COMPANY")

- 2.1.1. The Transferee Company (CIN: U24201RJ1992PLC006657] is a Public Limited Company, incorporated on April 20, 1992, under the provisions of the Companies Act, 1956 and is a Public Limited Company within the meaning of the Act.
- The Registered Office of the Transferee Company is at E-260-251.
 Mewar Industrial Area, Madri, Udaipur, Rajasthan 313003.
- 2.1.3. The Transferee Company is engaged in manufacturing and selling of Polypropylene (PP)/ High Density Polyethylene (HDPE) FIBC Bags, Woven Sacks, HDPE/PP woven fabrics, woven polymer based products of different weight, sizes and colours as per customers specification. The Transferee Company offers vide range of bags of different sizes for varied applications. The Transferee Company is a Del Credere Associate cum

Consignment Stockist (DCA/ CS) of Indian Oil Corporation Limited and operates as Dealer Operated Polymer Warehouse (DOPW) of election Oil Corporation Limited for their polymer division.

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- 2.1.4. The Equity Shares of the Transferee Company are listed on the BSE Limited ("BSE") bearing ISIN: INE035801013 & Serip Code: 543743 and on the National Stock Exchange of India Limited ("NSE") bearing Symbol: SAH (hereinafter collectively referred as the "Stock Exchanges").
- 2.1.5. The Transferee Company holds 33,884 (Thirty-Three Thousand Eight Hundred Eighty-Four only) Equity Shares of Rs. 100/- each constituting 51.01% (Fifty One and decimal Zero One percent) of the Equity Share capital of the Transferor Company.

2.2 Fibcorp Polyweave Private Limited ("TRANSFEROR COMPANY")

- 2.2.1The Transferor Company (CIN: U17309RJ2017PTC058691) is a Private Limited Company, incorporated on 31st July, 2017 under the provisions of the Act.
- 2.2.2The Registered Office of the Transferor Company is at E-260-261, Mewar Industrial Area, Madri, Udaipur, Rajasthan 313003.
- 2.2.3 The Transferor Company is a subsidiary of Transferee Company.
- 2.2.4The Transferor Company is also engaged in the business of manufacturing of Flexible Intermediate Bulk containers (FIBC), HDPE/PP fabrics and sacks etc.

3 RATIONALE AND PURPOSE OF THE SCHEME

Commercial rationale for amalgamation of the Transferor Company with the Transferce Company

- 3.1The Transferor Company is a subsidiary of the Transferee Company and is under the management of the Transferee Company.
- 3.2The Transferor Company and the Transferee Company are engaged in the business of manufacture and sale of Flexible Intermediate Bulk containers

MER CO, HDPE/PP fabrics and sacks etc. The amalgamation will ensure focused

more gement in the combined entity thereby resulting in efficiency of

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management and maximizing value for the shareholders. Such restructuring will lead to simplification of group structure by eliminating multiple companies in similar business.

3.3 The proposed amalgamation of the Transferor Company with the Transferee Company in accordance with the terms of this Scheme would enable both the Companies to realize benefits of greater synergies between their businesses, yield beneficial results and pool financial resources as well as managerial, technical, distribution and marketing resources of each other in the interest of maximizing value to their Shareholders and the Stakeholders.

4 SYNERGIES OF BUSINESS OF THE ENTITIES INVOLVED IN THE SCHEME

The proposed Scheme would result in following Synergies:

M.Expappany's production and procurement arms.

- 4.1 Operational integration and better facility utilisation: The amalgamation in accordance with this Scheme will provide an opportunity for reduction of operational costs through transfer of intermediary products between the Companies, better order loads for the business through pooling of orders, synergies from sales and production planning across the businesses.
- 4.2Efficient raw material procurement and reduced procurement costs:

 Synergy of operations will be achieved as a result of sustained availability of raw materials as well as reduced procurement costs for Transferor Company. The proposed amalgamation would ensure combined sourcing of raw materials such as HDPE, PP, pigments, Accessories etc. by both the Transferor Company and the Transferee Company, would result in reduction in overall procurement cost for the amalgamating Company. Besides, certain requirements of the Transferor Company such as Fabrica etc. could be directly met by the Transferee

30perational Efficiencies: The amalgamation would result in synergy benefits

single value chain thereby reducing costs and increasing

operational efficiencies. Centralization of inventory, from raw material to finished goods and spares, may enable better efficiency, utilization and overall reduction in working capital. The proposed amalgamation would likely result in optimized power consumption, reduced costs, sharing of best practices, crossfunctional learnings, better utilisation of common facilities and greater efficiency in debt and cash management.

- 4.4 Rationalisation of Procurement & Logistics costs: Consolidation and optimization of stockyards could significantly reduce logistics and distribution costs for both the Transferor Company and the Transferee Company.
- 4.5Enhancing Value in Marketing: With an overlap in products across the Transferor Company and the Transferoe Company, the combined entity would be better positioned to service customer needs. The Transferor Company could expand its existing core market using the strong distribution channel of the Transferoe Company. Further, the Transferor Company could also have access to the Transferoe Company's marketing capabilities. The Transferoe Company would benefit from complementary product offerings of the Transferor Company, resulting in a strong presence across market segments. The proposed amalgamation will result in access to new markets and product offerings as well as increased export volumes.
- 4.6 Improving Customer Satisfaction and Services: The proposed amalgamation would make it easier to address needs of customers by providing them uniform product and service experience, on time supplies, improved service levels thereby improving customer satisfaction. With common credit management, the customers are expected to benefit from the channel financing benefits from the combined entity.

environment and sustainability practices:

- 4.8Increased coverage of plant automation can be achieved across plants of the Transferor Company, by using the Transferee Company's information technology applications and systems.
- 4.9 Thus, the proposed amalgamation is beneficial, advantageous and not prejudicial to the interests of the shareholders, creditors and other stakeholders of the Transferor Company and the Transferoe Company and is beneficial to the public at large.

In view of the aforesaid, the Board of Directors of the respective Companies have considered the proposed amalgamation of the entire undertaking and business of the Transferor Company as a going concern into and with the Transferoe Company to benefit the stakeholders of the respective Companies. Accordingly, the Board of Directors of the respective Companies have formulated this Scheme for the amalgamation of the Undertakings (as defined hereinafter) of the respective Transferor Company into and with the Transferee Company pursuant to Sections 230 to 232 and other relevant provisions of the Act, and in accordance with Section 2[1B) of IT Act (on a going concern basis) and other applicable Laws.

5 IMPACT OF THE SCHEME ON SHAREHOLDERS

5.1 For the Shareholders of the Transferee Company, the Scheme will result in economies of scale and consolidation of opportunities will improve profitability and enhance overall Shareholder value. This is particularly marked in the improved synergies that will arise pursuant to the Scheme. The impact of the Scheme on the Shareholders, including the Public Shareholders, would be the same in all respects and no Shareholder is expected to have any disproportionate advantage or disadvantage in any manner.

for the Sharcholders of the Transferor Company, the Scheme will provide an apportunity to improve the economic value for the Shareholders. This is

particularly marked in the improved synergies that will arise pursuant to the Scheme. Upon the Scheme becoming effective, the shareholders of the Transferor Company will be able to participate in the growth of the Transferee Company.

6 COST BENEFITS

The implementation of the Scheme would involve incurring costs including, administrative cost, statutory dues, cost of auditors, etc. However, the long-term benefits are expected to outweigh costs towards implementation of the Scheme.

7 DEFINITIONS, INTERPRETATION, DATE OF TAKING EFFECT AND SHARE CAPITAL

7.1 DEFINITIONS

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning mentioned herein below:

- 7.1.1 "Act" or "the Act" means the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable rules, regulations, circulars, or guidelines issued thereunder and shall, if the context so requires and as may be applicable, mean the Companies Act, 1956 and any rules, regulations, circulars, or guidelines issued thereunder, as amended from time to time and shall include any statutory replacement or re enactment thereof;
- 7.1.2*Applicable Law(s)" or "Law(s)" means (a) applicable statutes, chactments, acts of legislature or parliament, laws, ordinances, rules, bye-laws, regulations, listing agreements, notifications, guidelines or policies of any applicable country and/or jurisdiction; (b) writ, injunction, directions, directives, judgment, arbitral award, decree, orders or approvals of, or agreements with, any Governmental Authority or recognized stock exchange;

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- 7.1.3 "Appointed Date" means April 1, 2023 or such other date as approved by the NCLT;
- 7.1.4"Board of Directors" or "Board" means the board of directors of the respective Transferor Company and/or the Transferee Company, as the context may require, and includes committees of the Board (if any) constituted for the implementation of this Scheme;
- 7.1.5 "BSE" means BSE Limited;
- 7.1.6 "Companies" means collectively, the Transferor Company and the Transferee Company;
- 7.1.7*Consent* means any notice, consent, approval, authorization, waiver, permit, permission, clearance, license, exemption, no objection certificate, registration, with, of, from or to any Person;
- 7.1.8 Effective Date* means the date on which the last of conditions referred to in Clause 23.1 hereof have been fulfilled. Any reference in this Scheme to the date of "coming into effect of the/this Scheme" or "Scheme becoming effective" shall be construed accordingly;
- 7.1.9 Encumbrance means (i) any mortgage, charge (whether fixed or floating), pledge, lien, conditional sales contract, hypothecation, assignment, deed of trust, title retention, security interest or other encumbrance or interest of any kind securing, or conferring any priority of payment in respect of any obligation of any Person, including any right granted by a transaction which, in legal terms, is not the granting of security but which has an economic or financial effect similar to the granting of security under Applicable Law; (ii) a contract to give or refrain from giving any of the foregoing; (iii) any voting agreement, interest, option, right of first offer, refusal or transfer restriction in favour of any

- Person; and (iv) any adverse claim as to title, possession or use; and the terms "Encumbered", "Encumber" shall be construed accordingly;
- 7.1.10 "Governmental Approval" means any Consent of any Governmental Authority;
- 7.1.11 "Governmental Authority" means any government authority, statutory authority, regulatory authority, agency, government department, board, commission, SEBI, Stock Exchanges, administrative authority, tribunal or court or any authority or body exercising executive, legislative, judicial, regulatory or administrative functions of or pertaining to government, having or purporting to have jurisdiction on behalf of the Republic of India or any state or province or other political sub-division thereof or any municipality, district or other subdivision thereof or in any other nation over the Transferor Companies and/ or the Transferee Company, as the context may require;
- 7.1.12°IT Act" means the Indian Income-tax Act, 1961 and shall include any statutory modifications, re-enactments or amendments thereof for the time being in force;
- 7.1.13 "NCLT" means the relevant National Company Law Tribunal(s) having territorial jurisdiction in the state(s) in which the respective registered offices of the Companies are located or such other forum or authority as may be vested with any of the powers of the above mentioned tribunal under the Act for approving any scheme of arrangement, compromise or reconstruction of a company under Sections 230 to 232 of the Act;
- 7.1.14 "NCLT Order" means all Order(s) passed by NCLT sanctioning the
 Scheme and includes any Order passed by NCLT or any other
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 Overnmental Authority's Order(s) for extension of time or condenation of

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- delay in filing of the requisite forms with the Registrar of Companies in relation to this Scheme, if applicable.
- 7.1.15 "NSE" means National Stock Exchange Limited;
- 7.1.16*Person* means any individual or other entity, whether a corporation, firm, company, joint venture, trust, association, organization, partnership or proprietorship, including any governmental agency or regulatory body;
- 7.1.17 Record Date" means the date to be mutually fixed by the Board of Directors of the Transferor Company and the Transferor Company, for the purpose of determining the shareholders of the Transferor Company who shall be entitled to receive fully paid-up equity shares of the Transferor Company pursuant to and as contemplated under this Scheme;
- 7.1.18 Registrar of Companies or ROC" means the relevant Registrar of Companies having territorial jurisdiction in the state(s) in which the respective registered offices of the Companies are located;
- 7.1.19*Rupees" or "Rs." or "INR" means the Indian rupee which is the lawful currency of India;
- 7.1.20 Scheme of Amalgamation or "this Scheme" or "the Scheme" means this scheme of amalgamation in its present form as submitted to the NCLT or this Scheme with any amendment(s) or modification(s) if any, made by the shareholders of the respective Companies and accepted by the Boards of the respective Companies or such modification(s) as may be imposed by any Governmental Authority and/or directed to be made by the NCLT(s) while sanctioning the Scheme;

21 SEBI means Securities and Exchange Board of India established under the Securities and Exchange Board of India Act, 1992;

- 7.1.22*SEBI Circular* means Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20** day of June, 2023 issued by SEBI applicable to Schemes of Arrangement;
- 7.1.23 "Stock Exchanges" means the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), collectively;
- 7.1.24 "Shareholders" means the person registered as holders of Shares of Companies concerned.
- 7.1.25 Transferee Company means Sah Polymers Limited, a Public Limited Company incorporated on April 20, 1992 under the provisions of the Companies Act, 1956 and is a Public Limited Company within the meaning of the Act;
- 7.1.26 Transferor Company means Fibcorp Polyweave Private Limited, a Private Limited Company incorporated on 31st July, 2017 under the provisions of the Companies Act, 2013 and is a Private Limited Company within the meaning of the Act;
- 7.1.27 'Undertaking" means all the undertaking and the entire business of the Transferor Company as a going concern as of the Appointed Date, including all its assets, properties, investments, rights, approvals, licenses and powers, lessehold rights and all its debts, outstanding, liabilities, duties, obligations and employees including, but not in any way limited to, the following:
 - (a) all the assets and properties (whether movable or immovable, tangible or intangible (including but not limited to rights, titles, interest, goodwill, etc.), real or personal, in possession or reversion, corporeal or incorporeal, present, future or contingent of whatsoever nature), whether or not recorded in the books of accounts of the Transferor Content including, without limitation, the freehold and leasehold.

properties of the Transferor Company), investments of all kinds (i.e., shares, scrips, stocks, bonds, debenture stocks, units or pass through certificates), furniture, fixtures, machinery, office equipment, computers, fixed assets, current assets (including, without limitation, all inventories, stock-in-trade or stock-in-transit, tools, plants, merchandise (including, raw materials, supplies, finished goods, and wrapping, supply, advertisement, promotional and packaging material), supplies, finished goods, packaging items, wherever located), cash and bank accounts including bank balances), contingent rights or benefits, benefits of any deposits, receivables, advances or deposits paid by or deemed to have been paid by the Transferor Company, financial assets, vehicles, rights to use and avail of telephones, teleses, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interest held in trust, registrations, contracts, engagements, arrangements of all privileges and all other rights, easements, privileges, liberties and advantages of whatsoever nature and wheresoever situate belonging to or in the ownership, power or possession and in the control of or vested in or granted in favour of or enjoyed by the Transferor Company or in connection with or relating to the Transferor Company and all other interests of whatsoever nature belonging to or in the ownership, power, possession or the control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Transferor Company, whether in India or abroad:

(b) all permits, licenses, permissions, approvals, clearances, Consents, hepefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, subsidies, liberties and advantages including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits there:o;

- (c) all contracts, agreements, purchase orders/ service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, minutes of meetings, bids, tenders, expressions of interest, letters of intent, supply contracts, hire and purchase arrangements, lease/ license agreements, tenancy rights, agreements/ panchnamas providers, other arrangements, undertakings, deeds, bonds, schemes, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise and all rights, title, interests, claims and benefits thereunder;
- (d) all applications (including hardware, software, licenses, source codes, parameterization and scripts), registrations, licenses, trade names, service marks, trademarks, copyrights, brands, patents, domain names, designs, intellectual property rights (whether owned, licensed or otherwise, and whether registered or unregistered), trade secrets, research and studies, technical knowhow, confidential information and all such rights of whatsoever description and nature;
- (e) all rights to use and avail telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights.

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easements, liberties and advantages of whatsoever nature and wheresoever situate belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by the Transferor Company and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Transferor Company;

- (f) all the credits for taxes such as income tax, wealth tax, central sales tax, service tax, applicable state value added tax, goods and service tax including but not limited to the right to claim credit for indirect taxes such as CENVAT credit, VAT credit, GST credit, or any other input tax credit, advance tax, withholding tax/ TDS, taxes withheld/ paid in a foreign country, self-assessment tax, regular tax, minimum alternate tax, dividend distribution tax, securities transaction tax, deferred tax assets/ liabilities, accumulated losses under the IT Act and allowance for unabsorbed depreciation under the IT Act, losses brought forward and unabsorbed depreciation as per the books of account and tax refunds of the Transferor Company;
- (g) all books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), test reports, computer programs, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dosslers, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/ supplier pricing information.

and all other books and records, whether in physical or electronic form;

- (h) all debts, secured and unsecured, liabilities including contingent liabilities, guarantees, duties, taxes and obligations of the Transferor Company of whatsoever kind, nature and description and howsoever arising, raised, incurred or utilized;
- (i) all staff and employees and other obligations of whatsoever kind, including liabilities of the Transferor Company, with regard to their employees, with respect to the payment of gratuity, superannuation, pension benefits and provident fund or other compensation or benefits, if any, whether in the event of resignation, death, retirement, retrenchment or otherwise as on the Effective Date; and
- all legal proceedings, including quasi-judicial, arbitral and other administrative proceedings, of whatsoever nature involving the Transferor Company;
- 7.1.28 Transition Period means the period starting from the date immediately after the Appointed Date till the last of the dates on which all the conditions stipulated in Clause 23.1 of this Scheme are fulfilled.

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act and other applicable laws, rules, regulations, bye-laws, as the case may be or any statutory modifications or re-enactment thereof from time to time.



- 7.2.1 In addition to the above terms, certain terms may be defined elsewhere in this Scheme and wherever such terms are used in this Scheme, they shall have the meaning so assigned to them.
- 7.2.2 The terms referred to in this Scheme shall, unless defined otherwise in this Scheme or inconsistent with the context or meaning thereof, bear the meaning ascribed to them under the relevant statute/legislation.
- 7.2.3 All references in this Scheme to statutory provisions shall be construed as meaning and including references to:
- 7.2.4 any statutory modification, consolidation or re-enactment made after the date of approval of this Scheme by the Board of Directors of the respective Companies and for the time being in force;
- 7.2.5 all subordinate legislation made from time to time under that provision (whether or not amended, modified, re-enacted or consolidated);
- 7.2.6 all statutory instruments or orders made pursuant to a statutory provision; and
- 7.2.7 any statutory provisions of which these statutory provisions are a consolidation, re-enactment or modification.
- 7.2.8 Words denoting the singular shall include the plural and words denoting any gender shall include all genders.
- 7.2.9 Headings, subheadings, titles, subtitles to clauses, sub clauses, sections and paragraphs are for information only and shall not form part of the operative provisions of this Scheme or the schedules hereto and shall be ignored in construing the same.
- 7.2.10 References to clauses, and schedules are, unless the context otherwise requires, references to clauses, and schedules to this Scheme.

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11 Reference to days, months and years are to calendar days, calendar months and calendar years as per the English calendar, respectively.

- 7.2.12Any reference to "writing" shall include printing, typing, lithography and other means of reproducing words in visible form.
- 7.2.13 The words 'include' and 'including' are to be construed without limitation.
- 7.2.14 Where a wider construction is possible, the words "other" and "otherwise" shall not be construed ejusdem generis with any foregoing words.

7.3DATE OF TAKING EFFECT

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- 7.3.1 The Scheme shall be effective from the Appointed Date mentioned herein but shall be operative from the Effective Date. Upon the sanction of this Scheme and upon this Scheme becoming effective pursuant to Clause 23 of this Scheme, the following shall be deemed to have occurred and become effective and operative, only in the sequence and in the order mentioned hereunder:
- 7.3.2 The amalgamation of the Undertaking of the Transferor Company into and with the Transferee Company in accordance with Part II and Part III of the Scheme shall be deemed to have taken effect.
- 7.3.3 The Equity Shares issued by the Transferor Company to the Transferoe Company shall stand cancelled in their entirety, which shall be effected as a part of the Scheme itself and not in accordance with Section 66 of the Act and in the manner stipulated in Part II of the Scheme.
- 7.3.4 Dissolution of the Transferor Company without winding up.
- 7.3.5 Issue and allotment of fully paid up Equity Shares of the Transferee Company to the Equity Shareholders of the Transferor Company as of the Record Date in accordance with the Scheme.



7.4 SHARE CAPITAL

7.4.1The share capital of the Transferee Company as on March 31, 2023, is as follows:

Particulars	Amount in INR
Authorised Capital:	
3,00,00,000 Equity Shares of INR 10 each	30,00,00,000
Issued, Subscribed and Paid up:	
2,57,96,000 Equity Shares of INR 10 each	25,79,60,000

7.4.2 The share capital of the Transferor Company as on March 31, 2023 is as follows:

Particulars	Amount in INR
Authorised Capital:	
72,000 Equity Shares of INR 100 each	72,00,000
Issued, Subscribed, and paid up:	
66,430 Equity Shares of INR 100 each	66,43,000

Note: The Transferee Company holds 51.01% Shares of the Transferor Company.





PART II - AMALGAMATION OF THE TRANSFEROR COMPANY INTO AND WITH THE TRANSFEREE COMPANY

8 AMALGAMATION OF THE UNDERTAKING

- 8.1 With effect from the Appointed Date, the Undertaking shall, subject to the terms and conditions of this Scheme and, without any further set, instrument or deed, be and stand transferred to and vested in and/or be deemed to have been and stand transferred to and vested in the Transferred Company, as a going concern, so as to become the undertakings of the Transferred Company by virtue of and in the following manner:
 - 8.1.1 All assets of the Transferor Company that are movable in nature and/or otherwise capable of transfer by physical or constructive delivery, novation and/or by endorsement and delivery or by operation of law shall be vested in and/or documed to be vested in the Transferee Company from the Appointed Date. Upon this Scheme becoming effective, the title of such property shall be deemed to have been mutated and recognised as that of the Transferee Company, absolutely and forever, from the Appointed Date.
 - 8.1.2In respect of such of the assets of the Transferor Company other than those referred to in Clause 8.1.1 above, including investment in shares or any other securities, actionable claims, outstanding loans and advances, carnest monies, receivables, bills, credits, if any, recoverable in each or in kind or for value to be received all kind of banking accounts including but not limited to current and saving accounts, term deposits, deposits, if any, with Governmental Authorities and other authorities and bodies, shall—thout any further act, instrument or deed, be and stand

transferred to and vested in the Transferre Company and/or be deemed to be transferred to and vested in the Transferee Company as on the Appointed Date. The Transferee Company shall upon sanction of the Scheme be entitled to the delivery and possession of all documents of title of such movable property in this regard. The Transferee Company (without it being obliged to do so), if it deems appropriate, may give notice in such form as it deems fit and proper, to each such debtor or obligor or any other Person, that pursuant to the sanction of the Scheme, such investment, debt. loan, advance, claim, bank balance, deposit or other asset be aid or made good or held on account of the Transferre Company as the person entitled thereto, to the end and intent that the right of the Transferor Company, to recover or realize all such debts (including the debts payable by such debtor or obliger or any other Person to the Transferor Company) stands transferred and assigned to the Transferee Company and that appropriate entries should be passed in the books of accounts of the relevant debtors or obligors or other Persons to record such change.

8.1.3 With effect from the Appointed Date, all immovable properties of the Transferor Company, including land together with the heavy equipment, plant & machinery, buildings and structures atanding thereon or embedded to the land and rights and interests in immovable properties of the Transferor Company, whether freehold or leasehold or licensed or otherwise and all documents of title, rights, security deposits and easements in relation thereto shall stand vested in and/or be deemed to have been vested in the Transferee Company on the same terms and conditions, by operation of Lew pursuant to the sametioning of the Scheme. Such assets shall stand vested in the Transferee Company and



shall be deemed to be and become the property as an integral part of the Transferce Company by operation of Law, The Transferce Company shall upon the NCLT Order sanctioning the Scheme and upon the Scheme becoming effective, be always entitled to all the rights and privileges attached in relation to such immovable properties including refund of any security deposits and shall be liable to pay appropriate rent, rates and taxes and fulfill all obligations in relation thereto or as applicable to such immovable properties. Upon this Scheme becoming effective, the title to such properties shall be deemed to have been mutated and recognised as that of the Transferee Company and the mere filing thereof with the appropriate registrar or sub-registrar or with the relevant Governmental Authority shall suffice as record of continuing titles with the Transferee Company and shall be constituted as a deemed mutation and substitution thereof. The Transferee Company shall upon the Scheme becoming effective be entitled to the delivery and possession of all documents of title to such immovable property in this regard. It is hereby clarified that all the rights, title and interest of the Transferor Company in any leaschold properties shall without any further set, instrument or deed, be vested in or be deemed to have been vested in the Transferee Company.

8.1.4 With effect from the Appointed Date, all assets, brands, trademarks, rights, title, interests, and investments of the Transferor Company shall also without any further act, instrument or deed stand transferred to and vested in and be deemed to have been transferred to and vested in the Transferee Company.

With effect from the Appointed Date, all debts (secured and unsecured),

onds, debentures (including contingent liabilities), duties and

colligations of every kind, nature and description of the Transferor Company shall without any further act, instrument or deed, he and stand transferred to and vested in and/or be deemed to have been and stand transferred to and vested in, the Transferee Company, so as to become on and from the Appointed Date, the debts, liabilities, bonds, debentures (including contingent liabilities), duties and obligations of the Transferee Company on the same terms and conditions as were applicable to the Transferor Company. Further, it shall not be necessary to obtain the Consent of any Person who is a party to contract or arrangement by virtue of which such liabilities have arisen in order to give effect to the provisions of this Clause. Necessary modification, as may be.

8.1.6 Upon this Scheme becoming effective, the secured creditors of the Transferor Company and/or other holders of Encumbrance over the properties of the Transferor Company shall be entitled to Encumbrance only in respect of the properties, assets, rights, benefits and interest of the Transferor Company, as existing immediately prior to the amalgamation of the Transferor Company with the Transferee Company and the secured creditors of the Transferee Company and/or other holders of Encumbrance over the properties of the Transferee Company shall be entitled to Encumbrance only in respect of the properties, assets, rights, benefits and interest of the Transferee Company, as existing immediately prior to the amalgamation of the Transferor Company with the Transferee Company. It is hereby clarified that pursuant to the amalgamation of the Transferor Company with the Transferor Company and/or other holders of Encumbrance over the properties of the Transferor Company and/or other holders of Encumbrance over the properties of the Transferor Company



shall not be entitled to any additional Encumbrance over the properties, assets, rights, benefits and interest of the Transferee Company and therefore, such assets which are not currently Encumbered shall remain free and available for creation of any Encumbrance thereon in future in relation to any current or future indebtedness of the Transferee Company; and (b) the secured creditors of the Transferee Company and/or other holders of Encumbrance over the properties of the Transferee Company shall not be entitled to any additional Encumbrance over the properties, assets, rights, benefits and interest of the Transferor Company and therefore, such assets which are not currently Encumbered shall remain free and available for creation of any Encumbrance thereon in future in relation to any current or future indebtedness of the Transferee Company.

- 8.1.7 On and from the Effective Dute, and thereafter, the Transferee Company shall be entitled to operate all bank accounts, demat accounts, if any, of the Transferor Company and realize all monies and complete and enforce all pending contracts and transactions and to accept stock returns and issue credit notes in relation to the Transferor Company in the name of the Transferee Company in so far as may be necessary until the transfer of rights and obligations of the Transferor Company to the Transferee Company under this Scheme have been formally given effect to under such contracts and transactions.
- 8.1.8 With effect from the Effective Date, the security creation, borrowing and investment limits of the Transferee Company under the Act shall be increased to the extent of the security creation, borrowing and CYME execution timits of the Transferor Company, such limits being the transferor Company.

- 8.1.9 Any corporate approvals obtained by the Transferor Company, whether for the purposes of compliance or otherwise, shall stand transferred to the Transferee Company and such corporate approvals and compliance shall be deemed to have been obtained and complied with by the Transferee Company.
- 8.1.10 All Governmental Approvals and other Consents, permissions, quotas, rights, authorizations, entitlements, no objection certificates and licenses, including those relating to tenancies, privileges, powers and facilities of every kind and description of whatsoever nature, to which the Transferor Company are a party or to the benefit of which the Transferor Company may be entitled to use or which may be required to carry on the operations of the Transferor Company, and which are subaisting or in effect immediately prior to the Effective Date, shall be, and remain, in full force and effect in favour of or against the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party, a beneficiary or an obligee thereto and shall be appropriately mutated by the relevant Governmental Authorities in favour of the Transferee Company. In so far as the various incentives, service tax benefits, subsidies lincluding applications for subsidies), rehabilitation schemes, grants, special status, rights, and other benefits or privileges enjoyed, granted by any Governmental Authority or by any other Person, or availed of by the Transferor Company is concerned, the same shall, without any further act or deed, yest with and be available to the Transferee Company on the same terms and conditions as are available to the Transferor Company.

With effect from the Appointed Date, all registrations, licenses, rademarks, brands, copyrights, domain names, applications for

copyrights, trade-names, trademarks, and any other intellectual property pertaining to the Transferor Company, if any, shall stand vested in the Transferee Company without any further act, instrument or deed, upon the sanction of the Scheme.

- 8.1.12 All taxes (including but not limited to advance tax, self-assessment tax, regular tax, tax deducted at source, minimum alternate tax credits, dividend distribution tax, securities transaction tax, taxes withheld/ paid in a foreign country, value added tax, sales tax, service tax, goods and service tax etc.) paid/ payable by or refunded/ refundable to the Transferor Company with effect from the Appointed Date, including all or any refunds or claims shall be treated as the tax liability or refunds/ claims, etc. us the case may be, of the Transferee Company, and any tax incentives, advantages, privileges, accumulated losses and allowance for unabsorbed depreciation as per Section 72A of the IT Act, losses brought forward and unabsorbed depreciation as per books of account, deductions otherwise admissible such as under Section 40, 40A, 43B, etc. of the IT Act, exemptions, credits, holidays, remissions, reductions, service tax input credits, GST input credits etc., as would have been available to the Transferor Company, shall pursuant to this Scheme becoming effective, be available to the Transferee Company. This clause to be read along with Clause 22 of this Scheme.
- 8.1.13Any third party or Governmental Authority required to give effect to any provisions of this Scheme, shall take on record the NCLT Order sanctioning the Scheme on its file and duly record the necessary substitution or endorsement in the name of the Transferee Company as successor in interest, pursuant to the sanction of this Scheme by NCLT, and upon this Scheme becoming effective. For this purpose, the

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Transferee Company shall file certified copies of such NCLT Order and if required file appropriate applications or forms with relevant authorities concerned for statistical and information purposes only and there shall be no break in the validity and enforceability of Governmental Approvals, Consents, exemptions, registrations, no-objection certificates, permits quotas, rights, entitlements, licenses (including the licenses granted by any Governmental Authorities for the purpose of carrying on its business or in connection therewith), and certificates of every kind and description of whatsoever nature.

- 5.1.14For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that with effect from the Appointed Date, all Consents, permissions, certificates, clearances, authorities, power of attorneys given by, issued to or in favour of the Transferor Company shall stand transferred to the Transferee Company, as if the same were originally given by, issued to or executed in favour of the Transferee Company, and the Transferee Company shall be bound by the terms thereof, the obligations and duties there under, and the rights and benefits under the same shall be available to the Transferee Company.
- Scheme, in accordance with the provisions hereof, if so required under any Applicable Law or otherwise, execute appropriate deeds of confirmation or other writings or arrangements with any party to any contract or arrangement in relation to which the Transferor Company have been a party, including any filings with the regulatory authorities, in order to give formal effect to the above provisions. The Transferee Company shall for this purpose, under the provisions hereof, be deemed to be the passuthorized to execute any such writings on behalf of the

- Transferor Company and to carry out or perform all such formalities or compliances referred to above on the part of the Transferor Company.
- 8.1.16 With effect from the Effective Date, all inter ac contracts solely between the Transferor Company and the Transferoe Company shall stand cancelled and cease to operate, and appropriate effect shall be given to such cancellation and cessation in the books of accounts and records of the Transferee Company.
- 8.1.17 With effect from the Effective Date, there will be no accrual of income or expense on account of any transactions, including inter alia any transactions in the nature of sale or transfer of any goods, materials or services, between the respective Transferor Company and the Transferoe Company. For avoidance of doubt, it is hereby clarified that with effect from the Effective Date, there will be no accrual of interest or other charges in respect of any inter se loans, deposits or balances between the respective Transferor Company and the Transferoe Company.
- 8.1.18 For avoidance of doubt and without prejudice to the generality of any applicable provisions of this Scheme, it is clarified that in order to ensure (i) implementation of the provisions of the Scheme; (ii) uninterrupted transfer of the relevant Consents, approvals, patents, permissions, licensea, registrations, certificates etc.; and (iii) continued vesting of the benefits, exemptions available to the Transferor Company in favour of the Transferor Company, the Board of Directors of the Transferor Company and the Transferor Company shall be deemed to be authorized to execute or enter into necessary documentations with any regulatory authorities or third parties, if applicable and the same shall be considered as giving effect to the NCLT Order and shall be considered as an integral part of this effection. Further, the Transferor Company shall be deemed to be

authorized to execute or enter into necessary documentations with any regulatory authorities or third parties, if applicable, on behalf of the Transferor Company and to carry out or perform all such formalities or compliance required for the purpose of implementation of the provisions of the Scheme.

8.1.19 For avoidance of doubt and without prejudice to the generality of any applicable provisions of this Scheme, it is clarified that in order to ensure the smooth transition and sales of products and inventory of the Transferor Company manufactured and/or branded and/or labelled and/or packed in the name of the Transferor Company prior to the Effective Date, the Transferee Company shall have the right to own, use, market, sell, exhaust or to in any manner deal with any such products and inventory (including packing material) pertaining to the Transferor Company at manufacturing locations or warehouses or retail stores or elsewhere, without making any modifications whatsoever to such products and/or their branding, packing or labelling. All invoices/payment related documents pertaining to such products and inventory (including packing material) may be raised in the name of the Transferee Company after the Effective Date.

9 CONTRACTS, DEEDS AND OTHER INSTRUMENTS

9.1 Upon the coming into effect of this Scheme and subject to the provisions of this Scheme, all contracts, deeds, bonds, understandings whether written or oral and other instruments, if any, of whatsoever nature to which the Transferor Company is a party or to the benefit of which against or in favour of the Transferor Company, as the case may be, and may be enforced by or against the Transferor Company as fully and effectively as if, instead of the

Transferor Company, the Transferee Company had been a party or beneficiary or obligee thereto.

9.2Without prejudice to other provisions of this Scheme and notwithstanding the fact that the vesting of the Undertaking occurs by virtue of this Scheme itself, the Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any Applicable Law or otherwise, execute deeds of confirmation in favour of any party to any contract or arrangement to which the Transferor Company is a party as may be necessary to be executed in order to give formal effect to the above provisions. The Transferee Company shall be deemed to be authorised to execute any such writings on behalf of the Transferor Company and to carry out or perform all formalities or compliances required for the purposes referred to above on the part of the Transferor Company.

10 STAFF, EMPLOYEES & WORKMEN

- 10.1 Upon the coming into effect of this Scheme, all the employees on the payroll of the Transferor Company, engaged in or in relation to the Undertaking, as on the Effective Date, shall become and be deemed to have become the employees of the Transferee Company with effect from the Appointed Date or their respective joining date, whichever is later, without any break or interruption of service and with the benefit of continuity of service on terms and conditions which are not less favourable than the terms and conditions as were applicable.
- Transferor Company immediately prior to the Effective Date shall be taken into ascount for the purpose of retirement benefits to which they may be eligible in the Transferor Company immediately prior to the coming into effect of this scheme. The Transferor Company immediately prior to the coming into effect of this scheme. The Transferor Company further agrees that for the purpose of

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payment of any retrenchment compensation, gratuity, grants, stock options or other terminal benefits, such past service with the Transferor Company, shall also be taken into account and agrees and undertakes to pay the same as and when payable.

- 10.3 Upon the coming into effect of this Scheme, the Transferee Company shall make all the necessary contributions for such transferred employees and deposit the same in provident fund, gratuity fund or superamulation fund or any other special fund or staff welfare scheme or any other special scheme under the Applicable Law, The Transferee Company will also file relevant intimations to the statutory authorities concerned who shall take the same on record and substitute the name of the Transferor Company for the Transferoe Company.
- 10.4 Subject to the Applicable Law, the existing provident fund, gratuity fund and pension and/or superannuotion fund/ trusts, retirement funds or employees state insurance schemes or pension scheme or employee deposit linked insurance scheme or any other benefits, if any, created by the Transferor Company for its employees, shall be continued on the same terms and conditions and will be transferred to the necessary funds, schemes or trusts of the Transferee Company without any separate act, deed or approval and till the time such necessary funds, schemes or trusts are created by the Transferce Company, all contributions shall continue to be made to the respective existing funds, schemes.

11 LEGAL PROCEEDINGS

11.1 Upon coming into effect of this Scheme, if any suit, appeal or other legal proceeding including quasi-judicial, arbitral and other administrative proceedings, if any, of whatseever nature by or against the Transferor Company

be perding and/or arising on or before the Appointed Date, the same shall not

abate or be discontinued or be in any way prejudicially affected by reason of the transfer of the Undertaking or anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued, prosecuted and enforced, as the case may be, by or against the Transferee Company in the same manner and to the same extent as it would be or might have been continued, prosecuted and enforced by or against the Transferor Company, if this Scheme had not been made.

11.2 The Transferee Company undertakes to have all legal or such other proceedings specified in this Clause 11.1, initiated by or against the Transferor Company, transferred to its name and to have such proceedings continued, prosecuted and enforced by or against the Transferor Company, as the case may be. Following the Effective Date, the Transferor Company may initiate any legal proceedings for and on behalf of the Transferor Company.

12 CONSIDERATION

12.1 Upon coming into effect of this Scheme, and in consideration of the amalgamation of the Undertaking in the Transferce Company, the Transferce Company shall without any further application, act, instrument or deed, issue and allot to all the Equity Shareholders of the Transferor Company, whose names appear in the Register of members as on the Record Date, fully paid up Equity Shares, free and clear from all Encumbrances together with all rights and benefits attaching thereto in the following share exchange ratio ("Share Exchange Ratio"): 494 (Four Hundred Ninety Four) Equity Shares of INR 10/- each credited as fully paid-up of the Transferce Company for every 10

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Shareholder in the Transferor Company.

- 12.2 Mr. Mahesh Mandowara, Registered Valuer, appointed by the Transferee Company and Transferor Company, have issued Report on the Share Exchange Ratio adopted under the Scheme ("Valuation Report") and M/s Kunvarji Finstock Private Limited, SEBI Registered Category I Merchant Bankers, have provided fairness opinion on the Share Exchange Ratio in compliance with the applicable provisions of the SEBI Circular ("Fairness Opinion"). The Valuation Report and the Fairness Opinion on the Share Exchange Ratio have been duly considered by the respective Board of both, the Transferor Company and the Transferor Company.
- 12.3 The Equity Shares to be issued pursuant to Clause 12.1 above, shall be issued to the Shareholders of the Transferor Company in such form, physical or dematerialised as permitted under Applicable Law.
- 12.4 The Equity Shares to be issued by the Transferee Company pursuant to Clause 12.1 above in respect of such Equity Shares of Transferor Company which are held in abeyance under the provisions of Section 126 of the Act terstwhile Section 206A of the Companies Act, 1956) or otherwise shall, pending allotment or settlement of the dispute by order of a court or otherwise, also shall be kept in abeyance by the Transferee Company.
- 12.5 In the event of there being any pending share transfers, whether lodged or outstanding, of any Shareholders of the Transferor Company, the Board of Directors of the Transferor Company, shall be empowered prior to the Record Date, to effectuate such transfers in the Transferor Company as if such changes in registered holders were operative as on the Record Date, in order to remove any difficulties arising to the transferors of the shares issued by the Transferee Company pursuant to Clause 12.1 above after the Scheme is effected. The Board of Directors of the Transferee Company shall be empowered

- Scheme and registration of new members in the Transferee Company on account of difficulties faced in the transition period.
- 12.6 The equity shares issued and allotted by the Transferee Company, in terms of Clause 12.1 above, shall be subject to the provisions of the Memorandum and Articles of Association of the Transferee Company and shall rank pari passu in all respects with the existing Equity Shares of the Transferee Company including as regards entitlement to dividend and other distributions and repayment of capital declared or paid on or after the Effective Date and voting and other rights. Further, the Transferee Company shall, if required, take all necessary steps for increase of Authorized Share Capital for issue of the Equity Shares pursuant to Clause 12.1 above.
- 12.7 At the time of issue and allotment of Equity Shares in terms of Clause 12.1 above, the Board of Directors of the Transferee Company shall consolidate all fractional entitlements. If such consolidated fractional entitlement exceed 1(one) share and it shall be allotted Equity Shares in lieu thereof to a corporate trustee or such other authorized representative(s) as the Board of Directors of the Transferee Company shall appoint in this behalf, who shall hold the Equity Shares issued in the Transferee Company, in trust on behalf of the Equity Shareholders entitled to fractional entitlements with the express understanding that such corporate trustee or other authorized representative(s) shall sell the same in the market at such time or times and at such price or prices and to such person or persons, as it/he/they may deem fit, and pay to the Transferce Company, the net sale proceeds thereof, whereupon the Transferce Company shall distribute such net sale proceeds (after deduction of applicable taxes, if any), to the Equity Shareholders in proportion to their respective fractional entitlements.





- 12.8 Upon the Scheme becoming effective and upon the Equity Shares allotted and issued in terms of Clause 12.1 above, the Equity Shares of the Transferor Company, both in electronic form and in the physical form, shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date.
- 12.9 The Equity Shares allotted and issued in terms of Clause 12.1 above, shall be listed and/or admitted to trading on the Stock Exchanges, where the Equity shares of the Transferee Company are listed and/or admitted to trading; subject to the Transferee Company obtaining the requisite Governmental approvals pertaining to their listing.
- 12.10 It is clarified that upon the approval of this Scheme by the shareholders and/or the creditors of the respective Transferor Company and the Transferoe Company under Sections 230 to 232 of the Act, the Shareholders and/or the creditors shall be deemed to have approved this Scheme under Sections 13, 14, 62, 188 and any other applicable provisions under the Act and the SEBI Circular, and that no separate approval from or any shareholders and/or the creditors nor any further action, to that extent shall be required to be sought or undertaken by the Transferor Company and the Transferoe Company respectively, for the matters specified in this Scheme.

13 ACCOUNTING TREATMENT

Upon coming into effect of this Scheme, the Transferce Company shall account for the amalgamation of the Transferor Company in its books of accounts in accordance with "Pooling of Interest Method" of accounting as laid down in IND AS 103 (Business Combinations) and relevant clarifications issued by Institute of Chartered Accountants of India (ICAI).



- 13.1 With effect from the Appointed Date, Transferee Company shall record the assets, liabilities and reserves (whether capital or revenue or arising on revaluation) of Transferor Company vested in it pursuant to this Scheme, at their respective book values thereof and in the same form as appearing in the books of Transferor Company at the close of the business of the day immediately preceding the Appointed Date, except to ensure uniformity in accounting policies as provided in Clause 13.4 below;
- 13.2 The value of the investments in the shares of Transferor Company as held by Transferee Company inter-se shall stand cancelled, without any further act or deed;
- 13.3 The inter-company loans, advances, deposits or other obligations between Transferor Company and Transferee Company, if any, will stand cancelled and there shall be no further obligation in that behalf;
- 13.4 Further, in case of any differences in accounting policy between Transferee Company and Transferor Company, the accounting policy followed by Transferee Company will prevail, and the differences shall be adjusted in Capital Reserves of Transferee Company, to ensure that the financial statements of Transferee Company reflect the financial position on the basis of consistent accounting policy.

14 CANCELLATION OF SHARES

Upon coming into effect of this Scheme, the shares of the Transferor Company held by the Transferee Company on the Effective Date shall be extinguished or shall be deemed to be extinguished and all such shares held by the Transferee Company shall be cancelled and shall be deemed to be cancelled without any further application, act or deed. Further, the investment in the shares of the

YME Sunsferor Company, appearing in the books of accounts of the Transferre

pany without any further act or deed, stand cancelled.

15 SAVING OF CONCLUDED TRANSACTIONS

Subject to the terms of the Scheme, the amalgamation of the Undertaking and continuance of proceedings by or against the Transferee Company, as provided herein, shall not affect any transactions or proceedings already concluded by the Transferor Company before the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by and/or on behalf of the Transferor Company in relation to the Undertaking as acts, deeds and things done and executed by and on behalf of the Transferee Company.

16 CONDUCT OF BUSINESS TILL EFFECTIVE DATE

- 16.1 With effect from the Appointed Date and up to the Effective Date:
 - 16.1.1 For and on account of and in trust for the Transferee Company, the

 Transferor Company shall, in respect of the Undertaking, be deemed to
 have been carrying on and shall carry on their respective business and
 activities and shall hold and deal with their respective properties and
 assets including any transfer, disposal or sale of such
 assets/undertaking or part thereof and properties and in a manner that
 it does not adversely impact the interest of any stakeholder. The
 Transferor Company hereby undertakes to deal with the said
 assets/undertaking or properties including any transfer, disposal or sale,
 as per Applicable Laws until the Effective Date.
 - 16.1.2 On or after the Appointed Date but before the Effective Date, all the profits or income accruing or arising to the Transferor Company, in respect of the Undertaking or expenditure or losses arising to or incurred by the Transferor Company in respect of the Undertaking, shall for all purposes and intents be treated and be deemed to be and accrue as the



- profits or incomes or expenditure or losses (as the case may be) of the Transferee Company.
- 16.1.3 The Transferor Company shall carry on its business and activities with reasonable diligence and prudence and shall not without the prior written consent of the Transferee Company, alienate, transfer, sell, charge, mortgage, Encumber or otherwise deal with or dispose-off, the Undertaking or part thereof, except in the ordinary course of business. The Transferor Company shall not undertake any new businesses within the Undertaking except in the ordinary course of its business.
- 16.1.4The Transferor Company shall not utilize the profits, for the purpose of declaring or paying any dividend in respect of the period falling on and after the Appointed Date.
- 16.1.5 Where any of the liabilities and obligations attributed to the Undertaking, has been discharged by the Transferor Company, on or after the Appointed Date but before the Effective Date, such discharge shall be deemed to have been for and on behalf of the Transferoe Company.
- 16.1.6 All loans raised and liabilities incurred by the Transferor Company, after the Appointed Date but before the Effective Date and subsisting as on the Effective Date, for operations of the Undertaking shall be discharged by the Transferce Company on or after the Effective Date.
- 16.1.7The Transferee Company and/or Transferor Company shall be entitled, pending the sanction of the Scheme, to apply to the concerned Governmental Authorities, if required under Applicable Law or deemed appropriate, for such consents, approvals and sanctions which may be required to carry on the business of the Transferor Company.

16.1.8The Transferor Company shall not vary the terms and conditions of service of the employees or conclude settlements with unions or

employees, except in the ordinary course of business or consistent with past practice or pursuant to any pre-existing obligation without the prior written consent of the Board of Directors of the Transferee Company.





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PART III - GENERAL TERMS AND CONDITIONS

17 COMPLIANCE WITH TAX LAWS AS APPLICABLE TO THE SCHEME

- 17.1 This Scheme is in compliance with the conditions relating to 'amalgamation' as specified under Section 2(1B) of the IT Act. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said Section at a later date including resulting from a retrospective amendment of law or for any other reason whatsoever, till the time the Scheme becomes effective, the provisions of the said Section of the IT Act shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(1B) of the IT Act.
- 17.2 On or after the Effective Date, the Companies shall have the right to revise their respective financial statements and tax returns along with the prescribed forms, filings and annexures under the provisions of IT Act (including for the purpose of re-computing income tax under the normal provisions, minimum alternative tax, and claiming other tax benefits). Wealth Tax Act, 1957, customs duty law, central sales tax, applicable state value added tax, service tax laws, excise duty laws, goods and services tax, VAT law or other tax laws, and to claim refunds and/or credits for taxes paid (including minimum alternate tax, tax deducted at source, goods and service tax etc.), and to claim tax benefits etc. and for matters incidental thereto, if required to give effect to the provisions of the Scheme.
- 17.3 As and from the Effective Date, all tax proceedings shall be continued and enforced by or against the Transferee Company in the same manner and to the tax proceedings are extent as would or might have been continued and enforced by or against the Transferor Company. Further, all tax proceedings shall not in any way be

- prejudicially affected by reason of the amalgamation of the Transferor Company with the Transferee Company or anything contained in the Scheme.
- 17.4 Any tax liabilities under the IT Act, Wealth Tax Act, 1957, Customs Duty Laws, Central Sales Tax, applicable State Value Added Tax, Service Tax Laws, Excise Duty Laws, Goods and Service Tax, VAT Law or other applicable laws/ regulations dealing with taxes, duties, levies allocable or related to the business of the Transferor Company to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date shall be transferred or stand transferred to Transferoe Company. Any surplus in the provision for taxation/ duties/ levies account including advance tax and tax deducted at source and MAT credit as on the date immediately preceding the Appointed Date will also be transferred to the account of the Transferoe Company.
- 17.5 Any refund under the IT Act, Wealth Tax Act, 1957, Customs Duty Laws, Central Sales Tax, applicable State Value Added Tax, Service Tax Laws, Excise Duty Laws, Goods and Service Tax, VAT Law or other applicable laws/ regulations dealing with taxes/ duties/ levies allocable or related to the business of the Transferor Company due to Transferor Company consequent to the assessment made on the Transferor Company and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferoe Company.
- 17.6 Any tax payment (including, without limitation, Income-Tax, Minimum Alternate Tax, taxes withheld/ paid in a foreign country, Dividend Distribution Tax, Securities Transaction Tax, Sales Tax, Excise Duty, Custom Duty, Service Tax, Value Added Tax, Goods and Service Tax etc.) whether by way of deduction bource, Advance Tax or otherwise, howsoever, by the Transferor Company in

agspect of the profits or activities or operation of the business after the

Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company and shall, in all proceedings, be dealt with accordingly. Further, any tax deducted at source by the Transferor Company/ the Transferee Company including on payables to the Transferee Company/ the Transferor Company including on account of investments (if any) held by the Transferee Company in the Transferor Company which has been deemed not to be accrued, shall be deemed to be advance taxes paid by the Transferee Company and shall, in all proceedings, be dealt with accordingly.

- 17.7 Obligation for deduction of tax at source on any payment made by or to be made by the transferor Company under the IT Act, Wealth Tax Act, 1957. Customs Duty Laws, Central Sales Tax, applicable State Value Added Tax, Service Tax Laws, Excise Duty Laws, Goods and Service Tax, VAT Law or other applicable laws/ regulations dealing with taxes/ duties/ levies shall be made or deemed to have been made and duly complied with by the Transferee Company.
- 17.8 All deductions otherwise admissible to the Transferor Company including payment admissible on actual payment or on deduction of appropriate taxes or on payment of tax deducted at source (such as under Sections 40, 40A, 43B etc. of the IT Act; shall be available for deduction to the Transferee Company as it would have been available to the Transferor Company.
- 17.9 The accumulated losses and the allowance for unabsorbed depreciation of the Transferor Company shall be deemed to be the loss and the allowance for unabsorbed depreciation of the Transferee Company in accordance with Section 72A of the IT Act.
- 17.10 Further, the losses and unabsorbed depreciation as per books of account of the Transferor Company as on the date immediately preceding the Appointed Date



of the Transferee Company for the purpose of computation of book profit to calculate the Minimum Alternate Tax payable by the Transferee Company.

17.11 Without prejudice to the generality of the above, accumulated losses and allowance for unabsorbed depreciation as per Section 72A of the IT Act, losses brought forward and unabsorbed depreciation as per books of account, credits fincluding, without limitation Income Tax, Minimum Alternate Tax, tax deducted at source, taxes withheld/ paid in a foreign country, Wealth Tax, Service Tax, Excise Duty, Central Sales Tax, applicable State Value Added Tax, Customs Duty Drawback, Goods and Service Tax etc.) to which the Transferor Company are entitled to in terms of applicable laws, shall be available to and vest in the Transferee Company upon coming into effect of this Scheme.

18 DISSOLUTION OF TRANSFEROR COMPANY

Upon the Scheme becoming effective, the Transferor Company shall stand dissolved without being wound up without any further act or deed.

19 AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE TRANSFEREE COMPANY, VALIDITY OF EXISTING RESOLUTIONS ETC.

- 19.1 The Memorandum of Association of the Transferee Company relating to the Authorised Share Capital shall, without any further act, instrument, or deed, be and stand altered, medified and amended pursuant to Section 13 and other applicable provisions of the Act, as the case may be.
- 19.2 In order to carry on the activities currently being carried on by the Transferor Company in relation to the Undertaking, upon coming into effect of the Scheme, the applicable main objects in the Memorandum of Association of the Transferor Company shall be added to the matters which are necessary for furtherance of the objects of the Memorandum of Association of the Transferee

Company, to the extent such objects are not already covered by those of the

rensferee Company.

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- 19.3 It shall be deemed that the members of the Transferee Company have also resolved and accorded all relevant Consents under Section 13 of the Act. It is clarified that there will be no need to pass a separate Shareholders' resolution as required under Section 13 of the Act for the amendment to the Memorandum of Association of the Transferee Company. Further the Memorandum of Association of the Transferee Company relating to the Object Clause shall, without any further act, instrument, or deed, be and stand altered, modified and amended pursuant to applicable provisions of the Act, as the case may be.
- 19.4 Upon the coming into effect of the Scheme and with effect from the Appointed Date, the resolutions of the Board of Directors of the respective Transferor Company, including resolutions of any committees authorized by and comprising inter alia of members of the Board of Directors of the Transferor Company, as are considered necessary by the Board of Directors of the Transferee Company and which are validly subsisting, shall be considered as resolutions of the Transferee Company.

20 APPLICATION TO NCLT

The Companies, shall, with all reasonable dispatch, simultaneously, make necessary Applications/ Petitions in the jurisdiction of the NCLT, where the registered offices of the Companies are situated at the time of filing, for sanctioning this Scheme and all matters ancillary or incidental thereto under Sections 230 to 232 and other applicable provisions of the Act.

21 MODIFICATIONS OR AMENDMENTS TO THE SCHEME

The Companies by their respective Board of Directors or such other person or persons, as the respective Board of Directors may authorize including any committee or sub-committee thereof, may, collectively, make and/or Consent to any prodifications/ amendments to the Scheme or to any conditions or unitations that NCLETT any other Governmental Authority may does fit to

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appropriate by them. The Companies by their respective Board of Directors or such other person or persons, as the respective Board of Directors may authorize including any committee or sub-committee thereof, shall be authorised to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directive or orders of any other authorities or otherwise howsoever arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith. In case, post approval of the Scheme by NCLT, there is any confusion in interpreting any clause of this Scheme, or otherwise, the Board of Directors of the respective Companies shall jointly have complete power to take the most sensible interpretation so as to render the Scheme operational.

22 WITHDRAWAL OF THE SCHEME

The Companies shall be at liberty to withdraw this Scheme at any time as may be mutually agreed by the Board of Directors of the respective Companies prior to the Effective Date. In such a case, the Companies shall respectively bear their own cost or as may be mutually agreed. It is hereby clarified that notwithstanding anything to the contrary contained in this Scheme, the Companies shall not be entitled to withdraw the Scheme unilaterally without the prior written Consent of the other.

23 SCHEME CONDITIONAL ON APPROVALS / SANCTIONS

23.1 The Scheme is and shall be conditional upon and subject to the following:

23.1.1 The requisite Consents, no-objections and approvals of the Stock Exchanges and SEBI to the Scheme in terms of the SEBI Circular and/or SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, on terms acceptable to the Companies;



- 23.1.2The Scheme being approved by respective requisite majorities in numbers and value of such classes of members and creditors of the Companies as may be directed by NCLT or required under Applicable Law;
- 23.1.3 The Scheme being sanctioned by NCLT under Section 230 to 232 of the Act, on terms as originally approved by or with such modifications as are acceptable to the Companies;
- 23.1.4There having been no interim or final ruling, decree or direction by any Governmental Authority, which has not been stayed by an Appellate Authority, which has the effect of prohibiting or making unlawful, the consummation of the proposed Scheme by any of the Companies; and
- 23.1.5The certified copy of the NCLT Order being filed with the Registrar of Companies by the respective Companies.

24 EFFECT OF NON-RECEIPT OF APPROVALS/ SANCTIONS

The Scheme shall not come into effect unless the conditions mentioned in Clause 23.1 above are satisfied and in such an event, the Scheme shall become null and void. Unless each of the conditions are satisfied, no rights and liabilities whatsoever shall accrue to or be incurred inter so the Companies or their respective shareholders or creditors or employees or any other Person.

25 COSTS, CHARGES AND EXPENSES

All costs, charges and expenses including stamp duty and registration fee of any deed, document, instrument or the NCLT Order including this Scheme or in relation to the Scheme and of carrying out and implementing the terms and provisions of this Scheme and incidental to the completion of arrangement in pursuance of this scheme shall be borne and paid by the Transferee Company.



- 26.1 Upon coming into effect of the Scheme, all and any benefits which the Transferor Company is entitled to shall, without any further act, instrument, or deed, be in full force and effect against or in favour of the Transferee Company and may be enforced by or against the Transferee Company.
- 26.2 The Transferor Company shall provide notification/ procure the requisite approval/ consent to the extent required under the Applicable Law, from any relevant governmental authorities in relation to the Scheme.
- 26.3 If any part and/ or provision of this Scheme hereof is invalid, ruled illegal by any Court or Tribunal of competent jurisdiction or unenforceable under present or future laws or is unworkable, then it is the intention of the parties to the Scheme that such provision shall be severable from the remainder of the Scheme, and the Scheme shall not be affected thereby, unless the deletion of such part and/ or provision shall cause this Scheme to become materially edverse to any party, in which case the parties to the Scheme shall attempt to bring about a modification in the Scheme, as will best preserve for such parties the benefits and obligations of the Scheme, including but not limited to such part and/ or provision.





Certified True Copy
For SALAPOLYMERS LIMITED
Complany Secretary &
Compliance Officer



GOVERNMENT OF INDIA MINISTRY OF CORPORATE AFFAIRS

Central Registration Centre

Certificate of Incorporation

[Pursuant to sub-section (2) of section 7 of the Companies Act, 2013 (18 of 2013) and rule 18 of the Companies (Incorporation) Rules, 2014]

I hereby certify that FIBCORP POLYWEAVE PRIVATE LIMITED is incorporated on this Thirty first day of July Two thousand seventeen under the Companies Act, 2013 (18 of 2013) and that the company is limited by shares.

The Corporate Identity Number of the company is U17309RJ2017PTC058691.

The Permanent Account Number (PAN) of the company is AADCF1666R *

Given under my hand at Manesar this Third day of August Two thousand seventeen .

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Digital Signature Certificate
Mr SITARAM SHARAN GUPTA
Assistant Registrar of Companies
For and on behalf of the Jurisdictional Registrar of Companies

Registrar of Companies

Central Registration Centre

Disclaimer: This certificate only evidences incorporation of the company on the basis of documents and declarations of the applicant(s). This certificate is neither a license nor permission to conduct business or solicit deposits or funds from public. Permission of sector regulator is necessary wherever required. Registration status and other details of the company can be verified on www.mca.gov.in

Mailing Address as per record available in Registrar of Companies office:

FIBCORP POLYWEAVE PRIVATE LIMITED

9-10 B, Saheli Marg, Udaipur, Udaipur, Rajasthan, India, 313001



^{*} as issued by the Income Tax Department

(The Companies Act, 2013)

(Company Limited by Shares)

MEMORANDUM OF ASSOCIATION OF

FIBCORP POLYWEAVE PRIVATE LIMITED

- 1. The name of the Company is "FIBCORP POLYWEAVE PRIVATE LIMITED".
- The Registered office of the Company will be situated in the State of Rajasthan, i.e. within the jurisdiction of the Registrar of companies, Rajasthan at Jaipur.

** 3 (a) The objects to be pursued by the company on its incorporation are: -

- 1.(a) To manufacture, weave, prepare, process, mould, blow, extrude, refine, repair, buy, sale, distribute, resale, export, import, deal and market in all kinds of plastic goods, packaging including plastic films, sheets, tubes, threads, yarns, streeppings, liners, Flexible Intermediate Bulk Containers, woven sacks, of high and low density polythene, polygropylene, bags, belts, containers, packing material of plastics.
- (b) To carry on the business of manufacturers of and dealers in all kinds of equipment, machinery and accessories required to convert plastic material into industrial and commercial products by process method, including dipping, moulding, vacuum moulding, extrusion, calendaring, vulcanising, foaming, coating, film blending and other processes.
- (c) To render consultancy service in the manufacturing and trading of all kinds of plastic products.

3(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:-

- 1. To purchase or import, take on lease or in exchange, hire or otherwise acquire in any manner, any movable or immovable property and any rights or privileges, which the Company may think necessary or convenient for the purpose of its business and in particular any land, buildings, easements, machinery, plant, furniture & fixture and any other consumables including edibles, energy etc. as required for efficient running of the business of the company.
- 2 To enter into any arrangement with any Government or other authority, whether municipal, local or otherwise, or any person, whether natural or judicial, that may seem conducive to the company's objects or any of them and to obtain from any such Government or authority or person, any rights, privileges and concessions which the Company may think fit desirable to obtain; and to carry out, enjoy, exercise and comply with any such arrangements, rights, privileges and concessions.
- 3. To establish or support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences for the benefit of past or present employees or Directors or other persons directly or indirectly connected with the business of the Company, or the dependents of such persons; and to grant pension, allowances or any other assistance, to make payment towards insurance; a proscribe.

or guarantee money for charitable or benevolent objects or useful objects for general public.

- 4. To carry out all the business functions which are necessity for carrying out smooth and efficient operation of the business of the company, including maintaining & operating bank accounts, accepting loans through mortgage, pledge of property, assets etc. or avail the CC facility, engaging experts, consultants, advisors and professionals for various technical, legal issues.
- 5 To sell or dispose off, to improve, manage, develop or exchange the undertaking, property or rights of the company or any part thereof for such consideration as the company may think fit.
- To distribute any of the Company's property among the members in specie in respect of the event of winding-up subject to the provisions of the Companies Act and the other provisions.
- 7. To form, promote, subsidies, organize, join in, assist or aid in forming, promoting, subsidizing, or gaining, or aiding companies having similar objects (whether as a subsidiary or otherwise), or partnerships of all kinds for the purpose of acquiring or taking over all or any of the property rights and liabilities of the Company or for carrying on any business, or for any other purpose which directly or indirectly can be done by the Company and also to acquire, purchase, merge, take over and / or amalgamate the Companies carrying on such business which, under existing circumstances from time to time may conveniently or advantageously be taken up by or combined with the business of the Company.

8: ***

- The Liability of the Members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- * 5. The share capital of the Company is Rs. 72,00,000/- (Rupees Seventy-Two Lakhs only) divided into 72,000 (Seventy-Two Thousand) Equity shares of Rs.100/- (Rupees Hundred only) each.

Note: -

- *increase in authorized share capital from Rs. 50,00,000 (Rupers Fifty Lakes Only) divided into 50,000 (Fifty Thousand) Equity Shares of Rs. 100/- (Rupers Hundred to Rs. 52,00,000 (Rupers Fifty two Lakes Only) divided into 52,000 (Fifty two Thousand) Equity Shares of Rs. 100/- (Rupers Hundred) each through ordinary resolution passed at the extra ordinary general meeting of the company held on 15° February 2020.
- *increase in authorized share capital from Rs. 52,00,000 (Rupees Fifty-two Lakhs Only) divided into 52,000 (Fifty-two Thousand) Equity Shares of Rs. 100/- (Rupees Hundred) each to Rs. 72,00,000 (Rupees Seventy-two Lakhs Only) divided into 72,000 (Seventy Two Thousand) Equity Shares of Rs. 100/- (Rupees Hundred) each through ordinary resolution passed at the extra ordinary general meeting of the company held on October 1, 2020.
- ** Alteration to the Memorandum of Association/MOA') by deleting the existing object clause 3(a) and substituting in its place a new clause 3(a) through special resolution passed at the extra ordinary general meeting of the company held on April 25, 2024.
- *** Alteration of the existing clause 3(b)(8) of the Memorandum of Association by deleting the same through special resolution passed at the extra ordinary general meeting of the company held on April 25, 2024.

6. We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:

Names, addresses, descriptions description and occupations of subscribers	No. of shares taken by each subscriber	Signature of subscriber	Signature, Names, Addresses, Descriptions and Occupations of Witness
Murtaza Ali Moti, 09-10B Scheli Nagar, Udaipur 313001, Director DIN: 07876224	500 Equity Shares	Sd/-	I witness to subscriber(s), who have subscribed and signed in my presence (dated 29/07/2017 at Udaipur); further I have verified their Identity Details (ID) for their identification and
Patima Moti, 09-10B Saheli Nagar, Udaipur, 313001, Director DIN: 07876195	500 Equity shares	Sd/-	satisfied myself of their identification particulars as filled in Sd/- ACA Navratan Kumawat 203, Kothari Impex, 24 Patho Ki Magri, Sevashram Udaipur, Chartered Accountant 313001 Membership number:
Total Shares taken	1000.00 Equity shares		419557

Date: 29th day of July, 2017.



(THE COMPANIES ACT, 2013) (COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION OF FIBCORP POLYWEAVE PRIVATE LIMITED

PRELIMINERY

Subject as hereinafter provided the Regulations contained in Table 'F' in the Schedule I
to the Companies Act, 2013 shall apply to the Company.

INTERPRETATION

(1) In these Regulations:-

(a) "Company" means PRIVATE LIMITED

(b) "Office" means the Registered Office of the Company.

(c) "Act" means the Companies Act, 2013, and any statutorymodification thereof.

(d) "Seal" means the Common Seal of the Company.

- (e) "Directors" means the Directors of the Company and includespersonsoccupying the position of the Directors by whether namescalled.
- (2) Unless the context otherwise requires words or expressions contained in these Articles shall be the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

PRIVATE COMPANY

- The Company is a Private Company within the meaning of Section 2(68) of the Companies Act, 2013 and accordingly-
 - (a) The right to transfer shares in the Company is restricted in the manner and to the extent hereinafter appearing
 - (b) The number of members of the Company (exclusive of persons who are in the employment of the Company, and persons who having been formerly in the employment of the Company, were members of the Company while in the employment and have continued to be members after the employment ceased) shall be limited to two hundred; provided that for the purpose of this definition where two or more persons jointly hold one or more shares in the Company, they shall be treated as a single member, and.
 - (c) No invitation shall be issued to the public or subscribe for any securities of the Company.



SHARE CAPITAL AND VARIATION OF RIGHTS

- 4.
- (a) The Authorized Share Capital of the Company shall be such amounts and be divided into such shares as may, from time to time, be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital in accordance with the Company's regulations and legislative provisions for the time being in force in that behalf with the powers to divide the share capital, whether original increased or decreased into several classes and attach thereto respectively such ordinary, preferential or special rights and conditions in such a manner as may for the time being be provided by the Regulations of the Company and allowed by law.
- (b) The minimum paid up Capital of the Company shall be Rs.1, 00,000/-(Rupees One Lac).
- The business of the Company may be commenced soon after the incorporation of the Company as and when the Directors shall think fit notwithstanding that part of the shares have been allotted.
- The shares shall be under the discretionary control of the Directors who may allot or otherwise dispose of the same.
- The Company in general meeting may decide to issue fully paid up bonus share to the member if so recommended by the Board of Directors.
- The certificate to share registered in the name of two or more people shall be delivered to first named person in the register and this shall be a sufficient delivery to all such holders.
- 9,
- (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided:
 - (a) One certificate for all his shares without payment of any charges; or
 - (b) Several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
- (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid -up thereon.
- (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

10.

- (ii) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
- (iii) The provisions of Articles (9) and (10) shall mutatis minandis apply to debentures of the company.
- 11. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

12

- (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under.
- (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
- (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

- (ii) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutativ mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one third of the issued shares of the class in question.
- 14. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking puripassatherewith.

15. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

EIEN

16. The Company shall have a first and paramount lien upon all the shares(not being a fully paid up share) registered in the name of such member(whether solely or jointly with others) and upon the proceeds of sale thereof for his debts, liabilities and engagements (whether presently payable or not) solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfillment or discharge thereof shall have actually alien or not and such lien shall extend to all dividends, from time to time, declared in respect of shares, subject to section 124 and bonuses declared from time to time in respect of such shares under the Act. The Board of Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this clause.

CALLS ON SHARES AND TRANSFER OF SHARES

- The Directors are empowered to make call on members of any amount payable at a time fixed by them.
- 18. Any member desiring to sell any of his shares must notify the Board of Directors of the number of shares, the fair value and the name of the proposed transferee and the Board must offer to the other share holders the shares offered at the fair value and if the offer is accepted, the shares shall be transferred to the acceptor and if the shares or any of them, are not so accepted within one month from the date of notice to the Board the members proposing transfers shall, at any time within three months afterwards, be at liberty, subject to Articles 19 and 20hereof, to sell and transfer the shares to any persons at the same or at higher price.
 - In case of any dispute, regarding the fair value of the share it shall be decided and fixed by the Company's Auditor whose decision shall be final.
- 19. No transfer of shares shall be made or registered without the previous sanction of the Directors, espect when the transfer is made by any member of the Company to another member or to a member's wife orchid or children or his heirs and the Directors may decline to give such sanction without assigning any reason subject to Section 58 and 59 of the Act.
- The Directors may refuse to register any transfer of shares (1) where the Company has a lien on the shares or (2) where the shares are not fully paid up shares, subject to Section 58 and 59 of the Companies Act, 2013.
- 21. Subject to Section 58 and 59 of the Act, the Directors may in their discretion, without assigning any reason, refuse to register the transferor any shares to any person, whom it shall, in their opinion, be undesirable in the interest of the Company to admit to membership.

- 22. At the death of any members his or her shares are recognized as the property of his or her heirs upon production of reasonable evidence as maybe required by the Board of Directors.
- 23. The instrument of transfer must be accompanied by the certificates of shares.

TRANSMISSION OF SHARES

24

- (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.
- (iii) Nothing in clause (I) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

25.

- (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either:
 - (a) to be registered himself as holder of the share; or
 - (b) To make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

- (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.



27. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends another advantages to which be would been titled if he were the registered holder of the share, except that he shall not, before being registered as member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

FORFEITURE OF SHARES

28. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

The notice aforesaid shall—

- (ii) Name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
- (b) State that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
- 30. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
- A forfeited share may be sold or otherwise disposed of on such terms andin such manner as the Board thinks fit.
 - (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
- A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
 - (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.



33.

- (i) A duly verified declaration in writing that the declared is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share infavor of the person to whom the share is sold or disposed of.
- (iii) The transferee shall thereupon be registered as the holder of the share.
- (iv) The transferee shall not be bound to see to the application of the purchasemoney, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
- 34. The provisions of these regulations as to forfeiture shall apply in thecae of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

ALTERATION OF CAPITAL

- The company may, from time to time, by ordinary resolution increase the share capital
 by such sum, to be divided into shares of such amount, as may be specified in there
 solution.
- 36. Subject to the provisions of section 61, the company may, by ordinary resolution:
 - (a) Consolidate and divide all or any of its share capital into shares offargeramount than its existing shares;
 - (b) Convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - (c) sub-divide its existing shares or any of them into shares of smaller amount than
 is fixed by the memorandum;
 - (d) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
- Where shares are converted into stock:
 - (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- (h) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- (c) Such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.
- The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law:
 - (a) Its share capital;
 - (b) Any capital redemption reserve account; or
 - (c) Any share premium account.

CAPITALISATION OF PROFITS

- (i) The company in general meeting may, upon the recommendation of the Board, Resolve:
 - (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - (b) That such sum is accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same propertions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards:
 - paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (B) Paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions afore said;
 - (C) Partly in the way specified in sub-clause (A) and partly in that specifiedinsub-clause (B);

- (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
- (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

40.

- (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall:
 - (a) make all appropriations and applications of the undivided profits resolvedtubecapitalized thereby, and all allotments and issues of fully paid shares if any; and
 - (b) Generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power:
 - to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as a thinks fit, for the case of shares becoming distributable infractions; and
 - (h) to authorize any person to enter, on behalf of all the members entitled there to, into an agreement with the company providing for the allotment totem respectively credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

BUY-BACK OF SHARES

41. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

GENERAL MEETINGS

42. All general meetings other than annual general meeting shall be called extraordinary general meeting.



- (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

PROCEEDINGS AT GENERAL MEETINGS

44.

- (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (iii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
- The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
- 46. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
- 47. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

- (ii) The Chairperson may, with the consent of any meeting at which quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (a) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
 - (b) Save as aforesaid, and as provided in section 103 of the Act, it shall note necessary to give any notice of an adjournment or of the business tube transacted at an adjourned meeting.



VOTING RIGHTS AND PROXY

- Subject to any rights or restrictions for the time being attached to any class or classes of shares:
 - (a) on a show of hands, every member present in person shall have onevote and
 - (b) On a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
- A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

51.

- (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
- 52. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
- Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.
- No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

- (0) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote neither objected to be give nor tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
- 56. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

- An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
- 58. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given;

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

- 59. The number of Directors shall not be less than two and not more than fifteen.
- The following shall be the First Directors of the Company.
 - (ii) MURTAZA ALI MOTI
 - (iii) FATIMA MOTT
- 61. The Directors may from time to time, appoint one or more of their body to the office of the Managing Director for one or more of the divisions of the business carried on by the Company and to enter into agreement with him in such terms and conditions as they may deem fit.
- 62. Subject to the provisions of section 149, the Board of Directors, at anytime and from time to time, to appoint any person as additional Director in addition to the existing Director so that the total number of Directors shall not at any time exceed the number fixed for Directors in these articles. Any Directors so appointed shall hold office only until the next following Annual General Meeting but shall be eligible thereof for election as Director.
- 63. The Managing Director may be paid such remuneration as may, from time to time, he determined by the Board and such remuneration as may be fixed by way of salary or commission or participation in profits or partly inane way or partly in another subject to the pravisions of the Companies Act, 2013.
- 64. The quorum necessary for the transaction, of the business of the Board meeting subject to Section 174 of the Act, shall be one third of the total strength or at least two whichever is higher. The participation of the directors by video conferencing or by other audio visual means shall also be count for the purpose of quorum.
- 65. Subject to section 175 of the Act, a resolution in writing signed by the Director except a resolution which the Act specifically required it to bypass at a Board meeting shall be effective for all purposes as are solution passed at a meeting of Directors duly called, held and constituted.



PROCEEDINGS OF THE BOARD

- 55.
- (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) A director may, and the manager or secretary on the requisition of director shall, at any time, summon a meeting of the Board.
- 67.
- (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (iii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
- 68. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
- 69.
- (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairpersonsnot present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
- 70.
 - (i) The Board may, subject to the provisions of the Act, delegate any of itspowersto committees consisting of such member or members of its body as it thinks fit.
 - (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
- 71.
- (ii) A committee may elect a Chairperson of its meetings.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

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- (1) A committee may meet and adjourn as it thinks fit.
- (iii) Questions arising at any meeting of a committee shall be determined bay majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
- 7.3. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to bee director.
- 74. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, forth time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at meeting of the Board or committee, duly convened and held.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

- Subject to the provisions of the Act:
 - (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of are solution of the Board;
 - (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
- 76. A provision of the Act or these regulations requiring or authorizing sching to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, Orin place of, chief executive officer, manager, company secretary or chief financial officer.

COMMON SEAL

- (a) The Common Seal of the Company may be made either of metal roof rubber as the directors may decide.
- (b) The Board shall provide for the safe custody of the Company's Common Seal.
- (c) The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Boardauthorized by it in that behalf and except in the presence least one director who shall sigh every instruments to which the seal of the Company if so affixed. The share certificate will, however, be signed and sealed in accordance with Rule prescribed by Central Government in this regard.

BORROWING POWERS

78. Subject to section 73 and 179 of the Companies Act. 2013, and Regulations made there under and Directions issued by the RBI the directors may, from time to time, raise or borrow any sums of money for and on behalf of the Company from the member or other persons, companies or banks or they may themselves advance money to the company on such interest as may be approved by the Directors.

79. The Directors may, from time to time, secure the payment of such money in such manner and upon such terms and conditions in all respects as they deem fit and in particular by the issue of bonds or debentures or by pledge, mortgage, charge or any other security on allot any properties of the Company (both present and future) including its uncalled capital for the time being.

OPERATION OF BANK ACCOUNTS

80. The Directors shall have the power to open bank accounts to sign cheques on behalf of the Company and to operate all banking accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, hardies and bills or may authorize any other person or persons to exercise such powers.

DIVIDENDS AND RESERVE

- The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
- 82. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

83.

- (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable foray purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.
- (iii) The Board may also carry forward any profits which it may consider necessarymotto divide, without setting them aside as a reserve.

84

(i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.



- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (iii) All dividends shall be apportioned and paid proportionately to the amountspaid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from particular date such share shall rank for dividend accordingly.
- 85. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

86.

- (ii) Any dividend, interest or other monies payable in cash in respect of shares maybe paid by cherub or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cherub or warrant shall be made payable to the order of the person to whom it is sent.
- 87. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
- Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
- 89. No dividend shall bear interest against the company.

ACCOUNTS

- (a) The Board shall, from time to time, determine whether and to what extent and at what, times and places and under what conditions or regulation the accounts and books of the Company or any of them shall be open to the inspection of members (not being Director).
- (b) No members (not being Director) shall have any right of inspecting any accounts or books of account of the Company except as conferred by law or authorized by the Board or by the Company in General Meeting.
- 91. The Directors shall in all respect comply with the provisions of Section128,134, 137, 206, 207 and 208, of the Act, and profits and Loss Account, Balance Sheet and Auditors Report and every other r document required by law to annexed or attached as the case may be, to the Balance Sheet, to be sent to every member and debenture holder of the Company and every trustee for the holders of the debentures issued by the Company at least twenty one days before the date of Annual general meeting of the



Company at which they are to be laid, subject to the provisions of section 136 of the Act.

AUDIT

92:

- (a) The first Auditor of the Company shall be appointed by the Board of Directors within one month from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.
- (b) At first annual General Meeting the Company shall appoint an Auditor to hold Office from the conclusion of the Meeting till the conclusion of its sixth Annual General Meeting and thereafter till the conclusion of every six meeting.
- (c) The remuneration of the Auditor shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine. In case of an Auditor appointed by the Board his remuneration shall be fixed by the Board.

WINDING UP

 Winding up when necessary will be done in accordance with the requirements of the Companies Act, 2013 or statutory modification thereto.

SECRECY

94. Subject to the provisions of law of land and the act, every manager, auditor trustee, member of a committee, officer servant, agent accountant or other persons employed in the business of the company shall, if so required by the Board of Directors before entering upon his duties, sign, declaration, pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and testate of account with individuals and in matters relating thereto and shall by such declaration pledge himself, not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the directors or by any court of law and except so far as may be necessary in order to comply with any of the provisions in these presents.

INDEMNITY

95. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted or in which relief is granted to him byte court or the Tribunal.



We the several person whose name and address are subscribed, are desirous of being formed into a company in pursuance of this Articles of association:

into a company in pursuance of this A Signature, Names, Addresses, Descriptions and Occupations of Subscribers	Signature of	
Murtaza Ali Moti, 09-10B Saheli Marg, Udaipur Rajasthan 313001, Professional	Sd/-	Witness to Subscribers who subscribed and signed in my presence on dated 03-08-2014. Place Udaipur, further & have verified their
Fatima Moti,09-10B Saheli Marg, Udaipur Rajasthan 313001, Professional	Sd/-	details (ID) for their identification and satisfied myself of their identification particulars filled in Sd/- Navratan Kumawat S/o Shri Hajari Lal Kumawat 24, Patho Ki Magri, 203, Kothari Impex Sevashram Udaipur (Rajasthan) 313001
Date : 31-07-2017 Place : Udaipur		





CNo. 17-0 6657

FRESH CERTIFICATE OF INCORPORATION CONSEQUENT ON CHANGE OF NAME

IN THE OPPICE OF THE REGISTRAR OF COMPANIES,

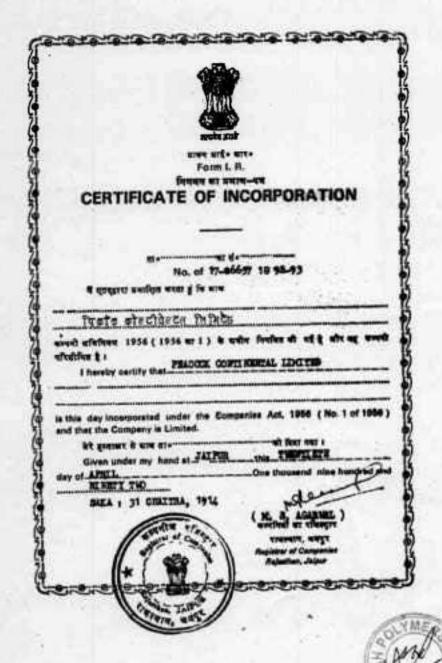
RAJASTHAN, JAIPUR

(Under the Companies Act, 1956 (1 of 1956)

IN THE MATTER OF PEACOCK CONTINENTAL LIGHTED

rment signified in writing having becomes of Company Affairs Office of the POLYMERS LIMITED.
treast of Company Affairs Office of the 4.6
POLYMENS LINITED.
One thousand nine hundry
, Out thousand now compa
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l.
Register of Companies,
Registrer of Computers, Rajustins, Joiper





	- 4	Do. No. 17-066-17
Certificate for	r Commence	ment of Business
Pursuant of secti	on 149 (3) of the	Companies Act, 1956
I handy earthy th	PROCES CO	TERTAL LEGICA
hish was incorporated u	order the Companies	Act, 1968, on the 20th
4	THE RESERVE THE PARTY OF THE PA	and the second s
orm that the conditions	filed a duly vertile of section 148 (1	ed declaration in the prescribe () (a) to (d)/148 (2) (a) to (s titled to someones business.
orm that the conditions of the said Act, have been	filed a duly vertile of section 148 (1	ed declaration in the prescribe () (a) to (d)/148 (2) (a) to (d
orm that the aendizion of the said Ant, have been Given under my l	r filed a duly verific a of sestion 148 (to compiled with, is an hand at	ed declaration in the prescribe () (a) to (d)/148 (2) (a) to (d
orm that the condition of the said Act, have been	r filed a duly verific a of sestion 148 (1 compiled with, is so hand at	ed declaration in the prescribe) (a) to (d)/148 (2) (a) to (d titled to someonee business.
orm that the executions of the said Ant, have been Given under my I	r filed a duly verific a of sestion 148 (1 compiled with, is so hand at	and declaration in the prescribe () (a) to (d)/148 (2) (a) to (d divided to ecompones business. NOVER/1881.
orm that the executions of the said Ant, have been Given under my I	r filed a duly verific a of sestion 148 (1 compiled with, is so hand at	od declaration in the prescribe) (a) to (d)/148 (2) (a) to (d divised to someonee business.

(THE COMPANIES ACT, 1956)

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION OF

SAH POLYMERS LIMITED*

- The name of the company is SAII POLYMERS LIMITED*
- The Registered Office of the Company will be situated in the State of Raiotthan.
- III The objects for which the company is established are:
 - (A) THE OBJECTS TO BE PURSUED BY THE COMPANY OF ITS DECORPORATION ARE →
- 1. To early on the business of manufacturers of and dealers in plante moulded goods of all kinds and for all purposes and in rabber and plante, who soil types and in buttles containers, tubes, thermowers, drams, crates, furniture, tanks, doesn, windows, flaskwares, furnitures wrapping materials, foams rubber and plante product, transmission helia and convoyers, and similar industrial articles, pipes, tubes, hours, rubber containers and rubber load vessels, tanks, equipments, pipes, and similar equipments, electest products, electronic product, sleet products and parts thereof, eather rubber products and parts (candered and dipped good and articles).
- 2. To easy on the husbers of manufacturers of processors, superiors, buyers, softers, succisest, agents, distributors and dealers as all kinds of plante materials of pulypropylene films, bugs, plante butls, rulen fathing materials systems, propylene, veryl chlorode, poly veryl chlorode pulyethylene, polyotifines, veryl acetake and capabitons of one or more of the above and / or other products, acrylics and pulyesters, polyotifiness and polyotiers and opportunities and compositions. P. F. U.F. and other thermosetting resime and moulding compositions whom ribon and similar thermoplastics, moulding compositions architectures and shapes, cellulous planters and other thermosetting and thermoplastic contends and planter products and goods rechaining poly veryl déavade pipes, there, immage, rombat pipes and ancellary products, resuss, high derrors and low density polythene products.
- To render committency service in the manufacture of all kinds of ridder, plantics and moulded goods.







(B) MATTERS WHICH ARE NECESSARY FOR PURTIFICANCE. OF THE OBJECTS. SPECIFIED IN CLASSES (A)****

1 To manufacture, purchase or contract for immediate or future delivery, sell, export, import and deal in all materials, stores, substances and other articles and things capable of being uses in the attainment of the objects of the company.

Maximals, somes and sobstances

 To purchase, take on lense or exchange, hire or otherwise soquire, repairs, maintain, after replace, remove, enlarge all kinds of plant, machinesias, tools, equipments or appliances and other articles as may be necessary or required for the mill, factory, workshop and office of the company. Plant and machineries

3. To purchase, take on lease or exchange, here or otherwise acquire any land, properties, whether moreable or immovable to improve, manage, developer name to account the same by constructing buildings, reservoirs, lindges, sidings, ware bounes, mode, factories, mill shops and creeting plant and machinery or otherwise as may be deemed necessary for the attainment of the main objects of the company.

Boilding and office structure

4 To Purchase or take on house or otherwise acquire the humana, goodwill, property, nights and habilities of any person, from or company carrying on or programing to carry on any humans which the company it authorized to carry on or personned of any properties and rights suitable for any of the purpose of the company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company.

Purchase lease of sequen

5. To apply for purchase or otherwise acquire and princet and renew any potents, patent-eights, inventions, trademarks, designs, licenser concessions and like, conforming any exclusive or non-exclusive or familied eights to that use or any severe or other information as to any invention which may seem capable of being used for any of the purposes of the company and use, essencise, develop, grant, fremore in respect thereof or otherwise turn to account the preperty rights or informations so acquired and to expand money in experimenting agon, testing or improving any such patents inventions or rights.

Patent

n. To produce manufacture, use or otherwise acquire, sell, distribute, deal or and dispose of all articles, substances, products appliances, apparent and things of every clear or description capable of being used in the attainment of the objects and to do all such other things as are incidental or conductive to the attainment thereof.

General

7. To carry on or assist or participant in any other trade or business whether financial, commercial, mercantile, manufacturing or otherwise which may seem capable of being conveniently carried on in connection with any of the above specified businesses or calculated directly profinable to the company's business or to enhance the value of any of the company's property or rights.

Participating another business

To establish and maintain any agencies in any part of the world for the conduct
of the business of the company or for the purchase or sole of any materials or
things for the time being at the disposal of the company.

Agrinoy



W. To adopt such means of making known the products of the Company at may seem expedient and in particular by advertising in the press. by excellers, by purchase and exhibition of works of art or interests, by publication of books and periodicals and by granting prizes, rewards and donations subject to the previous of law.

Publicity

To coree into any savangaments and to take all successry or proper steps with government or with other authorities, sugreme, national, local, municipal or otherwise of any place at which the Company may have interests and to carry on any acquitations or operations list the purpose of directly or indepently carrying out the objects of the Company or effecting any modifications in the constitution of the Company or furthering the interests of its member and to oppose any such steps taken by the other company, firm or persons which may be considered likely directly or indirectly to prejudice the interest of the company or its members and to promote or assist the promotion, whether depetly or indirectly, of any legislation which may appear to in the interests of thecompany and lawfielly to oppose and resist, whether directly or indirectly, of any legislation which may appear to in the interest of the company and lawfully to oppose and regist, whether directly or indirectly of any legislation which may seem disadvantageous to the Company and to obtain from any such government, authority or any Company and changes, contracts, decrees, rights, grants, leans, provileges or concessions which the company may think it desirable to obtain and curry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.

Dualing with government and other authoration and to protect the observed of company

11. To pay any rights or property acquired by the company and to reminerate any person, firm or body corporate rendering services to the company either by cash payment or by allottness to him or them of shares or securities of the company is paid up in full or in part or otherwise.

Payment for property and service

 Subject to the provisions of the Companies Act 2013, to invest any moneys of the Company in such investments (other than shares or stock in the Company) in may be thought proper and to hold, sell or otherwise deal with such investments. for extract

13. Subject to the processors of Section 73 of the Companies Act, 2013 and the rules framed there under not the directions issued by the Reserve Bank of India from tions to time to receive manner on deposit or loan and horson or time thosely in such manner as the company shall think fit and or particular by the more of determines or determines for determines or determines for determines of any money so bettowed, raised by mangage, charge or lion upon all or any of the property or assets of the company cloth present and flattice, including its invalled capital and also by a similar mortgage charges or lose to secure and guarantee the performance by the Company or any other person or persons or Company of the obligation undertaken by the Company or any other person or company or any other person or company.

Boerowing.

14. To pay for preformacy and Preincorporation expenses of the Company.

Preliminary expenses

 To drew, make, accept, endorse, discount, execute, buy, sell, collect, issue, negotiate, accept and otherwise deal in cheques, drafts, bills of exchange.

Negotiable instruments



promissory autes, hundrer, debentures, bonds, bills of lading, retweys recepts, warrants, coupous and all other negotiable instruments or transfer instruments or according.

16. Subject to the provisions of the Companies Act, 2013 to antiligamente or townter into pactoreship or into any arrangement for altaring profile union of interests, co-operation jour-venture or recuprocal concession with any person or persons or Company or Companies or bodies corporate carrying on or organized at or being authorized to carrying or organized or, any business or transaction which the Company is authorised to carry on or engage in or which can be carried on an conjunction therewith or which is capable of being conducted so at directly or indirectly to benefit of the Company.

Anaiguration and purioership

17. To form, incorporate or promote any Company or Contiguous, whether In India or elsewhere having amongst us or their objects the acquirition of all or any of the assets or development of the company or any other objects or objects which in the opinion of the company could or might directly or indirectly assess the company in the development of its properties or otherwise prove advantageous to the company and to pay all or any of the costs and expenses incurred in connection with such promotion or incorporation and to remunerate any person or company in any manner as a shall think fit for services rendered or to be rendered in obtaining subscription of or placing of any shares in the capital of such company or bonds, debermines, obligations, or accurates of such company.

Promittion

18. Subject to the provision of the Companies Act, 2013 to lead, advance money or otherwise provide financial assistance, either with or welcom security to such person (including povernment) having dealing with the Company engage or any such humans, as may be considered likely directly or indirectly to further the main objects of the Company or interests of its shareholders on such terms and conditions as may be deemed in the interest of the Company.

l'innocut assistance

19. To provide guarantee and independing for the performance of any contract or obligations of any Congoury, corporation, firm or person in any case, in which such guarantee may be considered likely directly or indirectly to further the main objects of the Company or the interest of the shareholders.

Guarantee:

 To open an account or accounts with any bank or banks and to operate the same.

Honk account

21. To distribute amongst the momber in species or kind any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of its winding up but so that so no distribution amounting to a reduction of capital be made except with the sarction for the time being required by law.

Distribution in species

 To undertake or promote scientific research related to any business or class of business in which the Company is interested.

Scientific research

23. To acquire or set up residential accommodation and so affired facilities and conveniences for washing, halling, cooking reading, writing and run schools, coffege, training and professional methodoms, music and dance centres for the welface of the employees of the company.

Wetter of supposes



24. To become members of the bodies of persons and associations, including societies, clubs and Companies limited by guarantee whether formed for profit or non-profil making or other activities.

21. To sell, dispose of the undertaking of the Company or any part thereof for such consideration in the Company may think fit and in particular for shares, debomares or securities of any other Company having objects altogether of in part similar to the objects of the Company.

To establish and maintain, procure the establishment and maintenance of any 36 contributory or non-contributory pension or superannution, provident, family possion or gratury funds for the benefit of and give or procure the giving of the donations gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is affect to or associated with Company or with any such aubsidiary Company or who are or were at any time. Directors of officers of the Company or any such other Company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidies and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well being of the Company or of any such other Company as aforesaid and make payments to or towards the insurance of any such persons as aforesaid and to any of the matters aforesaid, either alone or in conjunction with any such Company as aforesaid.

27. To procure the company to be regimered or recognised, in or under the taws of any place outside leafns and to do all acts recessary for carrying on in any foreign country the business or profession of the company.

- 28. To create any depreciation fund, reserve fund, insurance fund, sinking fund or any other special fund whether for depreciation of repairs, replacement, improvement, extension or maintenance of any of the properties of the Company by way of investingent allowance reserve or for redemption of debentures or redeemable preference shares or for any other purpose conductive to the intensits of the Company.
- 29 To subscribe, committee, gift of donate any money, sights or mosts for any national, educational religious, charmible, scientific, public, general or useful object or to make gift or donations of money or other assers to any institutions, chain, societies, associations, trusts, scientific research associations, flands, universities, colleges or any individual or bedies of individuals or bridges corporate but no such donation shall be made to any potitical in law.
- To aid, pecaniarily or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the purnotion of industry or trade.

Become member

Disposal of undertaking of property

Institution for funds

To carry housess on foreign country

Creation of flush-

Gifts and

Aid to labour and other Industrial association



31 To carry on any other business which may seem to the Company aspable of being conversiontly carried on in connection with the aforementioned business or any of them or calculated directly or indirectly to benefit the company.

Other business

32 To carry on the business of agents, brokers, setters, buyers, exporters, importure, marchants, tradesman, stockints, manufacturer's representatives, distributors of all kinds of goods and merchandise.

Agents

33. To carry on all or any the humerous of producing, distribution and exhibiting films and mutass pictures, including the construction, running and owning of theaters, cinemax, studios and conducting cinematographic shows and photographic equipments and materials.

Filen

34. To carry on the butiness of husbandey, gardening, marsery, week, dairy farming, sheep farming, poulty farming, bee keeping and bearing in plants and live mock of all kinds of producing, supplying and dealing in annual products such as milk, butter and ghors one.

Farming and hortsculture

35 To entry on all or any of the businesses of undertaking or arranging for the writing and publication of books, magazines, journals or pumphlets on subjects relating to trade, commerce, industry, agriculture medicine, banking, insurance, anyestment, tecesion, finance, economic law and other subjects. Publishers

36. To carry on the business of undertaking and setting up projects on turn key basis.

Project

57. To manufacture: produce, refine, prepare, purchase, store, sell and to trade and deal in petraloum and all kinds of mineral sile and all products and by-products thereof including way, proffin, soop, lubricants, illuminants and butter substitute sol cloth, candles, glycerine and stearine.

Oils

38. To enery on development and research work and to manufacture entent, referse, process, import, export, buy, self and deal in petroleum color, calcined color and cost for, amoracine coul and to show our, manufacture and deal in coul ize, cartion products and other by-products as may be possible and also waste genera for industrial uses and purposes.

Calcined

39 To engineers, develop, design, assemble, manufacture, product, import, export, buy, just, operate, run, les on bire and odurence draft in all kinds of earth moving and agricultural machinery petrol and diesel engines, tooks, plants, tractors, equipments, apares appliances, implements and accessories, imbile or influence, beavy valueles and machine for Agricultural and land reclamation, drainage arrigation, waterworks engineering, forest clearing, pumping and other purposes apraying machines, vehicles and equipments, whether middle or otherwise, middle workshop and gazage equipments for repair and service station, tubewells, pumps, floating or otherwise, motor and originion machinery and transportation equipments for movement of its graducts or steers, machine or personals.

Agriculture machinery



40. To organise, run maintain, operate, promote the business of interior decoration, status makes, furniture and carpet designers and manufacturers bounques operators of fashion occurres, furnism above, and to make, acquire deal in any way in handscrafts, objects of art, precious stones, jewellery, whether artifical or otherwise and articles wherein precious metals or precious stones may be used, in textile fabrics and to manufacture and deal in any products as are dealt in by boutques, finhous shows and interior decorators.

laterior decorators status makers

41. To erect, build, maintain and lot out on here or rest warehouses, and cold Storage rooms and to provide for refrigeration and to carry on and undertake storage, packing, removal, carrying, delivery, purchase, sale and exchange of fruits and vegetables and all kinds of goods and to carry on the business of the cold storage company in all its branches.

Cold storage

42. To carry on all or any of the humanosos of manufacturers of and dealers in wood products, including plywood, matches, furniture, boses, windows, doors, bods and other articles and products in which timber or wood is submantially used and to acts as timber merchants and saw mill proprieture.

Weed products

 To carry on the business of preservation, carming, butting, deep freezing and detychration of all kinds of frum and their junces, vegetables and their junces and all kinds of agricultural produce. Agriculture

44. To carry on all or any of the businesses as manufacturers, desires, burers, repairs and warehouses of motor wagons, moure losses, mater cars, motor cabs, motor itactors, motor intend combatton angines, steam engines, refrigerators and all kind of machinesies accorders, cycles, buycles, tricycles, carragges, vehicles and conveyances of all kinds whether propelled or assisted by means of petiot, diesel, oil, spirit, steam, gas, electricity, atomic or office powers.

Automobiles

45 To carry on all or any of the business of constructional engineers, architects, builders, constructors, decorators, electricisms, wood workers and to acquire, develop, buy self-real estate, multistoriod or other buildings.

Architects

46. To carry on the business and to make boars, give guarantee and provide securities to any other company or business whether promoted and or by this company not provided that the company shall not carry on Backing regulations Act, 1948. lavestment

 To carry on the business as manufactures of organic, inorganic observeds, fertilizers and manusc, distillers, dve makers and gas makers. Chemical and fertilizers

 To manufacture, repair, remodel, maintain, import export and deal in Printing machineries and type, automatic or manual operated offset printing machine, photographic machines, their parts and appliances.

Primers

49 To carry on the business of manufacturers, importers, exporters, studers, agents, factors, assemblers, builders, birers, repairers, convertors, engineers and dealers in and marketing and distribution of computers, mint computers, extenditors, machines, instruments, computers programmes and products related to computers including peripherals, devices, software and hardware and provide date preparation and processing services and other computer related services.

Computer and data processing



30 To carry on the business of engineers, contractors, suppliers, manufacturers of desiens in, hirers and expanses of electrical machinipment and appliances of all kinds and descriptions including motor butieries, dynamic, both, amusures, magnetic conductors, itsulators, transformers, converters, switch bugit deconditioners, refrigerators, including business machines, radius, television sets, raperecorders, gramaphoceurecords, tapes and telecommunication equipments and telephone equipment and their components and accessories, including transmits, resistors, condensers and code.

Electrical equipments and engineers.

51. To carry on all or any of the businesses of makers of and dealers in scientific and instruments of all kinds for indication, recording, controlling, measuring and timing, machine tools, precision tools, surgical instruments and applicators and artificial limbs deutid optical equipment and goods, anatomical, orthopaedic and surgical applicances.

Scientific and industrial equipment

52. To carry in all or any of the husiness of generating and distributing gas and heat.

Energy

53. To carry on the business of manufacturing, processing spinning, doubting combing, twisting, wearing, ginning, builing knitting, winning, dreing, bleaching, finishing, calendering, string, printing, mercurraing, chemical processing of cotton, wood, silk, art silk, rayon, servine, flex, tamp, polyster, synthetics lineagure, nylon, and other fibrous materials your, fabrics, carpets, and nil other textile years and fibrous subtances.

Textile

54 To carry on all or any of the humerucs of carriers of passenger and goods and merchandise by wir, sea or surface transport and to manuam airways, chapping line, roadways and other transport services and to not as cleaning agents. forwarding agents, travel, agents, charters, tour agents and freight contractors. Carners

55. To manufacture, prepare, import, export, buy sell and otherwise deal in all kinds of glass glassware, glass goods, mirrors, locking glass, scientific glasswares, sheet and plate glass, bangles, false pearls, bottler and all kinds of articles prepared of glass and to carry on the business of glass patent solvers, glass embassers, lead workers, tablet, show card and show care manufacturers.

Glass

 To manufacture, process, treat, refine, store, buy, self, export, import distribute and otherwise deal in all kind and classes of papers, boards, furnishes and picking of all kinds.

Paper.

57. To early on the business of providing interest services and other wireless network services, software systems. E-commerce, M-Commerce, any other commerce in any other form or forms, data bank, data processing communication, information systems and to design and develop computer, business application software system software, tectunical and non-technical software for various applications for business and non-business, design software consisting of schematic capture, out list translations, somulation hardware description languages such as HIIX. design kits placement and routing, lest vactor translation and tool integration, designing and developing business applications, software involving local area networks, multipolitic system, object oriented data base management system and interactive multipolitic system, preparing adversacement and publishing.

Internet



the information, advertisement in intersect conducting exhibition of intersect incorporating data on CDROM and to act as minimal service provider (ISP), advertising publicity and propaganda agents to magnificances, maders, destres, imposters and exposters and promote the sale of their products and service in india and abroad through various metala such as intersect, news papers, persodicals, immunacionalization man publicity display unit, exhibition on line, gathering, arranging conference, seminars, symposiums, lectures, trainings, mass meetings, appoint distributions, sub destributions, selling agents and all took other activation for promoting the sales of various products through above means and to provide online services like Amrica on Line and / or compositive and develop software for local and international market.**

58. A. To plan, establish, develop, provide, operate and maintain all types of sulcommunications, net - works and sorvice including local and long flutance national and international, voice, data, messaging, information and multi-media network and services. **

B. To plan, establish, develop, provide, operate and maintain all types of value added telecom networks and services, both fixed and mobile, metading fi-mail, 910, Internet Access, Paging, Lessard lines, cellular mobile social and data networks and services. **

- C. To procure distribute, market, intergrate, sell and resell, various types of telesium, information technology and data equipments and products including switching and Transmission equipment, Access, terminal equipment such as Wireless Local Loop systems, optical Fiber cable, systems, MUX, Mindons, 25(2)N equipment and multi-media solutions. **
- D. To assentile, integrate, manufacture various types of telecommunication and information technology equipments and products either on its own or in collaboration with other parties and companies. **
- E. Tu provide consultancy services to other parties, companies and organizations for planning, establishment, development, operation and maintenance of bosic and value added telecom services such as POVS, cellular telephone, paging services, E-mail, americal services, data transmission. ***
- F. To collect and settle revenue, tertial, leaved charges and other charges payable to the company by persons, companies, agencies and administrations for the services provided and union the same for furtherance of the activities of the company. **
- G. To error mor agreement with the government, PSUs and licensees of basic, cellular and value added telecom services or information services, data basic and networks for operation and maintenance of the services or networks as per mutually agreed terms and conditions. **
- 79. To carry on the business of generature, transmission and distribution of electric power and an particular to construct, lay down, establish, operate, fix and carry out thermal, hydranise and macket power plants and stations, gas turbines and turbines of all types, tables, optic fiber, wires, lower accumulator, lamps and works and to generate, acquire by purchase in bulk, accumulate, distribute and supply electricity.

Telecommiunications

Electric Power



To carry on the buciness of manufacturers of and dealers in apparatus, plants, machinery and equipments of all kinds required for or aspatile of being used in connection with the generation, distribution, supply, accumulation and employment of electricity.

To ecapine concessions or license for the construction and maintenance of electric installations for the production, transmission or use electric power. **

(6) To corry on business as breeders of and deaters as fivestock (including or that term horses, assess, donkeys, mates, pags, earth streep, goals and other animals) entite sheep, farmers, practicy farmers, graziers, livestock agents, eggs, ment and produce sates man, importers and exporters of livestock and to carry on the traders or business of fell managering, tanning and dealers in todes, fir, tollow, grease, offat and solve animal products. ***

To acquire, collect and gather by fishing or purchase, all varieties of sea foods like prowns, shrimps, tobaces, possibits, shark, sets and other sea products and to process them by using operations such as refrigerating freezing, fiftening, skinning, ment, picking, drying, boiling, exa and also pack and propare the more for sale and lettorey in export and / or internal staticts and to carry on the business of fishing, mentaling deep was back-winer fishing and to set as dealers, exporters and agrees in all kinds of fish and sea foods and to purchase or otherwise establish, book, own, operate, sequences and manage processing between, orld morage, rebignously, are making plants and also warehouses, sheds and buildings for the purposes of processing, pucking processing and canning all varieties of fish, fish products, on foods farm products and

other adible products metading hypershads manufactured and / or dealt in by the company and to deal in all kinds of machinery, appliances and materials for achieving the said object. **

To carry on the hoseness of commutation of made, bridges, tunnels, docks wharves, shippards, power placts, such works, hospitals, furthern, market places, railways, achoels, gordern, tunneries, residential complex, furthern, mills, theatess, recreational facilities, industrial and non-industrial structures, writings up of various infrastructural facilities for village town/only development and to carry on the humans of hubbert and developers commutates, projects consultant, architects dealers in and munifications of prefuterizated and pro-cast houses hutthings and erections and mutaterals, tools, implements, machinery and metal-wire in connection therewith and to provide sectional services, know-how collaboration and impervision for designing, fundament planning, cost extensions, project control, processments of personnel, materials and other resources for the execution of projects. **

63. To establish, own takeover, message, and operate mersing homes-care-honel nursing-home-care guest, banch, models, mm, goest losser, holiday homes, dispensaries and medical centres in India and elsewhere. ***

To invest in and acquire, hold or otherwise deal in any shares, stocks, determines, detection stock, warrants, any other financial matriments, bonds obligations and securities issued or guaranteed by any company constituted or earlying on the

Livestock

Sea Toods

Contraction

Nursing home

Investments



business as India or elsewhere or Government, State Government, semi Government Authorities, breat authorities, public Sector Undertakings, Financial Institutions, Public Body, nery other persons or otherwise and to carry on and undertake the business of finance marketing learns or all kinds practicating, setting, being or letting / bearing of hire all kinds of plant and machinery and equipment and is assist in financing of all and every kind and description of hire porchase of deferred payment or similar transactions and to substitute financine or assist in substituting or financing the sale and maintenance of any goods articles or commodition of all and every kind and description upon any terms whatsoever and to purchase or ultrawise deal in all forms of manufactures, equipments, steps arrenfs, intennobies, computers and all communications, equipments, steps arrenfs, intennobies, computers and all communication medical and industrial terms and to have or otherwise deal with their including result thereof, requireless of whether the property purchased and incovarial most and/or used and from any part of the world."

65 To acquire, utiline, grow, plant, cuttivate, produce and to exploit any estates or lands for Fhoricalitizal, agricultural, plantation, sericultural and faming purposes and agricultural projects and to carry in business as producers, plantars, processors, growers, cultivators, tradex, boyers and selfers importers, agents, consultants, dealers, stock-keepers and distribution and exporters for any codinary or spectational floricultural, agricultural, horticultural, sericultural and agro-industrial products and commodities, including flowers, fruits, vegetable, food grains, pulses, week, cash crops cereal products and flora.**

Floricultural Agricultural etc

66. To carry on the business of timber and lumber yard and now mills proprietors and to buy, self, prepare for the market, import, export and deal in timber and wood of all kinds and to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used, to carry on the business of logging and lumbering purchasing, acquiring and leaving timber berths, and so for as may be deemed expedient the business or general merchants or any other business which may seem to the company capable of being conveniently carried or in connection with any of the above or calculated discovery or indirectly to render profitable or to enhance the value of the company's property of right or the time being.

Timber

67 To own, purchase, charter, here or otherwise sequent, self, exchange, but or otherwise deal with, operate, trade in or with steam and other ships, bustuand vessels, amorals and other transports and convey of every description propelled or worked or capable of being proceeded or worked, by steam-electricity, petrol, off, gar, or any other motive power or producing substancewith all equipment and furnisme build steam and other ships and vessels and to employ the same in the usersage or conveyance by land, sea or as at otherwise and or employ the same in the usersage or conveyance by land, sea or as at otherwise and recepts, munitions of war, live-stock, corn and other produce and or transme and merchandise and food, articles and goods things of all kinds, between such ports and places in any parts of the world, as some expedient, and to establish, munitain and work lines of steam andother ships, as services and lines of aerial communication and other transports and conveyances between any ports, committee any postal and other subsidies.**

Ships



68. To carry on the business of shipbudders and repairs and retailers of ships, vessels, tugs, harges, lighters and aircrafts and other transports and conveyance and immufacturers, operators and/or repairers of engine, boders, tackles machinery and any parts required for ships, vessels, succept or other modes of conveyance like motor cars, radiways ofe and any apparatus for use in connection therewith and generally to carry on the business of circl and machinisal engineers, also to sequere, provide an maintain bangars, garages, sheds, aerodromes and accommodation for or in relation to acred convenience. ***

Shipbuildes

69. To carry on the humans as wholesalers, unsignment agents, indenting agents, sub-agents, manufacturers, representatives, imposters, exporter traders, distributes, brokers, etockists, dealers, suppliers and commission agents of products and commission agents of products and commissions at suppliers in any firm or shapes manufactured, some manufactured or raw materials at supplied by any company, firm association of persons, bods whether incorporate or not individuals, government, semi-government, or any local authority and ottobish, providue, take on leave or otherwise acquire and run shop, three-rooms, distributing contres, maths often or depots at any place as India and absord. **

Whilesalers, Consignment LAgests etc.

70. To carry on and undertake the business of learing and her purchase finance company and to finance leave operations such as hursig, letting on how equipments, plant and machinery and to assent finance of how purchase or deferred payments or to subsidies finance or somet in subsiding or financing the tale and maintenance of people or commodities upon terms and conditions and to undertake leaving forces for amountained and movable properties including lands and buildings, plant and machinery, equipments and vehicles such as automobiles, thep, are rafts, computer, commercial and undestrain equipments and to lance and deal with their including tale and revale thereof.**

Leasing and hire Purchase

71. To carry on the business of financing industrial enterprises, trade and business, to advance, deposit or land money, and properties to or with any company, body energeste, firm, person or association on such terms as may be seen expedient, to decount, buy, self and deaf in bills, itaigs, warrants, coopious, import information and other negotiable or transferable securities or documents in guarantee or feature liable for the population of money or few the performance of obligations and generally to transact guarantees and / or Trust business. Provided the company shall not carry on Banking business as defined by the Banking Regulations Act, 1949 and subject to the previousness of the Companies Act and directives of reserve Bank of India.**

Financing

72. To carry on humans as manufacturers, dealers, stockists emporters, dellers, buyers, exporters of petrochemicals and m-by-products and corresponding products."*

Petrochemicals

73. To every on business or dairy farming, dairy products and affind products. **

Dairy

74. To enery on husiness as manufacturers, dealers, stockists, importers and exporters of buckets, both, tubs, tanks, mark, metal farmiture, safes, charmonys, paper. ** Metal Farmiture

 To carry on the husiness of manufacturers of or dealers of ferrous or non Ferrous metals, including iron and steel, aluminium, brass, fin, nickel, special steel and their products. ** Sees

76. For carry on business as goldentifts, silversmiths, jewisters, gem merchants, watch and shock repairers, electrophisms, durating bug makers, importers and exporters of bullion, and buy, sell and deal (Wholesale and retail) in haltion. Precious stone, lewistery watches, clocks, gold and silver plants, cago, shortdy, electrophisted, electrophisted, electrophisted, explicitly, dressing bugs, bronzes, articles of virtue, objects of art and such other articles and goods as the company may consider capable of being conveniently delt.

Jewellery



in relations to its business and to manufacture and enablish factories for manufacturing goods for the above business. **

 To acquire, establish, run and conduct the business of those mill, bakery/textile process bosse, rolling will, sil mill, dal mill, rice mill, printing mills. ** Flour mills

Films

- 78. (a) To carry on business of manufacturers, importure, exporture and distribution of cinematographic and advertising films, shorts, slides, documentaries movies and pursues of all kinds. **
 - (b) To prepare, manufacture, process, photograph, buy self, distribute, represent, deal with dispose of, exchange, release and distribute, all kinds of pictures, photographs, cinematographs; films, audio and video tapes, and video cassettes. **
 - (c) To act as representatives, distributors and exhibitors of various TV net works, such as Doordanhan and film companies, distributors, and exhibitors. **
 - (d) To buy, sell, him or otherwise deal in studio, cameras, lighting, sound and caloing equipments. **
 - (c) To produce and distribute documentaries advertising and cinervides films for any product or service to purchase such films and/or acquire their exhibition and distribution rights or self-them outright or to give their distribution and exhibition rights exclusively or on any other such terms and conditions; as the Company may deem fit and to self-tuch films on here purchase in instalment beam orion any other such terms to set as advertising agents and to purchase and self-advertising time or space on any Radio Station or TV Centre in India or abroad or any other such kind of media of all types. ***
 - (f) To carry on business in specialists in and contractor for outdoor advertising activities such as carpeting work, preparation of visualisation, art work, passing and maintenance of signs, hourding highway bulletins, bus paricle, neon signs, transportation advertising, indoor projected merchandising and outdoor merchandising.
 - (g) To carry on the business of developing telecom software products and Services and becoming a service provider of interset, belocommunication, endors belovisors or any other distribution or broadcasting acrossty as may be permitted by the Government. **
 - (b) To set up a rudio channel or television channel in India or abroad **
 - (i) To carry on humans of developing and providing service in the field of electronic continerse-web based or neitzed technology and applications, deal in all kinds of Internet / Letternet / Letternet humans businesses using e-commerce applications in India and any other country undertake computer related jobs, as alta collection, survey, data processing, data entry computer saided dealfring and designing computer sided deals sop publishing, multimedia applications (audio, video) communication activities such as Lan, Wan Internet and its application e-commerce using various software developed by self or procured from the market, if required. ***
 - (j) To carry on the business of marketing and sales representatives in the electronic media and consultancy of Electronic Commente and other products and services including beternet, o-mail, Enhanced Fox Service Flectronic Data Interchange. Webputtishing, Web-Portal hosting. Web solutions. **
 - (k) To develop-bodd store, bost and promote portals. Weh sites and other interactive multimedia products including internet, Radio and such casting, a continuence applications and services, whether digital or otherwise and market or distribute them on the internet or other distribution platforms. **



(1) To develop or sugare and own implication property guidently and in particular to act as copyright owners, Internet site or portal owners. Vidio right owners, natio right owners, cable right owners, daibbring rights owners and other studio owners of all kinds of data educational radio programs, reference programs, videos, advertising, filters and documentary or all formats and languages provailing in the world.**

To carry on the business to acquire by purchase, lease, exchange, hire or otherwise develop or operate land, building and hereditament of any terrors or description including agricement land, mines, quarties, ies or carifee gardens, forces, gardens, octhands, groves, plantations and any entate or inverse theretas and any tight over or connected with land and buildings sounded any develop or to turn the same or occurring as may seem expendent and in particular preparing building sites and by constructing reconstructing, aftering, improving, decorating, furnishing and maintaining books sooms, flats, multiplex, executameness contins, toulis pieze contiplexes, shopping maths, houses, restaurants, markets, shops, workshops, mills, factories, warefesties, cold storages, whatever, go-downs, offices, bookets, gardens, swimming pools, play ground, building and other properties whether belonging to the Company or not and to colder terms, and income, and to supply terrants, and occupies and other refusionsing attendance, light waiting rooms, reading rooms, meeting ments, electric consequences and other advantages.

To carry on real extete business and construction business acquire by purchase, leane, exchange, invest, deal hire or otherwise set as brokers and agents, denting or operate land, buildings and other hereditaments, of any tenute or description and any estate or interest therein, any right over to or connected by land, buildings to situated and develop or to not the same to account as may be seen, expedient and as particular by preparing building sites and purchase and sale of funds and / in buildings and owning. buying selling, howey, lesting, sub-lesting, maintaining, affering, transferring allottness, administering, diving, sub-dividing, holding and by construction, reconstructing, altering, improving decorating, furnishing, and maintaining beselv moons, mos. flats, houses, apartments, restournits, cinema houses, markets, shops, workshops, mills, factories, warehouses, cold storages, wharves, go downs, offices, safe deposits wardte. hostels, garden, swimming pools, playground, building, autovable property of any kied works, conveniences of all kinds any by leaving, hiring, letting or dispersing of the same and to acts as brokers and commission agents, in real estate husiness and to act as a peneral contractors, sub-cointractors and to do any construction, manufacturing, building, road making, engineering and all other kinds and description whitnesser for any person, firm ACP, society, company, public body, government, army wavy, radways etc. by the Company melf or in partnership will such company or individuals. or persons as may be thought fit by the directors. **

To carry on the business of construction, development, creation, expansion, modernization, management and maintaneous of infantificatine projects and tradihighways, bridges, flyovers, airports, ports, radingly-anvironmental engineering management of sanitation, water, waterways, ten-enges disposal, industrial estates, townships, industrial parks, food purks, to-technical paths or any other bacility of similar nature and to acquire, purchase, exchange hire by, sell, construct, build develop, promote, excuste, undertake, maintain, manage, run, model, remodel, creek, demolosh furnish, improve, enlarge, pulling down, decorate, architect or otherwise deal so lands, buildings, properties, commercial and industrial, complexes, residential complexes, office building because, flux, apartments, biogenits, shopping mall, notel, resorts, remainants, complexes, onthiplexes. Real Estate

Infraresctus

ammemore parks, gold courses, film, city, chibs, obscational institute, place of works them, reading rosess, library, duty forms, agre-projects and all other kinds of ammovable electronics and tele-communication engineering and to as consultant, advisor, agent to mobilize resources and to arrange both private and for Government sector participants for development of infrastructure projects, joint ventures foreign collaboration projects etc.

To carry on the business of real estate, developers, builders, promoters, architects. engineering, designers, erectors, fabricators and taking up the work of construction of buildings, offices, places of public anuscement, public buildings, made, builden, dans, power projects, electrical contracts, furnishing contractors, interior decoration, wood work, painting contracts, plastering, laying of tiles and markles and acquire by purchase, iense exchange, joint senture, contract, invest, deid bire, or otherwise and further act as brokers and agents, develop or operate land, building and bereditamout of any tenure or description and any estate or interest therein, and any right over to or connected by land. building so situated and develop or to run the same to account as may be expedient and in particular by preparing building sites and purchase and sale of land and / or buildings and owning, buying selling, having, letting, sub-letting, maintaining, allotting, transferring, allottment, administrating, also disp and sub-holding and by construction, excommuniting, aftering improving, decorating, farmithing and maintaining frotely, rooms, incis, flat, Necoses, apartments, restaurants, cinema bosses, markets, shops, workshops, mills, factories, warrhouses, cold storages, wharves, go downs, offices, safe deposit vaults, hotels, gardens, awarening peols, place of aducation, place of wurship, playground, building, immovable property of any kind works and conveniences of all kinds, and by leaving, buting, buting, sub-letting or disposing of the same and to as broker and commission agents in real estate business, building, road making, engiovering and all other kinds and descriptions whatsveyer for any person, firm, company, public body, government, army, many, radways, etc.by the Company uself or in partnership with such company or audividuals or persons at may be shought fit by the directors and to deal in all types of building materials like cornent, sand, iron, steel, stores and stone chaps, wood bricks etc. along with hardware, fittings and other accessories and materials used in communition and decimation. **

To carry on in India or elsewhere the buttoous of establishing, undertaking, organizing, conducting a observing senting, planning designing promoting controlling contenting providing exchanging, managing people, texturology, activates, information and resources involved in moving a product in service from supplier to consource and upstream and downstream value added flow of materials frost goods and related information, technical or non-technical services, among suppliers, resellers, final communers and systematic, strategic coordination of traditional business functions and factors across these business functions within a particular company and across business within supply chain, for the purpose of improving the long term performance of the individual companies and other business estimes.****

Supply Chain Business

To establish, acquire, primitive, undertake or in any other manner carry on in India or abroad or both the business of educational institutions, schools, college, university, institution, higher educational institutions, academy, training centers, classes, concluing classes, maths classes, computer concluing classes, professional courses, educational on net, english speaking classes and courses, totorials, workshops, brain development programs, organize summer camps, saminars and other places of learning and/or imparting education orally or by mechanical antibir technological recents or by post engineering however in all fields of arts, or technical means or by post engineering however in all fields of arts, or technical means or by post engineering however in all field of arts, science, crafts, commerce, management, technical, incurrance medical, electronic, computer english speaking and all other subject existing or which may come to exist in future and so conduct examination, and to prepare, publish, purchase can said said of multy material and books.

Promoting Educations





to apostor milliorides for books to pay and recover anythy, to maintain library, laboratory, test and other activities in putstance thereof and to evandeonly degrees, diploma, cortificates, titles, bosses analice enter into agreements, collaborations, franchises and other agreement from time to time whether in India or abroad or both generally to do all dumps connected with the business of imparting education, marketing of educational products, educational connected, computer education and placement, research and training, education through information technology.****

83 To carry on the business of manufacturing, printing, processing distributing, sulling, buying, importing asposting and dealing in all kinds of packing laminated & control materials including made of paper film, first and plantic and all or any other materials that are and that may be developed for the purpose *****

Packing

- IV The liability of the members in limited.
- V ***The Authorised Share Capital of the Company is Rs. 30.00.00.0000- (Rapoce Therty Croses only) divided into 3.00.00,000 (Three Croses) Equity Share of Rs. 10/- each.
- *** sucreased authorized shore capital from Rs. 2 liskly to 83,50 liskly through special resolution passed at the Extra Ordinary General meeting held on 36/04/1992.
- * the name of the company was changed from Peacock Continental Limited to Saft Polymers Limited through a special resolution general at the Extra Ordinary Meeting held on 22/07/1998 and approved by the Registrar of Companies, Rajasthan Juque vide letter no. R.O.C. Approval/21/3816 dated 24/07/1998.
- ***mercaned authorised share capital from Rs. S0 lakhs to Rs I 50 course through special resolution passed at the Extra Ordinary General meeting held on \$1,000/1908.
- ***marcased authorised share capital from Rs. 1.50 gross to Rs.2 cores through special reportation passed at the Extra Ordinary General receiving held on 05/01/2005.
- ***increased authorized share expiral from Rs. 2 aroms to Rs.4 crosss through special resolution passed at the Extra Ordinary General receiping held on 16/03/2007.
- ***increased authorized there capital from Rs. 4 crores to Rs.5 crores through special resolution passed at the Extra Ordinary Optional meeting hold on 16/06/2008.
- ***subdivided 1 equity share of Rs.10/- each into 5 equity shares of Rs.2/- each through special resolution passed at the Extra Ordinary General meeting held on 19/11/2009.
- *** increased authorised chare capital from Ra. 10 croses to Ra.11 Croses through special resolution passed at the Extra Ordinary General meeting held on 14/12/2009.
- ***Commodiated shares by aggregating 5 equity shares of Rs 25 each into 1 equity share of Rs 16- each through special resolution passed at the Fixtra Ordinary General meeting held on
- ** afteration of object classes by intertion of the objects through special resolution parcel at the Exerciced Sederary General meeting held on 11/19/2011
- ***** afteration of object clause by intertion of the objects through special resolution possed at the Extra Ordinary General meeting held on \$1.05/2013.
- *** increased authorized share capital from Rt. 11 cours to Rt.15 Crows through special resolution passed at the Extra Ordanacy General meeting held on 18/03/2013.
- *** sucressed authorised share capital from Ba. 15 crores to Re.16 Crores through special resolution passed at the Extra Ordinary General meeting held on 20/03/2018.
- *** the alternation was duly noted where the increased authorized share capital from Rx. 16
 Crose to Rx. 16.50 Crose pursuant to scheme of amalgamation under section 233 of
 Companies Act, 2013 and in approved by the Regional Director, NWR, Ahmedabad by order
 mainber (02):2009-21/753 stated 21/08/2020.
- ***increased authorised share capital from Rs. 16.50 crores to Rs.25.00 Crores through special resolution passed at the Estra Ordinary General meeting held on 15/07/2021.
- ****The existing set of Memorandum of Association was ablested pursuant to the provisions of Companies Act, 2013, rules and schedules therein vide special resolution passed at the Unital Ordinary General meeting held on 15/07/2021.
- *** increased authorised share capital from Rs. 25.00 erores to Rs.30.00 Crores through resolution peaced at the Extra Ordinary General meeting field on 17/02/2022, and the same was duly noted.



We, the several persons whose and address are subscribed below are desirous of being formed into a Company in pursuance of this memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set against our respective names:

SL No.	Signatures, Names, Address Descriptions and Occupations of Subscribers	No. of Equity Shures taken by each subscriber	Signature, Name, Address, Description and Occupation of Witness
I.	Sdi- Daud Ali Dawood Sin, Abde Ali Dawood 5/1, Bastirunji ki Bari, Udaigur INDUSTRIALIST	10 (Ton)	
2.	Sd/- Hatim Ali Dawood S/o, Abde Ali Dawood 5/l, Bastiranji ki Bari, Uduipur INDUSTRIALIST	10 (Ten)	.1.
3.	Sdi- Shabbir Hussain Dawood Sio, Mohd, Hussain Dawood 5/1, Bastirampi ki Bari, Udagar INDOSTRIALIST	10 (Ten)	Signs on print people of the children of the c
4.	Sdi- Mohammed Hussain Dawood Sio, Akbar Ali Daud Sii, Bannamji ki Hari, Edinpur INDUSTRIALIST	10 (Ten)	114
3.	Sdi- Rashida Daod Wis Inayat Hussain Opp. Park Hotel, Saheli Marg, Udaipur HUSINESS	10 (Ten)	
6.	Sdi- Zubeda Daud Wio Munaver Hussain 5/1, Bastiramji ki Bari, Udaipur BUSINESS	10 (Ten)	
7.	Sd/- Hatool Daad W/o Hatim Ali 5/1, Bastiranji ki Buri, Udaipur BUSINESS	10 (Ten)	
	TOTAL	70 (Seventy)	

Date : 8-04-1992 Place : Udaipur

OLYMERS LE

FORM NO. CAA.12

[Pursuant to section 233 and rule 25(5)]

CP (CA) No. 02/2020-21

Confirmation order of scheme of merger or amalgamation

of

Sat E-com Limited

WHY

Sah Polymers Limited

Pursuant to the provisions of section 233, the scheme of compromise, arrangement or merger of Sat E-own Limited (Transferor Company) with Sah Polymers Limited (Transferor Company) approved by their respective members and creditors as required under section 233(1) (b) and (d), is hereby confirmed and the scheme shall be effective from the 1st day of April, 2019. The applicant companies shall comply with the provisions of sub-section (11) of Section 233 and sub-section 3(i) of Section 232 respectively for payment of registration fees and stamp duty and Section 239 of the Companies Act, 2013 regarding preservation of books and papers of Transferor Company.

A copy of the approved scheme is attached to this order.



MANMOH
AN JUNEJA
(MANMOHAN JUNEJA)
REGIONAL DIRECTOR
NWIL AHMEDABAD
Signature with seal

Dated on the 21th August, 2020 Place: Ahmedahad



COMPOSITE SCHEME OF ARRANGEMENT IN THE NATURE OF AMALGAMATION OF SAH POLYMERS LIMITED

AND

SAT E-COM LIMITED

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

PREAMBLE

This scheme of arrangement is presented under Sections 230/233 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, as may be applicable for the amalgamation of SAT E-COM LIMITED ("Amalgamating Company") (hereinafter referred to as "SEL") with and into SAH POLYMERS LIMITED ("Amalgamated Company") (hereinafter referred to as "SPL"). In addition, this scheme of arrangement also provides for various other matters consequential or otherwise integrally connected herewith.

Under this scheme of arrangement, all the Assets and Liabilities of SEL will be taken over by SPL. Due to perfect synergies between the businesses of Companies; this scheme of arrangement would be in the best interests of the shareholders, creditors, employees and all other stakeholders of the Amalgamating Company and Amalgamated Company. Further it would result in enhancement of shareholder value and operational efficiencies, benefit of scaling up, greater focus and would enable the management to vigorously pursue revenue growth and expansion opportunities. In view of the abovementioned reasons, it is considered desirable and expedient to implement the proposed scheme of arrangement.







HACINS TIDIUALA

GENERAL

This Scheme is divided into the following parts:

- a) Part I, which deals with definitions and share capital;
- b) Part II, which deals with the scheme of Amalgamation;
- c) Part III, which deals with other terms and conditions applicable to the Scheme.

PART - I DEFINITIONS AND SHARE CAPITAL

- In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the following meanings:
 - 1.1. "Amalgamating Company" means SAT E-COM LIMITED ("SEL"), a Company incorporated under the provisions of the Companies Act, 1956 (having CIN: U64202E)1993PLC007273) and having its registered office at E-260-261, MEWAR INDSUTRIAL AREA, MADRI, UDAIPUR-313003 in the state of Rajasthan.
 - 1.2. "Amalgamated Company" means SAH POLYMERS LIMITED (SPL), a Company incorporated under the provisions of the Companies Act, 1956 (having CIN: U24201RJ1992PLC006657) and having its registered office at -260-261, MEWAR INDSUTRIAL AREA, MADRI, UDAIPUR-313003 in the state of Rajasthan.
 - "Amalgamation" shall have the same meaning as defined in section 2
 (1B) of Income Tax Act, 1961.
 - "The Act" means the Companies Act, 2013 or any statutory modification or reenactment thereof.



- 1.5. "The Appointed Date" means April 1, 2019 or such other date as to be fixed by the Central Government/ National Company Law Tribunal at Jaipur may direct.
- 1.6. "The Effective Date" means the date on which certified copies of the Order passed by the Central Government or National Company Law Tribunal subject to compliance of provision of section 232(6) of the Companies Act, 2013, sanctioning the scheme or Order of confirmation under Section 233 are filed with the Registrar of Companies, Jaipur after obtaining the consents, approvals, permissions, resolutions, agreements, sanctions and orders necessary therefore.
- 1.7. "Undertaking" shall mean and include all the assets, rights and properties (hereinafter referred to as "the said Assets") and all the debts, liabilities, duties and obligations (hereinafter referred to as "the said Liabilities") of the Amalgamating Company as on the Appointed Date. Without prejudice to the generality of above, the undertaking of the Amalgamating Company shall include:
 - (i) All immovable properties i.e. land together with the buildings and structures standing thereon (whether freehold, leasehold, leave and licensed, right of way, tenancies or otherwise and whether present or future) of the Amalgamating Company and all documents (including panchnamas, declarations, receipts) of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest in connection with the said immovable properties;
 - (ii) all assets, as are movable in nature of the Amalgamating Company, whether present or future or contingent, tangible or intangible, in possession or reversion, corporeal or incorporeal (including plant and machinery, furniture, fixtures, office)





equipments, communication facilities, installations, vehicles), actionable claims, earnest monies and sundry debtors, financial assets, outstanding loans and advances, recoverable in cash or in kind or for value to be received, provisions, receivables, funds, cash and bank balances and deposits including accrued interest thereto with Government, semi-Government, local and other authorities and bodies, banks, customers and other persons, the benefits of any bank guarantees, performance guarantees;

- (iii) all the investments, being the investments in subsidiaries Companies, joint venture Companies, associate Companies, Partnership firms or investments of any other nature of the Amalgamating Company.
- (iv) all permits, licenses, permissions including municipal permissions, right of way, approvals, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, liberties and advantages (including those granted/issued/given by any governmental, statutory or regulatory or local or administrative bodies for the purpose of carrying on the business of the Amalgamating Company or in connection therewith) including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto that pertain exclusively to the Amalgamating Company;



(v)

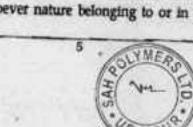
all contracts, agreements, service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, minutes of meetings, bids,





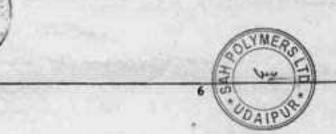
tenders, expression of interest, letter of intent, hire and purchase arrangements, lease/license agreements, tenancy rights, agreements/panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/manufacturer of goods/service providers, other arrangements, undertakings, deeds, bonds, schemes, concession agreements, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise and all rights, title, interests, claims and benefits there under of the Amalgamating Company;

- (vi) all applications (including hardware, software, licenses, source codes, para-meterisation and scripts), registrations, goodwill, licenses, trade names, trademarks, service marks, copy rights, patents, domain names, designs, trade secrets, research and studies, technical knowhow, confidential information and all such rights of whatsoever description and nature of the Amalgamating Company;
- (vii) all rights to use and avail telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by the Amalgamating Company or in connection with or relating to the Amalgamating Company and all other interests of whatsoever nature belonging to or in the ownership, power,



possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Amalgamating Company:

- (viii) all books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), test reports, computer programmes, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiem, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/supplier pricing information, and all other books and records, whether in physical or electronic form of the Amalgamating Company;
- (ix) all debts (whether secured or unsecured), borrowings including loans and borrowings from banks/financial institutions, obligations, duties and liabilities including contingent liabilities of the Amalgamating Company;
- (x) all legal or other proceedings of whatsoever nature of the Amalgamating Company.
- 1.8. "The Scheme" means this Scheme of Amalgamation in its present form with any modification, approved or imposed or directed by the National Company Law Tribunal, Registrar of Companies, Central Government or Official Liquidator made under Clause 13 of this Scheme.



- Central Government has delegated the power of Merger or Amalgamation under section 233 of the Companies Act, 2013 to the Regional Director.
- 1.10. The headings herein shall not affect the construction of the scheme.
- 1.11. In phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words proceeding those terms.
- 1.12. The annexure to this scheme shall form integral and inseparable part of the scheme.

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning as prescribed to them under the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, Income Tax Act, 1961 and other applicable laws, rules, regulations, bye laws, as the case may be, including any statutory modification or re-enactment thereof from time to time

SHARE CAPITAL OF THE COMPANIES

The authorized, issued, subscribed and paid-up share capital of the Amalgamating. Company and Amalgamated Company are as under:



1.13. The Share Capital of the Amalgamating Company (SEL) as per the Audited Balance Sheet dated 31.03.2019 is as under:





Authorised Share Capital	
5,00,000 Equity Shares of Rs. 10/- each	50,00,000/-
Total	50,00,000/-
Issued, Subscribed and Paid up Share Capital	
5,00,000 Equity Shares of Rs. 10/- each	50,00,000/-
Total	50,00,000/-

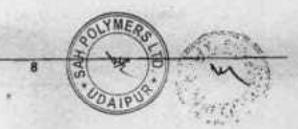
The authorized, issued, subscribed and paid-up Share capital of the Amalgamating Company (SEL) is the same as above as on the date of Board meeting sanctioning the Scheme.

1.14. The Share Capital of the Amalgamated Company (SPL) as per the Audited Balance Sheet dated 31.03.2019 is as under:

Authorized Share Capital	None Control
1,60,00,000 Equity Shares of Rs. 10/-each	16,00,00,000/-
Total	16,00,00,000/-
Issued, Subscribed and Paid up Share Capital	
1,55,96,0000 Equity Shares of Rs. 10/- each	15,59,60,000/-
Total	15,59,60,000/-

The authorized, issued, subscribed and paid-up Share capital of the Amalgameted Company (SPL) is the same as above as on the date of Board meeting sanctioning the Scheme.





PART - II SCHEME OF AMALGAMATION

- 2. TRANSFER AND VESTING OF THE UNDERTAKINGS OF THE AMALGAMATING COMPANY.
 - 2.1 With effect from the opening of business as on the Appointed Date, the Undertaking shall, without any further act or deed, be and the same shall stand transferred to and vested in or deemed to have been transferred to or vested in the Amalgamated Company pursuant to the provisions of clause (a) and (b) of sub-section (1) and clause (c) of sub-section (9) of Section 233 and other applicable provisions of the said Act.
 - With effect from the Appointed Date, all the Liabilities, obligations 2.2 including the charges or encumbrances on assets/undertaking guarantees given, of the Amalgamating Company shall, without any further act or deed, be and stand transferred, to the Amalgamated Company, pursuant to the applicable provisions of the said Act, so as to become as from the Appointed Date, the debts, liabilities, duties and obligations of the Amalgamated Company. The consent of any third party or other person who is a party to any contract or arrangement by virtue of which debts, liabilities, duties and obligations liabilities have arisen, in order to give effect to the provisions of this Clause and Scheme. Provided however that this shall not mean or result into enhancing the security for any loan, deposit or obligation created by the Amalgamating Company. The Amalgamated Company shall not be obliged to create any further or additional security therefore.



2.3 All taxes (including but not limited to advance tax, tax deducted at source, minimum alternate tax, any tax credits, securities transaction tax, taxes withheld/paid in a foreign country, value added tax, sales





tax, excise service tax, etc.) payable by or refundable to the Amalgamating Company, including all or any refunds or claims shall be treated as the tax liability or refunds/claims, etc., as the case may be, of the Amalgamated Company, and any tax incentives, advantages, privileges, exemptions, benefits, credits, holidays, remissions, reductions, etc., as would have been available to the Amalgamating Company shall upon the Scheme being effective, be available to the Amalgamated Company.

- 2.4 Upon the Scheme being sanction, the Amalgamated Company shall be entitled to claim refunds or credits, including input tax credit, with respect to taxes paid by, for, or on behalf of, the Amalgamating Company, under applicable laws, including income tax (including tax losses), minimum alternate tax, sales tax, GST Credit, value added tax, service tax, CENVAT or any other tax, whether or not arising due to any inter se transaction, even if the prescribed time limits for claiming such refunds or credits have lapsed.
- 2.5 Upon sanction of the scheme, all tax compliances under any tax laws by the Amalgamating Company on or after Appointed Date shall be deemed to be made by the Amalgamated Company.
- 2.6 Upon sanction of the scheme, any advance tax, self-assessment tax, minimum alternate tax and/or TDS credit available or vested with the Amalgamating Company, including any taxes paid and taxes deducted at source and deposited by the Amalgamated Company on inter se transactions during the period between the Appointed Date and the Effective Date shall be treated as advance tax paid by the Amalgamated Company and shall be available to the Amalgamated Company for set-off against its liability under the Income-tax Act, 1961 and any excess tax so paid shall be eligible for refund together with interest. Any TDS certificates issued by the





Amalgamated Company to, or for the benefit of, the Amalgamating Company under the Income-tax Act, 1961 with respect to the inter se transactions would be available to the Amalgamated Company to seek refund of from the tax authorities in compliance with law. Further, TDS deposited, TDS certificates issued or TDS returns filed by the Amalgamating Company on transactions other than inter se transactions during the period between the Appointed Date and the Effective Date shall continue to hold good as if such TDS amounts were deposited, TDS certificates were issued and TDS returns were filed by the Amalgamated Company. Any TDS deducted by, or on behalf of, the Amalgamating Company on inter se transactions will be treated as advance tax deposited by the Amalgamated Company.

- 2.7 The Amalgamated Company is also expressly permitted to claim refunds, credits, including restoration of input CENVAT credit, GST Credit, tax deduction in respect of nullifying of any transaction between the Amalgamating Company and the Amalgamated Company.
 - Provided that upon the Scheme being sanctioned, the Amalgamated Company is also expressly permitted to reopen and revise its financial accounts for any relevant year, income tax returns, withholding tax returns, service tax returns, value added tax returns, sales tax returns, excise and CENVAT returns, GST Returns and any other statutory returns and filings under the tax laws, notwithstanding that the period of filing/revising such return may have lapsed to obtain TDS certificates, including TDS certificates relating to transactions between the Amalgamating Company and the Amalgamated Company, and to claim refunds, advance tax and withholding tax credits, etc., pursuant to the provision of this Scheme.



2.9 It is hereby provided that such accounts can be seconstructed notwithstanding anything contained in any other law in force and it shall become operative upon sanction of the scheme by virtue of the fact that the Central Government or NCLT, while approving the scheme as a whole, have also resolved and accorded the relevant consents as required respectively under Section 131 of the Companies Act, 2013 or any other provisions of the Act and it is deemed that the reconstruction of accounts have been made in compliance with section 131 of the Companies Act, 2013.

PART-III OTHER TERMS AND CONDITIONS

3. CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS

3.1 Subject to the other provisions contained in the Scheme, all contracts, deeds, bonds, debentures, agreements with Central Government, State government, semi government agencies, insurance Companies and other instruments of whatever nature to which the Amalgamating Company are party, subsisting or having effect immediately before the effective dafe shall remain in full force and effect against or in favour of Amalgamated Company, as the case may be, and shall be enforced as fully and as effectually as if, instead of the Amalgamating Company and the Amalgamated Company had been a party thereto.



It is clarified that in case of any such instruments including contracts, deeds, bonds, debentures etc, wherever required, the Amalgamated Company shall amend or modify such instrument etc, as may be appropriate, by appending, attaching or affixing thereto such addendum, stickers, papers, supplementary modification

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deeds etc with or without affixing the Common Seal of the Company, to denote and signify the Amalgamated Company as a party thereto stepping instead and in place of the Amalgamating Company. Further, the Amalgamated Company shall be deemed to be authorized to execute any such deeds, writings or confirmations on behalf of the Amalgamating Company and to implement or carry out all formalities required on the part of the Amalgamating Company to give effect to the provisions of this Scheme.

4. LEGAL PROCEEDINGS

4.1 If any suit, writ petition, appeal, revision or other proceedings of whatever nature (hereinafter called "the Proceedings") by or against a Amalgamating Company be pending, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of the transfer of the undertaking of the Amalgamating Company respectively or of anything contained in the Scheme, but the Proceedings may be continued, prosecuted and enforced by or against the Amalgamated Company in the same manner and to the same extent as it would be or might have been continued, prosecuted and enforced by or against any of the Amalgamating Company as if the Scheme had not been made. On and from the effective date, the Amalgamated Company shall and may initiate any legal proceedings for and on behalf of the Amalgamating Company.



OPERATIVE DATE OF THE SCHEME

The Scheme in its present form or with modification(s) as directed by Central Government or Tribunal under section 233 of the Companies Act, 2013, effected from the Appointed Date as per section 232(6) of the Companies Act, 2013.



6. STAFF, WORKMEN AND EMPLOYEES OF AMALGAMATING COMPANY

All the staff, workmen and other employees in the service of the Amalgamating Company immediately before the transfer of the Undertaking under the Scheme shall become the staff, workmen and employees of the Amalgamated Company on the basis that -

- 6.1 Their service shall be continuous and shall not be interrupted by reason of the transfer of the Undertaking;
- 6.2 The terms and conditions of service applicable to the said staff, workmen or employees after such transfer shall not in any way be less favorable to them than those Applicable to them immediately before the transfer; and
- Fund, Superannuation Fund or any other Fund created or existing for the benefit of the staff, workmen and other employees of the Amalgamating Company are concerned, upon the Scheme becoming effective, the Amalgamated Company shall stand substituted for the Amalgamating Company for all purposes whatsoever related to the administration or operation of such Funds or in relation to the obligation to make contributions to the said Funds in accordance with provisions of such Funds as per the terms provided in the respective Trust Deeds. It is the aim and intent that all the rights, duties, powers and obligations of the Amalgamating Company in relation to such Funds shall become those of the Amalgamated Company and all the rights, duties and benefits of the employees of the Amalgamating Company under such Funds and Trusts shall be protected. It is clarified that the services of the employees of the





Amalgamating Company will also be treated as having been continuous for the purpose of the aforestid Funds or provisions.

7. CONDUCT OF BUSINESS BY THE AMALGAMATING COMPANY TILL EFFECTIVE DATE

With effect from the Appointed Date, the Amalgamating Company:

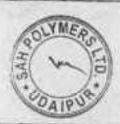
- 7.1 shall carry on and be deemed to carry on all their business and activities and stand possessed of their properties and assets for and on account of and in trust for the Amalgamated Company and all the profits and incomes accruing or arising to the Amalgamating Company or losses or expenditure arising or incurred by it shall, for all purposes and intenta, be treated and be deemed to be and accrue as the profits or incomes or expenditure or losses of the Amalgamated Company as the case may be;
- 7.2 hereby undertake to carry on their business until the Effective Date with reasonable diligence and shall not, without the written consent of the Amalgamated Company, alienate, charge or otherwise deal with the said undertaking or any part thereof except in the ordinary course of their business;
- 7.3 shall not very the terms and conditions of the employment of its employees except in the ordinary course of business; and
- 7.4 Shall not, without the written consent of the Amalgamated Company, undertake any new business.



INSIDERATION:

In View of the fact that the Transferor Company is a wholly owned subsidiary company of Transferor Company and the Scheme on being effective:

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- (a) No shares will be issued / allotted by the Transferor Company to any person;
- (b) The equity shares held by the transferoe Company shall stand canculled;
- (c) Investment of the Transferee Company as appearing in its Balance sheet shall stand cancelled to the extent of book value of the equity shares of the transferor Company.
- (d) On completion of scheme, all the equity shares of the Transferor Company shall stand cancelled and the share certificates shall be destroyed.

9. AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE AMALGAMATED COMPANY TO CAPITAL CLAUSE

- 9.1 Upon sanction of the Scheme, the Authorised Share Capital of the Amalganating Company being Rs. 50,00,000/- divided into 5,00,000 Equity shares of Rs. 10/- each as mentioned in Clause 1.12 above, shell be added to the Authorised Share Capital of the Amalgamated Company by operation of law and pursuant to provisions of Section 233(11) of the Companies Act, 2013.
- 9.2 After clause 9.1 been executed, Clause V of the Memorandum of Association of Amalgamated Company shall without any further act. Instrument or deed, be and stand altered, modified and amended be replaced as under:

Cleuse V of Memorendum of Association: -

"The Authorised Share Capital of the Company is Rs. 16,50,00,000/-[Rupees Sixteen Crore Fifty lakh only] divided into 1,65,00,000 Equity Shares of Rs. 10/- [Rupees Ten only] with such rights, privileges and conditions attached thereto as may be determined by the General Meetings at the time of issue."







9.3 Under the accepted principle of Single Window Clearance, it is hereby provided that the above referred change, viz. Change in the Capital Clause shall become operative on the scheme being effective by virtue of the fact that the Shareholders of the Amalgamated Company, while approving the scheme as a whole, have also resolved and accorded the relevant consents as required respectively under the applicable Section of the Companies Act, 2013 or any other provisions of the Act and shall not be required to pass separate resolutions as required under the Act and the filling fees and stamp duty already paid by the Amalgamating Company on their authorized share capital shall be utilized and applied to the increased share capital of the Amalgamated Company, and shall be deemed to have been so paid by the Amalgamated Company on such combined authorized share capital and accordingly, the Amalgamated Company shall not be required to pay any fees/stamp duty on the authorized share capital so increased.

10. ACCOUNTING TREATMENT IN THE BOOKS OF AMALGAMATED COMPANY FOR THE ASSETS, LIABILITIES AND RESERVES OF AMALGAMATING COMPANY

10.1 The Amalgamated Company shall account for the amalgamation (including in respect of transfer of assets and liabilities of amalgamating Company, cancellation of investment of amalgamated Company in the amalgamating Company and the difference between the value of the net assets and cancellation of investments) in its books of accounts in accordance with principles as laid down in the applicable Indian Accounting Standard, including Ind AS 103, the applicable provisions of the act, and generally accepted accounting principles in India; and







10.2 Inter-company holdings and balances, if any, between the amalgamated Company and amalgamating Company, shall stand cancelled, and shall be accounted in accordance with clause 10.1.

11. DISSOLUTION OF THE AMALGAMATING COMPANY:

- 11.1 The Amalgamating Company shall be dissolved without following the process of winding up, under sub-section (8) of section 233 of the Companies Act, 2013.
- 11.2 On registration of order of Central Government or NCLT approving the scheme, the name of the amalgamating Company shall be struck off from the records of Registrar of Companies, Jaipur.

12. NOTICE/APPLICATION TO REGISTRAR, CENTRAL GOVERNMENT OFFICIAL LIQUIDATOR:

The Amalgamating Company as may be directed by the Central Government or Tribunal shall give all Notices and make all necessary application under Section 233 of the Companies Act, 2013 and all other applicable provisions of the Act, for seeking approval of this Scheme and all matters ancillary or incidental thereto.

13. MODIFICATIONS/AMENDMENTS TO THE SCHEME

13.1 The Amalgamating Company (by its Directors) and the Amalgamated Company (by its Directors) may assent to any modification or amendment to the Scheme or agree to any terms and/or conditions which Central Government, Registrar of Companies, Jaipuz, Official Liquidator or the Tribunal and/or any other authorities under law may deem fit to direct or impose or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise for implementing and/or carrying out the Scheme and







do all acts, deeds and things as may be necessary, destrable or expedient for putting the Scheme into effect.

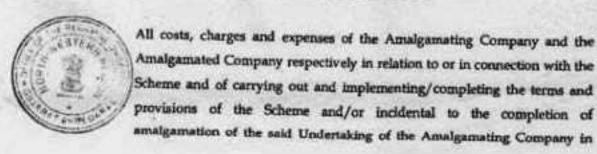
13.2 For the purpose of giving effect to the Scheme or to any modification thereof, the Board of Directors of the Amalgamating Company and the Board of Directors of the Amalgamated Company are hereby authorized to give such directions and/or to take such steps as may be necessary or desirable including any directions for settling any question or doubt or difficulty whatsoever that may arise.

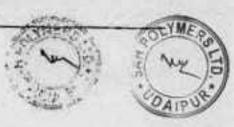
14. SCHEME CONDITIONAL ON APPROVALS/SANCTIONS

The Scheme is conditional on and subject to:

- 14.1 The approval to the Scheme by the requisite majorities of the members and creditors (where applicable) of the Amalgamating Company and the Amalgamated Company in accordance with provisions of clause (b) and clause (d) of sub-section (1) of section 233 of the Companies Act, 2013.
- 14.2 The registration of the scheme by Central Government or Registrar under Section 233 of the Companies Act, 2013, in favour of the Amalgamated Company and Amalgamating Company.

15. EXPENSES CONNECTED WITH THE SCHEME





pursuance of the Scheme shall be borne and paid by the Amalgamated Company.

MISCELLENEOUS

Till the event of this Scheme being effective, the Amalgamating Company and the Amalgamated Company shall continue to hold their respective Annual General Meeting and other meetings in accordance with the relevant laws and shall continue to comply with all their statutory obligations in the same manner, as if this scheme does not exist.

17. REPEALS AND SAVINGS

Any matter filed with Registrar of Companies, Regional Director, Income-tax authority or the Central Government under the Companies Act, 1956, before the notification of the corresponding provisions under the Companies Act, 2013 and not fully addressed at that time shall be concluded by the Registrar of Companies, Regional Director, Income-tax authority or the Central Government, as the case may be, in terms of the Companies Act, 1956. Any direction or order given by the Hon'ble Tribunal under the provisions of the Companies Act, 1956 and any act done by the Company based on such directions or order shall be deemed to be in accordance with and consistent with the provisions of the Companies Act, 2013, shall not apply to acts done by the Company as per direction or order of the Hon'ble Tribunal sanctioning the Scheme.



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HAKIM C. TIDILALA

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(THE COMPANIES ACT, 2013) (COMPANY LIMITED BY SHARES) (incorporated under

the Companies Act, 1956)

ARTICLES OF ASSOCIATION OF
SAH POLYMERS LIMITED

The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed at the extra ordinary general meeting of the Company hold on 15/07/2021 in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company

PRELIMINARY

Title of Article	Article Number and contents
Table "F" not to apply but company to be governed by these Articles	1. The regulations contained in Table "F" in the Schedule I of the Companies Act, 2013 shall not apply to this Company, but these Articles for the management of the Company and for the observance of the Members thereof and their representatives shall, subject to any exercise of the statutory powers of the Company with reference to the rapeal of, alteration of, or addition to, its regulations/Articles by Special Resolution, as prescribed by the Companies Act 2013, be such as are contained in these Articles.

Title of Article	Article Number and contents
Interpretation Clause	In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:
The Act	(a) "The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said torm appears in these Articles and any previous company law, so far as may be applicable.
These Articles	(b) "These Articles" means Articles of Association for the time being in force or as may be altered from time to time.
Auditors	(c)"Auditors" means and includes those persons appointed as such for the time being of the Company.
Board or Board of Directors	(d) "Board" or "Board of Directors" means the Board of Directors of the Company or the Directors of the Company collectively.
Capital	(e) "Capital" means the share capital for the time being raised or authorised to be raised for the purpose of the Company.
Chairman	(f) "The Chairman" means the Chairman of the Board of Directors, for the time being, of the Company
Charge	(g) "Charge" includes a mortgage.
Company	(b) The "Company" shall mean Sub Polymers Limited.
Debenture	(i) "Debenture" includes debenture stock, bonds and any other securities of the Company, whether constituting a charge on the asset of the Company or not.
Directors	(i) "Directors" means the Board of Directors for the time being of

Title of Article	Article Number and contents
	the Company or as the case may be, the Directors assembled at a Board, or acting under a circular resolution under the Articles.
Dividend	(k) "Dividend" includes bonus unless otherwise stated.
Executor or Administrator	(I) "Executor" or "Administrator" means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.
Gender	(m) Words importing the manculine gender shall be deemed to include the feminine gender and view verse.
In writing and written	(n) "In Writing" and "Written" includes printing lithography and other modes of representing or reproducing words in a visible form.
Legal Representative	(a) "Legal Representative" means a person who in law represents the estate of a deceased Member.
Marginal Notes	(p) The marginal notes hereto shall not affect the construction thereof.
Members.	(q) "Members" means the duly registered holders, from time to time of the Shares of the Company and includes the subscribers to the Memorandum of the Company.
Board Meeting or Meeting of Board	(r) "Board Meeting" or "Meeting of Board" means meeting of the Board of Directors.
Annual General Meeting or General Meeting	(s) "Annual General Meeting" or "General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act
Extra-Ordinary General Meeting	(t) "Extra-Ordinary General Meeting" means an extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof
Memorandum	(u) "Memorandum" means the Memorandum of Association of the Company as originally framed and/or altered from time to time.
Month	(v) "Month" means a calendar month
National Company Law Tribunal	(w) "National Company Law Tribunal" means National Company Law Tribunal (Tribunal) as defined under section 408 of the Companies Act 2013.
Office	(x) "Office" means the registered office for the time being of the Company



Title of Article	Article Number and contents
Ordinary Resolution	(y) "Ordinary Resolution" shall have the meanings assigned to it by Section 114 of the Act
Paid Up	(z) "Paid-up" includes capital credited as paid up
Person	(aa) "Person" shall be deemed to include corporations and firms as well as individuals.
Proxy	(ab) "Proxy" means an instrument whereby any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney.
Public Holiday	(ac) "Public Holiday" means public holiday within the meaning of the Negotiable Instruments Act, 1881 provided that no date declared by the Central Government to be a public holiday shall be deemed to be such a holiday in relation to any receting unless the declaration was notified before the issue of the notice convening such meeting.
The Register of Members	(ad) "The Register of Members" means the Register of Members to be kept pursuant to Section 88 of the Act
The Registrar	(ac) "The Registrar" means the Registrar of Companies of the State in which the Registered Office of the Company is for the time being situated.
Scal	(af) "Seaf" means the common seal for the time being of the Company.
Secretary	(ag) "Secretary" means any individual possessing the prescribed qualifications under the Company Secretary Act, 1980 appointed by the Board to perform the duties of a Secretary
Shares	(ah) "Shares" means share in the share capital of the Company and includes stock where a distinction between stocks and share is expressed or implied
Special Resolution	(ai) "Special Resolution" shall have the meanings assigned to it by Section 114 of the Act.
The Statutes	(aj) "The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company
Financial Year	(ak) "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act
Singular Number	(al) Words importing the Singular number include where the context admits or requires the plural number and vice versu.
These presents	(am)"These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.
Variation	(an)Variation" shall include abrogation; and "vary" shall include

Title of Article	Article Number and contents
	abrogate.
Act to bear the	(ao) Save as aforesaid any words and expressions contained in these Articles shall hear the same meanings as in the Act or any statutory modifications thereof for the time being in force.

CAPITAL AND INCREASE AND REDUCTION OF CAPITAL

Title of Article	Article Number and contents
Share Capital	3. The Authorized Share Capital of the Company shall be as stated in clause V of the Memorandum of Association of the Company, with power of the Company to increase or decrease the capital.*
Increase of capital by the Company how carried into effect	4. The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in confizmity with Section 47 and of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.
New Capital same as existing capital	5. Except so far as otherwise provided by the conditions of issue or by These Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.
Non Voting Shares	6. The Board shall have the power to issue a part of authorized equital by way o non-voting Sharm at price(s) premia, dividends, eligibility, volume quantum, proportion and other terms and conditions as they deem fit subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.
Redeemable Preference Shares	7. Subject to the provisions of Section 55 of the Act, the Company shall have the power to issue preference shares which are or at the option of the Company, liable to be redeemed and the resolution authorising such issue shall prescribe the manner, terms and conditions of redemption.
Voting rights of preference shares	The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.





Title of Article	Article Number and contents
Provisions to apply on issue of Redeemable Preference Shares	On the issue of redeemable preference shares under the provisions of Article 7 hereof, the following provisions shall take effect: (a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh is su e of shares made for the purpose of the redemption. (b) No such Shares shall be redeemed unless they are fully paid. (c) The premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed. (d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company. (e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit.
Reduction of capital	10.
Purchase of own Shares	11. The Company shall have power, subject to and in accordance with all applicable provisions of the Act, to purchase any of its own fully paid Shares whether or not they are redeemable and may make a paymentous of capital in respect of such purchase.
Sub-division consolidation and cancellation of Shares	Subject to the provisions of Section 61 and other applicable provisions of the Act, the Company in General Meeting may, from time to time, sub-divide or consolidate its Shares, or any of them and the resolution whereby any Share is sub-divided may determine that, a between the holders of the Shares resulting from such sub-divisions one or more of such Shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the other(s). Subject as aforesaid, the Company is General Meeting may also cancel shares which have not been taken to agreed to be taken by any person and diminish the amount of its share capital by the amount of the Shares so cancelled.





MODIFICATION OF RIGHTS

Title of Article	Article Number and contents
Modification of rights	Whenever the capital, by reason of the issue of preference shares of otherwise, is divided into different classes of Shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Section 48 of the Act, be modified, commuted, affected, abrogated, dealt with or varied with the consent in writing of the holders of not less than three-fourth of the issued capital of that class or with the sanction of a Special Resolution passed at a separate General Meeting of the holders of Shares of that class, and all the provisions bereafter contained as to General Meeting shall matatis mananches apply to every such Meeting. This Article is not to derogate from any power the Company would have if this Article was omitted. The rights conferred upon the holders of the Shares (including preference shares, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the inne of Shares of that class, be deemed not to be modified, commuted, affected, dealt with or varied by the creation or issue of further Shares ranking part passes therewith.

SHARES, CERTIFICATES AND DEMATERIALISATION

Title of Article	Article Number and contents
Restriction on allotment and return of allotment	The Board of Directors shall observe the restrictions on allotment of Shares to the public contained in Sections 39 and 70 of the Act, and shall cause to be made the returns as to allotment provided for in Section 75 of the Act.
Further issue of shares	15. (1) Where at any time, a company having a share capital proposes to increase its subscribed capital by the insue of further shares, such shares shall be offered—
	(a) to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admir, to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely:—
	(i) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than filleen days or such lesser number of days as prescribed under Rule 12A of the Companies (Share Capital are Debentures) Rules. 2014 and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined:
	Provided that notwithstanding anything contained in this sub-clause and sub- section (2) of this section, in case ninety percent of the members of a privat company have given their consent in writing or in electronic mode, the periods lesser than those specified in the said sub-clause or sub-section shall apply.
2	(ii) unless the articles of the company otherwise provide, the offer aforesaishall be deemed to include a right exercisable by the person concerned to resource the shares offered to him or any of them in favour of any other person; and the notice referred to in clause (i) shall contain a statement of the

right

(vir) after the expiry of the time specified in the notice aforesaid, or on recessor of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Hoard of Directors may dispose of them in such manner which is not dis-advantageous to the shareholders and the company;

 (b) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such conditions as

given in the Act.

(c) to any persons, if it is authorised by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for each or for a consideration other than each. If the price of such shares is determined by the valuation report of a registered valuer, subject to the compliance with the applicable provisions of Chapter III and other conditions as prescribed under the Act.

(2) Nothing in this Article shall apply to the increase of the subscribed capital of a company caused by the exercise of an option as a term attached to the debenture issued or loan raised by the company to convert such

debentures or loans into shares in the company:

Provided that the terms of issue of such debentures or loan containing such an option have been approved before the muse of such debentures or the raising of loan by a special resolution passed by the company in general meeting.

(3) Where any debentures have been issued, or loan has been obtained from any Government by a company, and if that Government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures of the raising of such loans do not include a term for providing for an option for such conversion:

Provided that where the terms and conditions of such conversion are not acceptable to the company, it may, within sixty days from the date of communication of such order, appeal to the Tribunal which shall uffer bearing

the company and the Government pass such order as it doesns fix.

(4) Where the Government has, by an order made under (3), directed that any debesture or loan or any part thereof shall be converted into shares in a company and where no appeal has been preferred to the Tribunal under (3) or where such appeal has been dismissed, the memorandum of such company shall, where such order has the effect of increasing the authorised share capital of the company, stand aftered and the authorised share capital of such company shall stand increased by an amount equal to the amount of the value of shares which such debentures or loans or part thereof has been converted into.





Title of Article	Article Number and contents
Shares at the disposal of the Directors	16. Subject to the provinions of Section 62 of the Act and these Articles, the Shares in the capital of the Company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such person, in such proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provision of Section 53 of the Act) at a discount and at such time as they may from time to time think fit and with sanction of the Company in the General Meeting to give to any person or persons the option or right to call for any Shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot Shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any Shares which may so be allotted may be instead as fully paid up Shares and if so issued, shall be deemed to be fully paid Shares. Provided that option or right to call for Shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.
Power to offer Shares options to acquire Shares	(i) Without prejudice to the generality of the powers of the Board under Article 16 or in any other Article of these Articles of Association, the Board or any Committee thereof duly constituted may, subject to the applicable provisions of the Act, rules notified thereunder and any other applicable laws, rules and regulations, at any point of time, offer existing or further Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares at any point of time, whether such options are granted by way of warrants or in any other manner (subject to such consents and permissions as may be required) to its employees, including Directors (whether whole-time or not but excluding an independent director), whether at par, at discount or at a premium, for cash or for consideration other than cash, or any combination thereof as may be permitted by law for the time being in force. (ii) In addition to the powers of the Board under Article 16A(i), the Board may also allot the Shares referred to in Article 16A(i) to any trust whose principal objects would inter alia include further transferring such Shares to the Company's employees [including by way of options, as referred to in Article 16A(i)] in accordance with the directions of the Board may make such provision of monies for the purposes of such trust, as it deems fit. (iii) The Heard, or any Committee thereof duly authorised for this purpose, may do all such acts, deeds, things, etc. as may be necessary or expedient for the purposes of achieving the objectives set out in



Title of Article	Article Number and contents
Application of premium received on Shares	17. (1) where the Company issues Shares at a premium whether for cash or otherwise, a sum equal to the aggregate amount or value of the premium on these Shares shall be transferred to an account, to be called "the security premium account" and the provisions of the Act relating to the reduction of the share capital of the Company shall except as provided in this Article, apply as if the security premium account were paid up share capital of the Company.
	(2) The security premium account may, notwithstanding anything in clause (1) thereof be applied by the Company: (a) In paying up universed Shares of the Company, to be issued to the Members of the Company as fully psid bonus; (b) Is writing off the preliminary expenses of the Company; (c) In writing off the expenses of or the commission paid or discount allowed or any issue of Shares or debentures of the Company; or (d) In providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the Company. (e) For the purchase of its own shares or other securities
Power also to Company in General Meeting to issue Shares	In addition to and without derogating from the powers for that purpose conferred on the Board under these Articles, the Company in General Meeting may, subject to the provisions of Section 62 of the Act, determine that any Shares (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether Members or not) in such proportion and on such terms and conditions and either (subject to compliance with the provisions of Sections 52 and 53 of the Act) at a premium or at par or at a discount as such General Meeting shall determine and with full power to give any person (whether a Member or not) the option or right to call for or buy allotted Shares of any class of the Company either (subject to compliance with the provisions of Sections 52 and 53 of the Act) at a premium or at par or at a discount, such option being exercinable at such times and for such consideration as may be directed by such General Meeting or the Company in General Meeting may make any other provision whatsoever for the issue, allotment, or disposal of any Shares.
Power of General Meeting to natherine Board to offer Shares Options to employers	18A

Title of Article	Article Number and contents
	Meeting may authorize the Board or any Committee thereof to exercise all such powers and do all such things as may be necessary or expedient to achieve the objectives of any Scheme/Plan/other writing approved under the aforesaid Article.
Shares at a discount	(1) The Company may issue sweat equity shares of a cluse of shares already issued, if the following conditions are fulfilled namely:— (a) The issue is authorised by a special resolution passed by the company; (b) The resolution specifies the number of shares, the current market price, consideration, if any, and the class or classes of directors of employees to whom such equity shares are to be issued; (c) Where the equity shares of the company are listed on a recognised stock exchange, the sweat equity shares are issued in accordance with the regulations made by the Securities and Exchange Board in this behalf and if they are not so listed, the sweat equity shares are issued in accordance with Companies (Share Capital and Debentures) Bules 2014. (2) The rights, limitations, restrictions and provisions as are for the time being applicable to equity shares shall be applicable to the sweat equity shares issued under this Article and the holders of such share shall rank pair passa with other equity sharebolders. (3) A company may issue shares at a discount to its creditors when it debt is converted into shares in pursuance of any statutory resolution plan or debt restructuring scheme in accordance with any guidelines of directions or regulations specified by the Reserve Bank of India under the Reserve Bank of India Act, 1934 or the Banking (Regulation) Act 1949.
Installments of Shares to be duly paid	If by the conditions of any allotment of any Shares the whole or any part of the amount or issued price thereof shall, be payable by installments, every such installment shall when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the Shares or his legal representatives, and shall for the purposes of these Articles be deemed to be payable on the date fixed for payment and in case of





Article Number and contents
non-payment the provisions of these Articles as to payment of interest and expenses, forfeiture and like and all the other relevant provisions of the Articles shall apply as if such installments were a call duly made notified as hereby provided.
Subject to the provisions of the Act and these Articles, the itoard may allot and issue Shares in the Capital of the Company as payment for any property purchased or acquired or for services rendered to the Company in the conduct of its business or in satisfaction of any other lawful consideration. Shares which may be so issued may be issued as fully paid-up or partly paid up Shares.
Any application signed by or on behalf of an applicant for Share(s) in the Company, followed by an allounent of any Share therein, shall be an acceptance of Share(s) within the meaning of these Articles, and every person who thus or otherwise accepts any Shares and whose name is therefore placed on the Register of Members shall for the purpose of this Article, be a Member.
23. The money, if any which the Board of Directurs shall on the allotment of any Shares being made by them, require or direct to be paid by way of deposit, call or etherwise, in respect of any Shares allotted by them shall immediately on the inscription of the name of the allottee in the Register of Members as the holder of such Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.
24. Every Member, or his beirs, executors or administrators to the extent of his assets which come to their hands, shall be liable to pay to the Company the portion of the capital represented by his Share which may, for the time being, remain unpaid thereon in such amounts at such time or times and in such manner as the Board of Directors shall, from time to time, in accordance with the Company's requirements require or fix for the payment thereof.
25.(A) Definitions Beneficial Owner "Beneficial Owner" means a person whose name is recorded as such with a Depository.
SEBI "SEBI" means the Securities and Exchange Board of India. Bye-Laws "Bye-Laws" mean bye-laws made by a depository under Section 26 of the Depositories Act, 1996;
Depositories Act "Depositories Act" means the Depositories Act, 1996 including any statutory modifications or re-enactment thereof for the time being in force; Depository "Depository" means a company formed and registered under the Companies Act, 2013 or any previous act and which has been granted a certificate of registration under sub-section (1A) of Section 12

Title of Article	Article Number and contents
	of the Securities and Exchange Board of India Act, 1992;
	Record "Record" includes the records maintained in the form of books or stored in a computer or in such other form as may be determined by the regulations made by SERI;
	Regulations "Regulations" mean the regulations made by SEBI;
	Security "Security" means such security as may be specified by SI:BI.
Dematerialisation of securities	25.(B) Either on the Company or on the investor exercising an option to hold his securities with a depository in a dematerialised form, the Company shall enter into an agreement with the depository to enable the investor to dematerialise the Securities, in which event the rights and obligations of the parties concerned shall be governed by the Depositories Act.
Options to receive security certificates or hold securities with depository	25.(C) Every person subscribing to securities offered by the Company shall have the option to receive the Security certificates or hold accurities with a depository. Where a person opts to hold a Security with a depository, the Company shall intimate such depository the details of allotment of the Security, and on receipt of such information the depository shall enter in its record the name of the allottee as the Beneficial Owner of that Security.
Securities in depositories to be in fungible form	25.(D) All Securities held by a Depository shall be dematerialised and shall be in a fungible form; nothing contained in Sections88, 89 112, and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners.
Rights of depositorics and beneficial owners	25.(E) (1) Notwithstanding anything to the contrary contained in the Articles, a Depository shall be deemed to be a registered owner for the purposes of effecting transfer of ownership of Security on behalf of the Beneficial Owner;
	(2) Save as otherwise provided in (1) above, the Depository as a registered owner shall not have any voting rights or any other rights in respect of Securities held by it;
	(3) Every person holding equity share capital of the Company and whose name is entered as Beneficial Owner in the Records of the Depository shall be deemed to be a Member of the Company. The Beneficial Owner shall be entitled to all the rights and benefits and be subjected to all the liabilities in respect of the Securities held by a Depository.
Depository To Furnish Information	25.(F) Every Depository shall furnish to the Company information about the transfer of Securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws and the Company in that behalf.
Service of	25.(G) Notwithstanding anything in the Act or these Articles to the contrary.



Title of Article	Article Number and contents
documents	where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronics mode or by delivery of floppies or discs.
Option to opt out in respect of any security	25.(H) If a Beneficial Owner seeks to opt out of a Depository in respect of any Security, the Beneficial Owner shall inform the Depository accordingly. The Depository shall on receipt of information as above make appropriate entries in its Records and shall inform the Company. The Company shall, within thirty (30) days of the receipt of intimation from the depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferce as the case may be.
Sections 45 and 56 of the Act not to apply	25.(f) Norwithstanding anything to the contrary contained in the Articles, (1) Section 45 of the Act shall not apply to the Shares held with a Depository; (2) Section 56 of the Act shall not apply to transfer of Security effected by the transferor and the transferee both of whom are entered at Beneficial Owners in the Records of a Depository.
Share certificate	26. (a) Every Member or allotce of Shares is entitled, without payment, to receive one certificate for all the Shares of the same class registered in his name.
	(b) Any two or more joint allottees or holders of Shares shall, for the purpose of this Article, be treated as a single Member and the certificate of any Share which may be the subject of joint ownership may be delivered to any one of such joint owners, on behalf of all of them.
Limitation of time for issue of certificates	26A. Every Member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the directors so approve topon paying such fee as the Directors so determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within two months of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its Shares as the case may be. Every certificate of Shares shall be under the seal of the company and shall specify the number and distinctive numbers of Shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe and approve, provided that in respect of a Share or Shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate or Shares to one or several joint holders shall be a sufficient delivery to all such holder.
Renewal of share certificates	No certificate of any Share or Shares shall be issued either in exchange for those, which are sub-divided or consolidated or is replacement of those which are defaced, torn or old, decrepit, worn out or where the pages on the reverse for recording transfer have been duly utilised unless the certificate in lieu of which it is issued in



Title of Article	Article Number and contents
	starrendered to the Company.
	PROVIDED THAT no fee shall be charged for issue of new certificate in replacement of those which are old, decrepit or worn out or where the pages on the reverse for recording transfer have been fully utilized.
Issue of new certificate in place of one defaced, lost or destroyed	If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such free (not exceeding Ra.20/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new Certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.
	Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulations or requirements of any Stock Exchange or the rules made under the Act or rules made under Securities Commets (Regulation) Act, 1956 or any other Act, or rules applicable thereof in this behalf. The provision of this Article shall mutatis mutandis apply to Debentures of the Company.
The first name joint holder deemed sole holder	29. If any Share(x) stands in the name of two or more persons, the person first named in the Register of Members shall, as regards receipt of dividends or bonus or service of notice and all or any other matters connected with Company except voting at Meetings and the transfer of the Shares be deemed the sole holder thereof but the joint holders of a Share shall severally as well as jointly be liable for the payment of all incidents thereof according to the Company's Articles.
Issue of Shares without Voting Rights	30. In the event it is permitted by law to issue shares without voting rights attached to them, the Directors may issue such shares upon such terms and conditions and with such rights and privileges annexed thereto as thought fit and as may be permitted by law.
Buy-Back of Shares and Securities	31. Notwithstanding anything contained in these Articles, in the event it is permitted by law for a company to purchase its own shares or securities, the Board of Directors may, when and if thought fit buy back, such of the Company's own shares or securities as it may think necessary, subject to such limits, upon such terms and conditions, and subject to such approvals, provision of Section 67 and SEIII (Buy back of Shares) Regulations, as may be permitted by law.
Employees Stock Options Scheme/	32. The Directors shall have the power to offer , issue and affor Equity Shares or Debentures (Whether fully / partly convertible or not



Title of Article	Article Number and contents
Pfain.	into Equity Shares) of the Company with or without Equity Warrants to such of the Officers, Employees, Workers of the Company or of its Subsidiary and / or Associate Companies or Managing and Whole Time Directors of the Company (hereinafter in this Article collectively referred to as "the Employees") as may be selected by them or by the trustees of such trust as may be set up for the benefit of the Employees in accordance with the terms and conditions of the Scheme, trust, plan or proposal that may be formulated, created, instituted or set up by the Board of Directors or the Committee thereof in that behalf on such terms and conditions as the Board may in its discretion deem fit.
Sweat Equity	33. Subject to the provisions of the Act (including any statutory modification or re-enactment thereof, for the time being in force), shares of the Company may be insued at a discount or for consideration other than cash to Directors or employees who provide know-how to the Company or create an intellectual property right or other value addition.
Postni Ballot	34. The Company may pass such resolution by postal ballot in the manner prescribed by Section 110 of the Act and such other applicable provisions of the Act and any future amendments or re-enactment thereof. Notwithstanding anything contained in the provisions of the Act, the Company shall in the case of a resolution relating to such business, as the Central Government may, by notification, declare to be conducted only by postal ballot, get such resolution passed by means of postal ballot instead of transacting such business in a general meeting of the Company.
Company not bound to recognize any inserest in Shares other than of registered holder	35. Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize, even when having notice thereof any equitable, contingent, future or partial interest in any Share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as holder thereof but the Bours shall be at liberty at their sole discretion to register any Share in the joint names of any two or more persons (but not exceeding 4 persons) or the survivor or survivors of them.
Trust recognised	36. Shares may be registered in the name of an incorporated Company of other body corporate but not in the name of a minor or of a person of unsound mind (except in case where they are fully paid) or in the name of any firm or partnership.



Title of Article	Article Number and contents
Declaration by person not holding beneficial interest in any Shares	(1) Notwishstanding anything herein contained a person whose name is at any time entered in Register of Member of the Company as the holder of a Share in the Company, but who does not hold the beneficial interest in such Shares, shall, if so required by the Act within such time and in such forms as may be prescribed, make declaration to the Company specifying the name and other particulars of the person or persons who hold the beneficial interest in such Share in the manner provided in the Act. 2) A person who holds a beneficial interest in a Share or a class of Shares of the Company, shall if so required by the Act, within the time prescribed, after his becoming such beneficial owner, make a declaration to the Company specifying the nature of his interest, particulars of the person in whose name the Shares stand in the Register of Members of the Company and such other particulars as may be prescribed as provided in the Act. (3) Whenever there is a change in the beneficial interest in a Share referred to above, the beneficial owner shall, if so required by the Act, within the time prescribed, from the date of such change, make a declaration to the Company in such form and containing such particulars as may be prescribed in the Act. (4) Not withstanding anything contained in the Act and Articles 35 and 36 hereof, where any declaration referred to above is made to the Company, the Company shall, if so required by the Act, make a note of auch declaration in the Register of Members and file within the time prescribed from the date of receipt of the declaration a return in the prescribed from with the Register of Members and file within the time prescribed from the date of receipt of the declaration a return in the prescribed form with the Register of Members and file within the time prescribed from the date of receipt of the declaration a return in the prescribed form with the Register of Members and file within the lime prescribed form with the Register of Members and file within the lime prescribed from the da
Funds of Company not to be applied in purchase of Shares of the Company	38. No funds of the Company shall except as provided by Section 67 of the Act, be employed in the purchase of its own Shares, unless the connequent reduction of capital is effected and sanction in pursuance of Sections 52, 55 and 66 of the Act and these Articles or in giving either directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person for any Share in the Company or in its holding Company.

UNDERWRITING AND BROKERAGE

Title of Article	Article Number and contents
Commission may be paid	Subject to the provisions of Section 40 of the Act, the Company may at anytime pay commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares in or debentures of the Company but so that the commission shall not exceed, in the case of the Shares, five percent of the price at which the Shares are issued and in the case of debentures two and half percent of the price at which the debenture are issued. Such commission may be satisfied by payment of each or by allotment of fully or partly paid Shares or debentures as the case may be or partly in one way and partly in the other.

Title of Article	Article Number and contents
Brokerage	40. The Company may on any issue of Shares or Debentures or on deposits pay such brokerage as may be reasonable and lawful.
Commission to be included in the annual return	41.

DEBENTURES

Title of Article	Article Number and contents
Title of Article Debentures with voting rights not to be issued	(a) The Company shall not issue any debentures carrying voting rights at any Meeting of the Company whether generally or in respect of particular classes of business. (b) The Company shall have power to reissue redeemed debentures in certain cases in accordance with Section 71 of the Act. (c) Payments of certain debts out of assets subject to floating charge in priority to claims under the charge may be made in accordance with the provisions of Section 123 of the Act. (d) Certain charges (which expression includes mortgage) mentioned in Section 77 of the Act, shall be void against the Liquidator or creditor unless registered as provided in Section 77 of the Act. (e) A contract with the Company to take up and pay debentures of the Company may be enforced by a decree for specific performance. (f) Unless the conditions of issue thereof otherwise provide, the Company shall (subject to the provisions of Section 56 of the Act) within six months after the allotment of its debentures or debenture-stock and within one month after the application for the registration of the transfer of any such debentures or debentures-stock have completed and ready for delivery the certificate of all debenture-stock allotted or transferred.
	and ready for delivery the certificate of all debenture-stock allotted or
	thereof. (h) The Company shall comply with the provisions of Section 77 to 87 (inclusive) of the Act as regards registration of charges.



CALLS

Title of Article	Article Number and contents
Directors away make calls	(a) Subject to the provisions of Section 49 of the Act, the Board of Directors may from time to time by a resolution passed at a meeting of a Board make such calls as it thinks fit upon the Members in respect of all monies unpaid on the Shares or by way of premium, held by them respectively and not by conditions of allotment thereof made payable at fixed time and each Member shall pay the amount of every call so made on him to person or persons and at the times and places appointed by the Board of Directors. A call may be made payable by installments. A call may be postponed or revoked as the Board may determine. (b) The joint holders of a Share shall be jointly and severally liable to pay all calls in respect thereof.
Notice of call when to be given	44. Not less than fourteen days notice in writing of any call shall be given by the Company specifying the time and place of payment and the person or persons to whom such call shall be paid.
Call deemed to have been made	45. A call shall be deemed to have been made at the time when the resolution authorising such call was passed at a meeting of the Hoard of Directors and may be made payable by the Members of such date or at the discretion of the Directors on such subsequent date as shall be fixed by the Board of Directors.
Directors may extend time	46. The Board of Directors may, from time to time at its discretion, extend the time fixed for the payment of any call and may extended such time to call of any of the Members, the Board of Directors may deem fairly entitled to such extension but no Member shall be entitled to such extension as of right except as a matter of grace and favour.
Amount payable at fixed time or by installments to be treated at calls	47. If by the terms of issue of any Share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether or account of the amount of the Share or by way of premium) every size amount or installment shall be payable as if it were call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.
When interest on call or installment payable	48. If the sum payable in respect of any call or installment is not paid in a before the day appointed for the payment thereof, the holder for the tim being or allottee of the Share in respect of which the call shall have been made or the installment shall be due, shall pay interest on the same at sucrate not exceeding eighteen percent per annum as Directors shall fix from the day appointed for the payment thereof upto the time of actual payment but the Directors may waive payment of such interest wholly or in part.

Title of Article	Article Number and contents
Evidence in action by Company against share holder	On the trial of hearing of any action or suit brought by the Company against any Member or his Legal Representatives for the recovery of any money claimed to be due to the Company in respect of his Shares, it shall be sufficient to prove that the name of the Member in respect of whose Shares the money is sought to be recovered is entered on the Register of Members as the holder or as one of the holders at or subsequent to the date at which the money sought to be recovered is alleged to have become due on the Shares in respect of which the money is sought to be recovered, that the resolution making the call is duly recorded in the minute book and the notice of such call was duly given to the Member or his legal representatives said in pursuance of these Articles and it shall not be necessary to prove the appointment of Directors who made such call, nor that a quorum of Directors was present at the Board meeting at which any call was made one that the meeting at which any call was made was duly convened or constituted nor any other matter whitsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.
Payment in anticipation of calls may carry interest	The Directors may, if they think fit, subject to the provisions of Section 50 of the Act, agree to and receive from any Member willing to advance the same whole or any part of the monies due upon the shares held by him beyond the sums actually called for, and upon the amount so paid or satisfies in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate, as the member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced. The Members shall not be entitled to any voting rights in respect of the menies so paid by him until the same would but for such payment, become
	presently payable. The provisions of these Articles shall mutatis mutandis apply to the calls on any other securities including Debentures of the Company.

LIEN

Title of Article	Article Number and contents
Partial payment not to preclude forfeiture	51. Neither the receipt by the Company of a portion of any money which shall, from time to time be due from any Member to the Company in respect of his Shares, either by way of principal or interest, or any indulgence granted by the Company in respect of the payment of such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such Shares as hereinafter provided.
Company's lien on Shares/ Debentures	The Company shall have first and paramount lies upon all Shares! Debentures (other than fully paid up Shares! Debentures) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all monies (whether presently



Title of Article	Article Number and contents
	payable or not) called or payable at a fixed time in respect of such Shares. Debentures and no equitable interest in any Share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such Shares. Debentures; Unless otherwise agreed the registration of a transfer of Shares. Debentures shall operate as a waiver of the Company's lien if any, on such Shares/Debentures. The Directors may at any time declare any Shares/Debentures wholly or in part exempt from the provisions of this Article.
As to enforcing lien by sale	The Company may sell, in such manner as the Board thinks fit, any Shares on which the Company has lien for the purpose of enforcing the same PROVIDED THAT no sale shall be made: (a) Unless a sum in respect of which the lien exists is presently payable; or (b) Until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the Share or the person entitled thereto by reason of his death or insolvency. For the purpose of such sale the Board may cause to be issued a duplicate certificate in respect of such Shares and may authorise one of their members to execute a transfer on behalf of and in the name of such Member. (c) The purchaser shall not be bound to see the application of the purchase money, nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
Application of proceeds of sale	54. (a) The net proceeds of any such sale shall be received by the Company and applied in or towards satisfaction of such part of the amount in respect of which the lien exists as is presently payable, and (b) The residue if any, after adjusting costs and expenses if any incurred shall be paid to the person entitled to the Shares at the date of the sale (subject to a like lien for sums not presently payable as existed on the Shares before the sale).

FORFEITURE OF SHARES

Title of Article	Article Number and contests
If money payable on Shares not paid notice to be given	S5. If any Member fails to pay the whole or any part of any call or any installments of a call on or before the day appointed for the payment of the same or any such extension thereof, the Board of Directors may, at any time thereafter, during such time as the call for installment remains unpaid, give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.
Sum payable on allotment to be deemed a cull	56. For the purposes of the provisions of these Articles relating to forfeiture of Shares, the sum payable upon allotment in respect of a share shall be deemed to be a call payable upon such Share on the day of allotment.





Title of Article	Article Number and contents
Form of notice	57. The notice shall name a day, (not being less than fourteen days from the day of the notice) and a place or places on and at which such call in installment and such interest thereon at such rate not exceeding eighteen percent per annum as the Directors may determine and expenses as aforesaid are to be paid. The notice shall also state that in the event of the non-payment at or before the time and at the place appointed, Shares in respect of which the call was made or installment is payable will be liable to be forfeited.
In default of payment Shares to be forfeited	58. If the requirements of any such notice as aforesaid are not complied with, any Share or Shares in respect of which such notice has been given may at any time thereafter before payment of all calls or installments, interests and expenses due in respect thereof, be forfeited by a resolution of the Board of Directors to that effect. Such forfeiture shall include all dividends declared or any other monies payable in respect of the forfeited Shares and not actually paid before the forfeiture.
Notice of forfeiture to a Member	39. When any Share shall have been so forfeited, notice of the forfeiture shall be given to the Member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.
Forfeited Shares to be the property of the Company and may be sold etc.	60. Any Share so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of, either to the original holder or to any other person, upon such terms and in such manner as the Board of Directors shall think fit.
Member still liable for money owning at the time of forfeiture and interest	respect of such Shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment, at such rate not exceeding eighteen percent per annum as the Board of Directors may determine and the Board of Directors may enforce the payment of such monies or any part thereof, if it thinks fit, but shall not be under any obligation to do so.
Effects of forfeiture	62. The forfeiture of a Share shall involve the extinction at the time of the forfeiture, of all interest in and all claims and demand against the Company in respect of the Share and all other rights incidental to the Share, except only such of those rights as by these Articles are expressly saved.
Power to annul forfeiture	63. The Board of Directors may at any time before any Share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.



Title of Article	Article Number and contents
Declaration of forfeiture	64 (a) A duly verified declaration in writing that the declarant is a Director, the Managing Director or the Manager or the Secretary of the Company, and that Share in the Company has been duly forfeited in accordance with these Articles, on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be emitted to the Share.
	(h) The Company may receive the consideration, if any, given for the Share on any sale, re-allotment or other disposal thereof and may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed off.
	(c) The person to whom such Share is sold, re-allotted or disposed of shall thereupon be registered as the holder of the Share.
	(d) Any such purchaser or afforce shall not (unless by express agreement be liable to pay calls, amounts, installments, interests and expenses owing to the Company prior to such purchase or alloament nor shall be entitled (unless by express agreement) to any of the dividends, interest or bonuses accrued or which might have accrued upon the Share before the time of completing such purchase or before such alloament.
	(e) Such purchaser or allonce shall not be bound to see to the application of the purchase money, if any, not shall his title to the Share be effected by the irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disponal of the Shares.
Provisions of these articles as to forfeiture to apply in case of nonpayment of any sum.	65. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a Share becomes payable at a fixed time, whether on account of the nominal value of Share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
Cancellation of shares certificates in respect of forfeited Shares	66. Upon sale, re-allorment or other disposal under the provisions of these Articles, the certificate or certificates originally issued in respect of the said Shares shall (unless the aame shall on demand by the Company have been previously surrendered to it by the defaulting Member) stand cancelled and become stall and void and of no effect and the Directors shall be entitled to issue a new certificate or certificates in respect of the said Shares to the person or persons entitled theroto.
Evidence of forfeiture	67. The declaration as mentioned in Article 64(a) of these Articles shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share.





Title of Article	Article Number and contents
Validity of sale	68. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers bereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.
Surrender of Shares	69. The Directors may subject to the provisions of the Act, accept a surrender of any share from any Member desirous of surrendering on such terms and conditions as they think fit.

TRANSFER AND TRANSMISSION OF SHARES

Title of Article	Article Number and contents
No transfers to minors etc.	70. No Share which is partly paid-up or on which any sum of money is due shall in any circumstances be transferred to any minor, insolvent or person of unsound mind.
Instrument e transfer	71 The instrument of transfer shall be in writing and all provisions of Section 56 of the Companies Act, 2013 and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.
Application for transfer	72. (a) An application for registration of a transfer of the Shares in the Company may be either by the transferor or thetransferee. (b) Where the application is made by the transferor and relates to partly paid Shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice (c) For the purposes of clause (b) above notice to the transferor shall be deemed to have been duly given if it is dispatched by prepaid registered post to the transferor at the address, given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.
Execution (73. If The instrument of transfer of any Share shall be duly stamped and executed by or on behalf of both the transferor and the transferor and shall be witnessed. The transferor shall be deemed to remain the holder of such Share until the name of the transferor shall have been entered in the Register of Members in respect thereof. The requirements of provisions of Section 56 of the Companies Act, 2013 and any stampery modification thereof for the time being shall be duly complied with.
Transfer by legal representatives	74. A transfer of Share in the Company of a deceased. Member thereof made by his legal representative shall, although the legal representative is not himself a Member, be as valid as if he had been a Member at the time of the execution of the instrument of transfer.



Title of Article	Article Number and contents
Register of Members etc when closed	75. The Board of Directors shall have power on giving not less than seven days previous notice by advertisement in some newspaper circulating in the district in which the registered office of the Company is situated to close the Register of Members and/or the Register of debentures holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.
Directors may refuse to register transfer	76. Subject to the provisions of Section 58, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the Company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any Shares or interest of a Member in or Debentures of the Company. The Company shall within thirty days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferce and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that the registration of a transfer shall not be refused person or persons indebted to the Company on any account whatsoever except where the Company has a lien on Shares.
Death of one or more joint holders of Shares	In case of the death of any one or more of the persons named in the Register of Members as the joint holders of any Share, the survivor or survivors shall be the only persons recognized by the Company as having any title or interest in such Share, but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on Shares held by him with any other person.
Titles of Shares of deceased Member	The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a daily constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks it, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration of Succession Certificate and register Shares standing in the name of of deceased Member, as a Member, Hawever, provisions of this Article are subject to Sections 72 of the Companies Act.
Notice of application when to be given	79. Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.



Title of Article	Article Number and contents
Registration of persons entitled to Shares otherwise than by transfer (Transmission Clause)	80. Subject to the provisions of the Act and Article 77 hereto, any person becoming entitled to Share in consequence of the death, lunacy, bankruptcy insolvency of any Member or by any lawful means other than by a transfer in accordance with these Articles may, with the content of the Board (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such title as the Board thinks sufficient, either be registered himself as the holder of the Share or elect to have some person nominated by him and approved by the Board registered as such holder; provided nevertheless, that if such person shall elect to have his nominee registered as a holder, he shall execute an instrument of transfer in accordance with the provisions herein contained, and until he does so, he shall not be freed from any liability in respect of the Shares. This clause is hereinafter referred to as the "Transmission Clause".
Refusal to register nomince	81. Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse to register a person-entitled by transmission to any Share of his nominee as if he were the transferee named in an ordinary transfer presented for registration.
Person entitled may receive dividend without being registered as a Member	82. A person emitted to a Share by transmission shall subject to the right of the Directors to retain dividends or money as is herein provided, be entitled to receive and may give a discharge for any dividends or other monies payable in respect of the Share.
No fee on transfer or transmissions	83. No fee shall be charged for registration of transfer, transmission. Probate. Succession Certificate and Letter of Administration. Certificate of Death or Marriage, Power of Attorney or other similar document.
Transfer to be presented with evidence of title	84. Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board may require to prove the title of the transferor, his right to transfer the Shares and generally under and subject to such conditions and regulations as the Board may, from time to time prescribe, and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board.
Company not liable for disregard of a notice prohibiting registration of transfer	consequence of its registering or giving effect to any transfer of Shares mad or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or



Title of Article	Article Number and contents
	regard and attend to any such notice and give effect thereto if the Board shall
	so think fit.

SHARE WARRANTS

Title of Article	Article Number and contents
Power to issue share warrants	86. The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence(if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.
Deposit of share watrants	87. (a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant (b) Not more than one person shall be recognized as depositor of the Share warrant (c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor
Privileges and disabilities of the holders of share warrant	KNL
Issue of new share warrant coupons	89.

CONVERSION OF SHARES INTO STOCK AND RECONVERSION

Title of Article	Article Number and contents	
	90. The Company may, by Ordinary Resolution: (a) Convert any fully paid up Share into stock, and (b) reconvert any stock into fully paid-up Shares.	
Transfer of stock	91. The several holders of such stock may transfer their respective interest	



Title of Article	Article Number and contents
	therein or any part thereof in the same manner and subject to the same regulations under which the stock arose might before the conversion, have been transferred, or as near thereto as circumstances admit. PROVIDED THAT the Board may, form time to time, fix the minimum amount of stock transferable, so however that such minimum shall not exceed the nominal amount of the Shares from which stock arose.
Right of stock holders	The holders of stock shall, according to the amount of stock held by them, have the same right, privileges and advantages as regards dividends, voting at meeting of the Company and other matters, as if they held the Shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in Shares, have conferred those privileges or advantages.
Regulation applicable to stock and share warrant	93. Such of the regulations of the Company as are applicable to the paid up Shares shall apply to stock and the words "Share" and "Share holder" in these regulations shall include "stock" and "stock holder" respectively.

BORROWING POWERS

Title of Article	Article Number and contents
Power to borrow	Subject to the provisions of Sections 73, 179 and 180 of the Act and these Articles, the Board of Directors may, from time to time at its discretion by a resolution passed at a meeting of the Board, borrow, accept deposits from Members either in advance of calls or otherwise and generally raise or borrow or secure the payment of any such sum or sums of money for the purposes of the Company from any source. PROVIDED THAT, where the monies to be borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the paid up capital of the Company, its free reserves (not being reserves set apart for any specific purpose) and securities premium the Board of Directors shall not borrow such money without the sanction of the Company in General Meeting. No debts incurred by the Company in excess of the limit imposed by this Article shall be valid or effectual unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by this Article had been exceeded.
The payment or repayment of monies borrowed	The payment or repayment of monies borrowed as aforesaid may be secured in such manner and upon—such terms and conditions in all respects as the Board of Directors may think fit, and in particular in pursuance of a resolution passed at a meeting of the Board (and not by circular resolution) by the issue of bonds, debentures or debentures stock of the Company, charged upon all or any part of the property of the Company, (both present and future), including its un-called capital for the time being and the debentures and the debenture stock and other recurities may be made assignable free from any equities between the Company and the person to whom the same may be issued.



Title of Article	Article Number and contents
Blonds, Debentures, etc. to be subject to control of Directors	96. Any honds, debentures, debenture-stock or other securities issued or to be issued by the Company shall be under the control of the Directors who may insue them upon such terms and condition and in such manner and for such consideration as they shall consider to be for the benefit of the Company.
Terms of issue of Debentures	97. Any Debentures, Debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into Shares of any denomination, and with any privileges and conditions as to redemption, surrender, drawing, allotment of Shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise, However, Debentures with the right to convertion into or allotment of Shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.
Mortgage of uscalled capital	98. If any uncalled capital of the Company is included in or charged by mortgage or other security, the Directors may, subject to the provisions of the Act and these Articles, make calls on the Members in respect of such uncalled capital in trest for the person in whose favour such mortgage or security has been executed.

MEETING OF MEMBERS

Title of Article	Article Number and contents
First Annual General meeting	99. The First Annual General meeting shall be beld in accordance with the provisions of Section 96 of the Act within a period of aine months from the date of closing of first financial year of the company
Annual General Meeting	The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other Meeting in that year. All General Meetings other than Annual General Meetings shall be called Extra-ordinary General Meetings. An Annual General Meeting of the Company shall be held within six months after the expiry of each financial year, provided that not more than fifteen months shall lapse between the date of one Annual General Meeting and that of next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96 of the Act to extend the time with which any Annual General Meeting may be held. Every Annual General Meeting shall be called at a time during business hours, on a day that is not a public holiday, and shall be held at the office of the Company or at some other place within the city in which the Registered Office of the Company is situated as the Board may determine and the notices calling the Meeting shall specify as the Annual General Meeting. The Company may in any one Annual General Meeting fix the time for its subsequent Annual General Meeting. Every Member of the Company shall be entitled to attend either in person or by proxy and the Auditors of the Company, shall have the right to attend and be heard at any General Meeting which he attends on any part of the business which concerns him as an Auditor. At





Title of Article	Article Number and contents
	every Annual General Meeting of the Company there shall be laid on the table the Director's Report and audited statement of accounts, the Proxy Register with proxies and the Register of Director's Shareholding, which Registers shall remain open and accessible during the continuance of the Meeting. The Board shall cause to be prepared the annual list of Members, summary of share capital, balance sheet and profit and loss account and forward the same to the Registrar in accordance with Sections 92 and 137 of the Act.
Report statement and registers to be laid before the Annual General Meeting	101. The Company shall in every Annual General Meeting in addition to any other Report or Statement lay on the table the Director's Report and audited statement of accounts, Auditor's Report (if not already incorporated in the audited statement of accounts), the Proxy Register with proxies and the Register of Director's Shareholdings, which Registers shall remain open and accessible during the continuance of the Meeting.
Extra-Ordinary General Meeting	102. All General Meeting other than Annual General Meeting shall be called Extra- Ordinary General Meeting.
Requisitionists*	(1) Subject to the provisions of Section 100 and 111 of the Act, the Directors shall on the requisition in writing or through electronic mode at least twenty one clear days prior to the proposed date of the requisitioned extraordinary general meeting, of such number of Members as is hereinafter specified and (unless the General Meeting otherwise resolves) at the expense of the requisitionists. (ii) Give to the Members of the Company entitled to receive notice of the next Annual General Meeting, specifying the place, date, day and hour of the meeting and the business to be transacted at the meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting. (b) Circulate to the Members entitled to have notice of any General Meeting sent to them, any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or any business to be dealt with at that Meeting. (2) The number of Members necessary for a requisition under clause (1) hereof shall be (a) Such number of Members as represent not less than one-tenth of the total voting power of all the Members having at the date of the resolution a right to vote on the resolution or business to which the requisition relates; (3) The requisition so made shall see out the matters for the consideration of which the meeting is to be called and shall be signed by the requisitionists and sent to the registered office of the company. (4) If the Board does not, within twenty-one days from the date of receipt of a valid requisition in regard to any matter, proceed to call a meeting for the consideration of that matter on a day not later than forty-five days from the date of receipt of such requisitions, the meeting may be called and held by the requisitionists themselves within a period of three months from the date of the requisitionists themselves within a period of three months from the date of the requisitionists should convene meeting at Registered office or in the same city or town

Title of Article	Article Number and contents
	(6) The notice shall be signed by all the requisitionists or by a requisitorists duly authorised in writing by all other requisitosists on their behalf or by sending an electronic request attaching therewith a scanned copy of such duly signed requisition. (7) No explanatory statement as provided in Article 109 need be asserted to the notice of an extraordinary general meeting convened by the requisitionists and the requisitionists may disclose the reasons for the resolution(s) which they propose to move at the meeting. (8) The notice of the meeting shall be given to those members whose names appear in the Register of members of the company within three days on which the requisitionists deposit with the Company a valid requisition for calling an extraordinary general meeting. (9) Where the meeting is not convened, the requisitionists shall have a right to receive list of members together with their registered address and number of shares held and the company concerned is bound to give a list of members together with their registered address made as on twenty first day from the date of receipt of valid requisition together with such changes, if any, before the expiry of the forty-five days from the date of receipt of a valid requisition. (10) The notice of the meeting shall be given by speed post or registered post or through electronic mode. Any accidental omission to give notice to, or the non-receipt of such notice by, any member shall not invalidate the proceedings of the meeting.
Extra-Ordinary General Meeting by Board and by requisition	104. (a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of the Members as herein provided, forthwith proceed to convene Extra-Ordinary General Meeting of the Company.
When a Director or any two Members may call an Extra Ordinary General Meeting	(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.
Coments of requisition, and number of requisitionists required and the conduct of Meeting	105. (1) In case of requisition the following provisions shall have effect: (a) The requisition shall set out the matter for the purpose of which the Meeting is to be called and shall be signed by the requisitionists and shall be deposited at the Registered Office of the Company. (b) The requisition may consist of several documents in like form each



Little of Article	Article Number and contents
	provisions of sub-clause (c) shall apply separately in regard to such matter, and the requisition shall accordingly be valid only in respect of those matters in regard to which the conditions specified in that clause are falfilled. (c) If the Board does not within twenty-one days from the date of the deposit of a valid requisition in regard to any matters, proceed, duly to call a Meeting for the consideration of those matters on a day not later than forty-five days from the date of the deposit of the requisition, the Meeting may be called: (i) By the requisitionists themselves; or (ii) by such of the requisitionists themselves; or (iii) by such of the requisitionists as represent either a majority in value of the paid-up share capital held by all of them or not less than one tenth of the paid-up share capital of the Company as is referred to in sub-clauses (c) of clause (f) which ever is less. PROVIDED THAT for the purpose of this sub-clause, the Board shall, in the case of a Meeting at which a resolution is to be proposed as a Special Resolution, be deemed not to have duly convened the Meeting if they do not give such notice thereof as is required by sub-section (2) of Section 114 of the Act. (2) A meeting called under sub-clause (c) of clause (1) by requisitionists or any of them: (a) shall be called in the same manner as, nearly as possible, as that in which meeting is to be called by the Board; but (b) shall not be held after the expiration of three months from the date of deposit of the requisition. PROVIDED THAT nothing in sub-clause (b) shall be deemed to prevent a Meeting daily commenced before the capity of the period of three months atoresaid, from adjourning to some days after the expiry of that period. (3) Where two or more Persons hold any Shares in the Company jointly; a requisitionists by the Company and any sum repaid shall be repaid to the requisitionists by the Company; and any sum repaid shall be retained by the Company out of any sums due or to become due from the Company by way of f
Length of notice of Meeting	 (1) A General Meeting of the Company may be called by giving not less than clear twenty-one days notice in writing. (2) A General Meeting may be called after giving shorter notice than that specified in clause (1) hereof, if consent is accorded thereto: (i) In the case of Annual General Meeting by all the Members entitled to vote therest; and (ii) In the case of any other Meeting, by Members of the Company holding not less than ninery-five percent of such part of the paid up share capital of the Company as gives a right to vote at the Meeting. PROVIDED THAT where any Members of the Company are entitled to vote only on some resolution, or resolutions to be moved at a Meeting and not on the others, those Members shall be taken into account for the purposes of this clause in respect of the former resolutions and not in respect of the later.





Title of Article	Article Number and contents
Contents and manner of service of notice	(1) Every notice of a Meeting of the Company shall specify the place and the day and hour of the Meeting and shall contain a statement of the business to be transacted thereat. (2) Subject to the provisions of the Act notice of every General Meeting shall be given; (a) to every Member of the Company, in any manner authorised by of Section 20 of the Act; (b) to the persons entitled to a Share in consequence of the death, or insolvency of a Member, by sending it through post in a prepaid letter addressed to them by name or by the title of representative of the decrased, or assignees of the insolvent, or by like description, at the address, if any in India supplied for the purpose by the persons claiming to be so entitled or until such an address has been so supplied, by giving the notice in any manner in which it might have been given if the death or insolvency had not occurred; and (c) to the Auditor or Auditors for the time being of the Company in any manner authorised by Section 20 of the Act in the case of Members of the Company
	PROVIDED THAT, where the notice of a Meeting is given by advertising the same in a newspaper circulating in the neighborhood of Registered Office of the Company under of Section 20 of the Act, the statement of material facts referred to in Section 102 of the Act need not be annexed to the notice as required by that Section, but it shall be mentioned in the advertisement that the statement has been forwarded to the Members of the Company. (3)Every notice convening a Meeting of the Company shall state with reasonable prominence that a Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of himself and that a proxy need not be a Member of the Company.
Special and ordinary business and explanatory statement	108. (1)(n) In the case of an Annual General Meeting all business to be transacted at the Meeting shall be deemed special, with the exception of business relating to (i) the consideration of the accounts, balance sheet the reports of the Board of Directors and Auditors; (ii) the declaration of dividend; (iii) the appointment of Directors in the place, of those netiring; and (iv) the appointment of, and the fixing of the remuneration of the Auditors, and (b) In the case of any other meeting, all business shall be deemed special (2) Where any items of business to be transacted at the Meeting of the Company are deemed to be special as aforestial, there shall be atmixed to the notice of the Meeting a statement setting out all material facts concerning each such item, of business, including in particular the nature of the concern or interest, if any, therein of every Director. PROVIDED THAT, where any such item of special business at the Meeting of the Company relates to or affects, any other company, the extent of shareholding interest in that other company of every Director of the Company shall also be set out in the statement, if the extent of such shareholding interest is not less than twenty percent of the paid up-share

Title of Article	Article Number and contents
	(3) Where any item of business consists of the according of approval to any document by the Meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.
Omission to give notice not to invalidate processings	109. The accidental emission to give such notice as aforesaid to or non-receipt thereof by, any Member or other person to whom it should be given, shall not invalidate the proceedings of any such Meeting.

General Meeting and no business shall be transacted at the General Meeting unless the quorum requisite is present at the commencement of the Meeting. A body corporate being a Member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Act. The President of India or the Governor of a State being a Member of the Company shall be deemed to be personally present if it is presented in accordance with Section 113 of the Act. 112.
Five Members cutified to vote and present in person shall be quorum for General Meeting and no business shall be transacted at the General Meeting unless the quorum requisite is present at the commencement of the Meeting. A body corporate being a Member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Act. The President of India or the Governor of a State being a Member of the Company shall be deemed to be personally present if it is presented in accordance with Section 113 of the Act. 112.
112. If within half an hour from the time appointed for holding a Meeting of
the Company, a quorum is not present, the Meeting, if called by or upon the requisition of the Members shall stand dissolved and in any other case the Meeting shall stand, adjourned to the same day in the next week or if that day is a public holiday until the next succeeding day which is not a public holiday, at the same time and place or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting also, a quorum is not present within half an bour from the time appointed for holding the Meeting, the Members present shall be a quorum and may transact the business for which the Meeting was called.
113. Where a resolution is passed at an adjourned Meeting of the Company, the resolution for all purposes is treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.
At every General Meeting the Chair shall be taken by the Chairman of the Board of Directors. If at any Meeting, the Chairman of the Board of Directors is not present within ten minutes after the time appointed for holding the Meeting or though present, is unwilling to act as Chairman, the Vice Chairman of the Board of Directors would act as Chairman of the Meeting and if Vice Chairman of the Board of Directors is not present or, though present, is unwilling to act as Chairman, the Directors present may choose one of themselves to be a Chairman, and in default or their doing so or if no Directors shall be present and willing to take the Chair then the Members present shall choose one of themselves, being a Member entitled in vote, he be Chairman.





Title of Article	Article Number and contents
Act for resolution sufficiently done or passed by Ordinary Resolution unless otherwise required.	114(A) Any act or resolution which, under the provisions of these Articles or of the Act, is permitted or required to be done or passed by the Company in General Meeting shall be sufficiently done so or passed if effected by an Ordinary Resolution unless either the Act or the Articles specifically require such act to be done or resolution be passed by a Special Resolution.
Business confined to election of Chairman whilst the Chair is vacant	115. No business shall be discussed at any General Meeting except the election of a Chairman whilst the Chair is vacant.
Chairman may adjourn Meeting	(a) The Chairman may with the consent of Meeting at which a quorum is present and shall if so directed by the Meeting adjourn the Meeting from time to time and from place to place. (b) No business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. (c) When a Meeting is adjourned for thirty days or more notice of the adjourned Meeting shall be given as in the case of an original Meeting. (d) Save as aforesaid, it shall not be necessary to give any notice of an adjournment of or of the business to be transacted at any adjourned Meeting.
How questions are decided at Meetings	117. I/very question submitted to a General Meeting shall be decided in the first instance by a show of hands unless the poll is demanded as provided in these Articles.
Chairman's declaration of result of voting on show of hands	majority, and an entry to that effect in the book containing the minutes of
Demand of poll	Hefore or on the declaration of the result of the voting on any resolution on a show of hands a poll may be ordered to be taken by the Chairman of the Meeting on his own motion and shall be ordered to be taken by him on a demand made in that behalf by any Member or Members present is person or by proxy and holding Shares in the Company which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution, or on which an aggregate sum of not less than five takh rupces has been paid up. The demand five a pol may be withdrawn at any time by the Person or Persons who made the demand.
Time of taking poll	120.





Title of Article	Article Number and contents
	deemed to be the decision of the Meeting on the resolution on which the poll was taken.
Chairman's casting vote	121. In the case of equality of votes the Chairman shall both on a show of hands and on a poll (if any) have a casting vote in addition to the vote or votes to which he may be entitled as a Member.
Appointment of scrutinizers	Where a poll is to be taken, the Chairman of the Meeting thall appoint two scrutinizers to scrutinize the vote given on the poll and to report thereon to him. One of the scrutinizers so appointed shall always be a Member (not being an officer or employee of the Company) present at the Meeting, provided such a Member is available and willing to be appointed. The Chairman shall have power, at any time before the result of the poll is declared, to remove a scrutinizer from office and fill vacancies in the office of the scrutinizer arising from such removal or from any other cause.
Demand for poll not to prevent transaction of other business	123. The demand for a poll shall not prevent transaction of other business (except on the question of the election of the Chairman and of an adjournment) other than the question on which the poll has been demanded.
Special notice	Where by any provision contained in the Act or in these Articles, special notice is required for any resolution, notice of the intention to move the resolution shall be given to the Company not earlier than three months but at least fourteen days before the date Meeting at which it is to be moved, exclusive of the day which the notice is served or deemed to be served on the day of the Meeting. The Company shall immediately after the notice of the intention to move any such resolution has been received by it, give its Members notice of the resolution in the same manner as it gives notice of the Meeting, or if that is not practicable shall give them notice thereof either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents not less than seven days before the Meeting.

VOTES OF MEMBERS

Title of Article	Article Number and contents
Member paying money in advance not to be entitled to vote in respect thereof	A Member paying the whole or a part of the amount remaining unpaid on any Share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of monies so paid by him until the same would but for such payment become presently payable.
Restriction on exercise of voting rights of Members who have not paid calls	No Member shall exercise any voting rights in respect of any Shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.
Number of votes to which Member	127. Subject to the provisions of Article 125, every Member of the Company holding any equity share capital and otherwise entitled to vote shall, on a



Title of Article	Article Number and contents
entitled	show of hands when present in person (or being a body corporate present by a representative duly authorised) have one vote and on a poll, when present in person (including a body corporate by a duly authorised representative), or by an agent duly authorised under a Power of Attorney or by proxy, his voting right shall be in proportion to his share of the paid-up equity share capital of the Company. Provided however, if any preference shareholder is present at any meeting of the Company, (save as provided in sub-section (2) of Section 47) he shall have a right to vote only on resolutions before the Meeting which directly affect the rights attached to his preference shares. A Member is not prohibited from exercising his voting rights on the ground that he has not held his Shares or interest in the Company for any specified persod preceding the date on which the vote is taken.
Votes of Members of unsound mind	A Member of unsound mind, or in respect of whom order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian and any such committee or guardian may, on a poll, vote by proxy.
Votes of joint Members	If there he joint registered holders of any Shares, one of such persons may vote at any Meeting personally or by an agent duly authorised under a Power of Attorney or by proxy in respect of such Shares, as if he were solely entitled thereto but the proxy so appointed shall not have any right to speak at the Meeting, and if more than one of such joint holders he present at any Meeting either personally or by agent or by proxy, that one of the said persons so present whose name appears higher on the Register of Members shall alone be entitled to speak and to vote in respect of such Shares, but the other holder(x) shall be entitled to vote in preference to a person present by an agent duly authorised under a Power of Attorney or by proxy although the name of such person present by agent or proxy stands first or higher in the Register of Members in respect of such Shares Several executors or administrators of a deceased Member in whose name Shares stand shall for the purpose of these Articles be deemed joint holders thereof.
Representation of hody corporate	(a) A body corporate (whether a company within the meaning of the Act or not) may, if it is a Member or creditor of the Company (including a holder of Debentures) authorise such person as it thinks fit by resolution of its Board of Directors or other governing body, to act as its representative at any Meeting of the Company or any class of shareholders of the Company or any meeting of the creditors of the Company of Debenture-holders of the Company. A person authorised by resolution aforesaid shall be entitled to exercise the same rights and power (including the right to vote by prexy) on behalf of the body corporate which be represents as that body could exercise if it were an individual Member, shareholder, creditor or holder of Debentures of the Company. The production of a copy of the resolution referred to above certified by Director or the Secretary of such body corporate before the commencement of the Meeting shall be accepted by the Company a sufficient evidence of the validity of the said representatives' appointment and his right to vote thereat. (b) Where the President of India or the Governor of a State is a Member of the Company, the President or as the case may be the Governor.





Little of Article	Article Number and contents
	may appoint such person as he thinks fit to act as his representative at any Meeting of the Company or at any meeting of any class of shareholders of the Company and such a person shall be entitled to exercise the same rights and powers, including the right to vote by proxy, as the President, or as the case may be, the Governor could exercise as a Member of the Company.
Votes in respects of deceased or insolvent Members	Any person entitled under the Transmission Article to transfer any Shares may vote at any General Meeting in respect thereof in the same manner as if he was the registered holder of such Shares; provided that at least forty-eight hours before the time of holding the Meeting or adjourned Meeting, as the case may be, at which he proposes to vote, he shall satisfy the Directors of the right to transfer such Shares and give such indemnity (if any) as the Directors may require unless the Directors shall have previously admitted his right to vote at such Meeting in respecthereof.
Voting in person or by proxy	132. Subject to the provisions of these Articles, votes may be given either personally or by proxy. A body corporate being a Member may vote either by a proxy or by a representative duly authorised in accordance with Section 113 of the Act.
Rights of Members to the votes differently	On a poll taken at a Meeting of the Company a Member entitled to more than one vote or his proxy, or other persons entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses
Proxica	Any Member of the Company entitled to attend and vote at a Meeting of the Company, shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote instead of himself PROVIDED ALWAYS that a proxy so appointed shall not have any right what so ever to speak at the Meeting. Every notice convening a Meeting of the Company shall state that a Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of himself, and that a proxy need not be a Member of the Company.
Proxy either for specified meeting or for a period	136. An instrument of proxy may appoint a proxy either for the purposes of a particular Meeting specified in the instrument and any adjournment thereof or it may appoint a proxy for the purpose of every Meeting to be held before a date specified in the instrument and every adjournment of any such Meeting.
No proxy to vote on a show of hands	No proxy shall be entitled to vote by a show of hands.
Instrument of proxy when to be deposited	
Form of Proxy	139. Every instrument of proxy whether for a specified Meeting or otherwise shall, as nearly as circumstances will admit, be in any of the forms set





Title of Article	Article Number and contents
CLEYÓT S	out in Section 105 of the Act, and signed by the appointer or his attorney duly authorised in writing or if the appointer is a body corporate, be under its seal or be signed by any officer or attorney duly authorised by it.
Validity of votes given by proxy notwithstanding revocation of authority	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the proxy or of any Power of Attorney under which such proxy was signed, or the transfer of the Share in respect of which the vote is given, provided that no intimution in writing of the death, insanity, revocation or transfer shall have been received by the Company at the Registered Office before the commencement of the Meeting or adjourned Meeting at which the proxy is used provided nevertheless that the Chairman of any Meeting shall be entitled to require such evidence as he may in his discretion think lit of the due execution of an instrument of proxy and of the same not having been revoked.
Time for objection to vote	140. No objection shall be made to the qualification of any voter or to the validity of a vote except at the Meeting or adjourned Meeting at which the vote objected to is given or tendered, and every vote, whether given personally or by proxy, not disallowed at such Meeting, shall be valid for all proposes and such objection made in due time shall be referred to the Chairman of the Meeting.
Chairman of any Meeting to be the judge of Validity of any value	[4]. The Chairman of any Meeting shall be the sole judge of the validity of every vote tendered at such Meeting. The Chairman present at the taking of a polt shall be the sole judge of the validity of every vote tendered at such polt. The decision of the Chairman shall be final and conclusive.
Custody of Instrument	142. If any such instrument of appointment is confined to the object of appointing an attorney or proxy for voting at Meetings of the Company, it shall remain permanently or for such time as the Directors may determine, in the custody of the Company. If such instrument embraces other objects, a copy thereof examined with the original shall be delivered to the Company to remain in the custody of the Company.

DIRECTORS

Title of Article	Article Number and contents
Number of Directors	143. Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors shall not be less than three and not more than fifteen.
Directors at time of adoption of Articles	144. The persons hereinafter named are the Directors of the Company at time of adoption of the new set of Articles dated 15/07/2021:- (1) Mr. Asad Daud (2) Mr. Hakim Sudiq Ali Tidiwala (3) Mr. Nikhil Khanderao Raut (4) Mr. Ramesh Chandra Soni (5) Mr. Sunjay Suthur
Debenture Directors	Any Trust Deed for securing Debentures may if so arranged, provide for the appointment, from time to time by the Trustees thereof or by the holders of Debentures, of some person to be a Director of the Company and may empower such Trustees or holder of Debentures, from time to time, to



Title of Article	Article Number and contents
	remove and re-appoint any Director so appointed. The Director appointed under this Article is berein referred to as "Debenture Director" and the term "Debenture Director" means the Director for the time being in office under this Article. The Debenture Director shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be agreed between the Company and the Trustees and all such provisions shall have effect notwithstanding any of the other provisions contained herein.
Nominee Director or Corporation Director	146. a) Notwithstanding anything to the contrary contained in these Articles, so long as any monies remain owing by the Company to any Finance Corporation or Credit Corporation or to any Financing company or body, (which corporation or body is hereinafter in this Article referred to as "the corporation" of any lonar granted or to be granted by them to the Company or so long as the Corporation continue to hold Debentures in the Company by direct subscription or private placement, or so long as the Corporation belds Shares in the Company as a result of underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appear from time to time any person or persons as a Director, whole time or non-whole time (which Director or Directors is/are hereinafter referred to as "Nominee Director(s)") on the Board of the Company and to remove from such office any persons so appointed and to appoint any person or persons in his/ theirplaces. b) The Board of Director of the Company shall have no power to remove from office the Nominee Director(s). Such Nominee Director(s) shall not be required to hold any Share qualification in the Company-Further Nominee Director shall not be table to retirement by rotation of Directors. Subject as aforesaid, the Nominee Directors(s) shall be entitled to the same rights and privileges and be subject to the obligations as any other Director of the Company. c) The Nominee Director(s) appointed shall hold the said office only so long as any monies remain owing by the Company to the Company and all the Meetings of the Committee of which the Nominee Director(s) is an about the minutes of such Meetings and all the Meetings of the Committee of which the Nominee Director(s) is an about the minutes and minutes. c) The sitting fees in relation to such Nominee Director(s) shall also accrue t



Title of Article	Article Number and contents
	Provided also that in the event of the Nominee Director(s) being appointed as Whole-time Director(s); such Nominee Director/s shall exercise such powers and duties as may be approved by the lenders and have such rights as are usually exercised or available to a whole-time Director in the management of the affairs of Company. Such Nominee Director shall be entitled to receive such remuscration, fees, commission and monies as may be approved by the Corporation(s) nominated him.
Special Director	In connection with any collaboration arrangement with any company or corporation or any firm or person for supply of technical know-how and/or machinery or technical advice the directors may authorize such company; corporation ,firm or person berein-after in this clause referred to as "collaboration" to appoint from time to time any person as director of the company (hereinafter referred to as "special director") and may agree that such special director shall not be liable to retire by rotation and need not possess any qualification shares to qualify him for office of such director, so however that such special director shall hold office so long as such collaboration arrangement remains in force unless otherwise agreed upon between the Company and such collaborator under the collaboration arrangements or at any time thereafter.
	The collaborators may at any time and from time to time remove any such special director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as special director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or such person and shall be delivered to the Company at its registered office. It is clarified that every collaborator entitled to appoint a director under this
	Article may appoint one tuch person us a director and so that if more then one collaborator is so entitled there may be at any time as many special directors as the collaborators eligible to make the appointment.
Limit on number of retaining Directors	148. The provisions of Articles 145, 146, 147 and 148 are subject to the provisions of Section 152 of the Act and number of such Directors appointed under Article 146 shall not exceed in the aggregate one third of the total number of Directors for the time being in office.
Alternate Director	The Board may appoint, an Alternate Director recommended for such appointment by the Director (hereinafter in this Article called "the Original Director") to act for him during his absence for a period of not less than three months from the State in which the meetings of the Board are ordinarily held. Every such Alternate Director shall, subject to his giving to the Company an address in India at which notice may be served on him be entitled to notice of meetings of Directors and to attend and vote as a Director and be counted for the purposes of a quorum and generally at such Meetings to have and exercise all the powers and duties and authorities of the Original Director. The Alternate Director appointed under this Article





Title of Article	Article Number and contents
	shall vacute offsec as and when the Original Director returns to the State in which the meetings of the Board are ordinarily held and if the term of offsec of the Original Director is determined before he returns to the State as aforesaid, any provisions in the Act or in these Articles for automatic reappointment of retiring Director in default of another appointment shall apply to the Original Director and not the Alternate Director.
Directors may fill in vacancies	The Directors shall have power at any time and from time to time to appoint any person to be a Director to fill a casual vacancy. Such canual vacancy shall be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall hold office only upto the date to which the Director in whose place he is appointed would have held office, if it had not been vacated as aforesaid. However, he shall then be eligible for re-election.
Additional Directors	The Directors shall have the power at any time and from time to time to appoint any other person to be a Director as an addition to the Board ("Additional Director") so that the total number of Directors shall not at any time exceed the maximum fixed by these Articles. Any person so appointed as an Additional Director to the Board shall hold his office only upto the date of the next Annual General Meeting and shall be eligible for election at such Meeting.
Qualification shares	A Director need not hold any qualification shares.
Directors* sitting fees	153. The fees payable to a Director for attending each Hoard meeting shall be such sum as may be fixed by the Board of Directors not exceeding such sum as may be prescribed by the Central Government for each of the meetings of the Board or a Committee thereof and adjournments thereto attended by him. The Directors, subject to the sanction of the Central Government (if any required) may be paid such higher fees as the Company in General Meeting shall from time to time determine.
Extra remuneration to Directors for special work	Subject to the provisions of Sections 188, 196 and 197 of the Act, if any Director, being willing shall be called upon to perform extra services (which expression shall include work done by a Director as a Member of any Committee formed by the Directors or in relation to signing share certificate) or to make special exertions in going or rasiding or residing out of his usual place of residence or otherwise for any of the purposes of the Company, the Company may remanerate the Director so doing either by a fixed sum or otherwise as may be determined by the Board of Directors, and such remaneration may be either in addition to or in substitution for his share in the remaneration herein provided.
	Subject to the provisions of the Act, a Director who is neither in the whole time employment nor a Managing Director may be paid remoneration either i) by way of monthly, quarterly or annual payment with the approval of the Central Government; or ii) by way of commission if the Company by a Special Resolution authorised such payment.





Title of Article	Article Number and contents
Travelling expenses incurred by Directors on Company's business	The Board of Directors may subject to the limitations provided by the Act allow and pay to any Director who attends a meeting of the Board of Directors or any Committee thereof or General Meeting of the Company or in connection with the business of the Company at a place other than his usual place of residence, for the purpose of attending a Meeting such sum as the Board may consider fair compensation for travelling, hotel, and other incidental expenses properly incurred by him in addition to his fees for attending such Meeting as above specified.
Director may act notwithstanding vacancy	156. The continuing Director or Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the quorum fixed by these Articles for a meeting of the Board, the Director or Directors may act for the purpose of increasing the number of Directors or that fixed for the quorum or for summoning a General Meeting of the Company but for no other purposes.
Board resolution necessary for certain contracts	(1) Subject to the provisions of Section 188 of the Act, except with the consent of the Board of Directors given by a resolution at a meeting of the Board, no company shall enter into any contract or arrangement with a related party with respect to— (a) sale, purchase or supply of any goods or materials; (b) selling or otherwise disposing of, or buying, property of any kind; (c) leasing of property of any kind; (d) availing or rendering of any services; (e) appointment of any agent for purchase or sale of goods, materials, services or property; (f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and (g) underwriting the subscription of any securities or derivatives thereof, or the company; PROVIDED THAT no member of the company shall vote on such resolution, to approve any contract or arrangement which may be enteres into by the company, if such member is a related party. Provided also that nothing in this sub-section shall apply to any transactions entered into by the company in its ordinary course of business other than transactions which are not on an arm's length basis. Provided also that the requirement of passing the resolution under firs proviso shall not be applicable for transactions entered into between a holding company and its wholly owned subsidiary whose accounts an consolidated with such holding company and placed before the sharcholder at the general meeting for approval. (2) In case the paid up capital or transaction exceeds the limits prescribes under Rule 15 of Companies (Meetings of Board and its Powers) Rules 2014, the contracts or arrangements with respect to that given under clause (1) shall be entered with prior approval of the company by a resolution. (3) Every contract or arrangements on entered into shall be referred to in the Board's report to the shareholders along with the justification for entering into such contract or arrangements.





Title of Article	Article Number and contents
	(4) Where any contract or arrangement is emered into by a director or any other employee, without obtaining the consect of the Board or approval by a resolution in the general meeting under clause (1) or clause (2) as the case may be, and if it is not ratified by the Board or, as the case may be, by the shareholders at a meeting within three months from the date on which such contract or arrangement was entered into, such contract or arrangement shall be wiidable at the option of the Board or, as the case may be, of the shareholders and if the contract or arrangement is with a related party to any director, or is authorised by any other director, the directors concerned shall indemnify the company against any loss incurred by it.
Disclosure to the Members of Directors' interest in contract appointing Managers, Managing Director or Wholetime	When the Company: (a) enters into a contract for the appointment of a Managing Director or Wholetime Director in which contract any Director of the Company is whether directly or indirectly, concerned or interested; or (b) varies any such contract already in existence and in which a Director is concerned or interested as aforesaid, the provisions of Section 190 of the Act shall be complied with.
Directors Disclosure of interest of Directors	(a) (1) A director shall at the first overling of the Board in which he puricipates at a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals which shall include the shareholding. (2) Every director of a company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into— (a) with a body corporate in which such director or such director in association with any other director, holds more than two per cent, shareholding of that body corporate, or is a promoter, manager, Chief Executive Officer of that body corporate, or (b) with a firm or other entity in which, such director is a partner, owner or member; as the case may be, shall disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not
	PROVIDED THAT where a director who is not so concerned or interested at the time of entering into such contract or arrangement, he shall, if he becomes concerned or interested after the contract or arrangement is enterest into, disclose his concern or interest forthwith when he becomes concerned or interested or at the first insecting of the Board held after he becomes so concerned or interested. (3) A contract or arrangement entered into by the company without disclosure under clause (2) or with participation by a director who is concerned or interested in any way, directly or indirectly, in the contract of arrangement, shall be voidable at the option of the company.

Title of Article	Article Number and contents
Directors and Managing Director may contract with Company	Subject to the provisions of the Act the Directors (including a Managing Director and Whole time Director) shall not be disqualified by reason of his or their office as such from bolding office under the Company or from contracting with the Company either as vendor, purchaser, lender, agent, broker, lessor or lessee or otherwise, nor shall any such contract or any contracts or arrangement entered into by or on behalf of the Company with any Director or with any company or partisership of or in which any Director shall be a member or otherwise interested be avoided nor shall my Director to contracting be liable to account to the Company for any profit realized by such contract or arrangement by reason only of such Director holding that office or of the fiducinry relation thereby established, but it is declared that the nature of his interest shall be disclosed as provided by Section 184 of the Act and in this respect all the provisions of Section 189 of the Act shall be duly observed and complied with.
Disqualification of the Director	A person shall not be capable of being appointed Director of the Company (f). (a)he has been found to be of unsound mind and stands so declared by a competent court; (b) he is an undischarged insolvent; (c) be has applied to be adjudged as insolvent and his application is pending; (d) he has been convicted by a Court of any offence involving moral turpitude sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed form the date of expiry of the sentence; Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company; (c) he has not posd any call in respect af Shares of the Company held by him whether alone or jointly with others and six months have lapsed from the last day fixed for the payment of the call; or (f) an order disqualifying him for appointment as a director has been passed by a court or Tribunal and the order is in force; (g) he has not complied with sub-section (3) of section 152. (h) he has not complied with sub-section (3) of section 152. (i) he is or has been a director of a company which has fuiled to repay the deposits accepted by it or pay interest thereon or to redeem any debouture on the due date or pay interest thereon or to redeem any debouture on the due date or pay interest thereon or to redeem any debouture on the due date or pay interest the thereon or pay any dividend declared and such failings to pay or redeem continues for one year or more, shall be eligible to be re-appointed as a director of that company or appointed in other company fulls to do so. Provided that where a person is appointed as a director of a company which is in default of clause (i) or clause (j), he shall not uncur the disqualification for a period of six months from the date of his appointment.



Title of Article	Article Number and contents
* 10 201	162.
Vacation of office by Directors	The office of Director shall become vacant if:-
	(a) he incurs any disqualification as provided in Article 161.
	Provided that where he incurs disqualification under clause (i) and (j) of Article 161, the office of the director shall become vacant in all the companies, other than the company which is in default under those sub-clauses; or
	(b) he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board, or
	(c) he acts in contravention of the previsions of Article 159 relating to entering into contracts or arrangements in which he is directly or indirectly interested
	(d) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of Article 159; or
	(e) he becomes disqualified by an order of the Court or the Tribunal;
	or
	(f) he is convicted by a court of any offence, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six morals.
	Provided that the office shall not be vacated by the director in case of orders referred to in classes (c) and (f)
	(i) for thirty days from the date of conviction or order of disqualification; (ii) where an appeal or petition is preferred within thirty days as aforesaid against the conviction resulting in sentence or order, until expiry of seven days from the date on which such appeal or petition is disposed of, or (iii) where any further appeal or petition is preferred against order or sentence within seven days, until such further appeal or petition is disposed of.
	tor
	(g) he is removed in pursuance of the provisions of the Act.
	(h) he, having been appointed a director by virtue of his holding any office or other employment in the holding, subsidiary company, associate company, coases to hold such office or other employment in that company, or
183	TANAMATALA NA

Title of Article	Article Number and contents
Control of the Contro	(a) The Company may subject to the provisions of
Directors	Section 169 and other applicable provisions of the Act and these Articles by Ordinary Resolution remove any Director not being a Director appointed by the Central Government in pursuance of Section 242 of the Act before the expiry of his period of office, after giving a reasonable opportunity of being
	heard. Provided that an independent director re-appointed for second term unde sub-section (10) of section 149 shall be removed by the company only by passing a special resolution and after giving him a reasonable opportunity of
	being heard: Provided further that nothing contained in this sub-section shall apply when the company has availed itself of the option given to it under section 163 t appoint not less than two thirds of the total number of directors according t the principle of proportional representation.
	(b) Special Notice
	shall be required of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the Meeting at which he is removed.
	(c) On receipt of notice of a resolution to remove a Director under this Article; the Company shall forthwith send a copy; thereof to the Director concerned and the Director (whether or not be is a
	Member of a Company) shall be entitled to be heard on the resolution at the Meeting.
	(d) where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations in writing to the Company (not exceeding reasonable
	length) and requests their notification to Members of the Company, the Company shall, unless the representations are received
	by it too late for it to do so: (i) in the notice of the resolution given to the Members of the Company state the fact of the representations having been made, and
	(ii) send a copy of the representations to every Member of the Company to whom notice of the Meeting is sent (before or after the
	representations are received by the Company) and if a copy of the representations is not sent as aforesaid because they were received too late; or because of the Company's default, the Director may (without prejudice to his right to be heard erally) require that the representation shall be read
	out at the Meeting; provided that copies of the representation need not be sent or read out at the Meeting if on the application, either of the Company or of any other person who claims to be aggriceed, the
	I ribunal is satisfied that the rights concerned by this sub-clause are being abused to secure needless publicity for defamatory matter.
	(e) A vacancy created by the removal of the Director under this Article may, if he had been appointed by the Company in General Meeting or by the Board, in purmance of Article 153 or Section
	161 of the Act be filled by the appointment of another Director in his place by the Meeting at which he is removed, provided special



Title of Article	Article Number and contents
Interested Directors not to participate or vote in Board's proceedings	notice of the intended appointment has been given under Article 162 hereof. A Director so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforesaid. (f) If the vacancy is not filled under sub-clause(x), it may be filled as a casual vacancy in accordance with the provisions, in so far as they are applicable, of Article 152 or Section 161 of the Act, and all the provisions of that Article and Section shall apply accordingly (g) A Director who was removed from office under this Article shall not be re-appointed as a Director by the Board of Directors. (h) Nothing contained in this Article shall be taken: (ii) as depriving a person removed hereunder of any compensation or damages payable to him in respect of the termination of his appointment as Director, or (iii) as derogating from any power to remove a Director which may exist apart from this Article. 165. No Director shall as a Director take part in the discussion of or vote on any contract, arrangement or proceedings entered into or to be entered into by or on behalf of the Company, if he is in any way, whether directly or indirectly, concerned or interested in such contract or arrangement, nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or voting, and if he does vote, his vote shall be void, Provided however, that nothing herein contained shall apply toe- (ii) any contract of indomnity against any loss which the Directors, or any one or more of them, may suffer by reason of becoming or being sureties or a surety for the Company; (b) any contract or arrangement entered into or to be entered into with a public company or a private company which in a subsidiary of a public company in which the interest of the Director consists solely; (ii) in his being: (a) a director of sech company; and (b) the holder of not more than shares of such number of value therein as is requisite to qualify him for appulsament as a director, hereof,
Director may be director of companies	having been nominated as director by the Company, or (ii) in his being a member holding not more than two percent of its paid-up share capital. 166. A Director may be or become a director of any company promoted by the Company, or in which it may be interested as a vendor, shareholder, or otherwise and no such Director shall be accountable for any benefit received
promoted by the Company	as director or shareholder of such company except in so far Section 197(14) or Section 188 of the Act may be applicable.
Appointment of Sole Selling Agents	167. a) The appointment, re-appointment and extension of the term of a sole selling agent, shall be regulated in accordance with the provisions of Section 188 of the Act and any Rules or Notifications issued by the competent authority in accordance with that Section and the Directors and/or the Company in General Meeting may make the appointment, re-appointment or extension of the term of office in accordance with and subject to the provisions of the said Section and such rules or notifications, if any, as may be applicable.

Title of Article	Article Number and contents
	b) The payment of any compensation to a sole selling agent shall be subject to the provisions of Section 188 of the Act.

ROTATION AND APPOINTMENT OF DIRECTORS

Title of Article	Article Number and contents
Rotation of Directors	whose period of the office is liable to termination by retirement by rotation and (b) save as otherwise expressly provided in the Articles be appointed by the Company in General Meeting.
Retirement of Directors	169. Subject to the provisions of Articles 147 and 149, the non-retiring Directors should be appointed by the Board for such period or periods as it may in its discretion deem appropriate.
Retiring Directors	Subject to the provisions of Section 152 of the Act and Articles 145 to 152, at every Annual General Meeting of the Company, one-third or such of the Directors for the time being as are liable to retire by rotation; or if their number is not three or a multiple of three the number nearest to one-third shall retire from office. The Debenture Directors, Nominee Directors, Corporation Directors, Managing Directors if any, subject to Article 183, shall not be taken into account in determining the number of Directors to retire by rotation. In these Articles a "Retiring Director" means a Director retaring by rotation.
Appointment of Technical or Executive Directors	a) The Board of Directors shall have the right from time to time to appoint any person or persons as Technical Director or Executive Director's and remove any such persons from time to time without assigning any reason whatsoever. A Technical Director or Executive Director shall not be required to hold any qualification shares and shall not be entitled to vote at any meeting of the Board of Directors. b) Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting is vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place be it appointed would have held office if it had not been vacaned as aforesaid.
Ascertainment of Directors retiring by rotation and filling of vacancies	Subject to Section 174 of the Act, the Directors retiring by rotation under Article 173 at every Annual General Meeting shall be those, who have been longest in office since their last appointment, but as between those who because Directors on the same day, those who are to retire shall in default of and subject to any agreement amongst themselves be determined by the lot.
Eligibility for re-election	A retiring Director shall be eligible for re-election and shall act as a Director throughout and till the conclusion of the Meeting at which be retires.



Title of Article	Article Number and contents
Company to fill vacancies	174. Subject to Sections 149 and 188 of the Act, the Company at the General Meeting, at which a Director retires in manner aforesaid, may fill up the vacancy by appointing the retiring Director or some other person thereto.
Provision in default of appointment	(ii) the retiring Director has been put to the Meeting a resolution for the re-appointment of such Director has been put to the Meeting and lost. (iii) the retiring Director has been put to the Meeting and lost. (iii) the retiring Director has been put to the Meeting and lost. (iii) the retiring Director has been put to the Meeting and lost. (iii) the retiring Director has been put to the Meeting and lost. (iii) the retiring Director has been put to the Meeting and lost. (iii) the retiring Director has been put to the Meeting and lost. (iii) the retiring Director has been put to the Meeting and lost. (iv) a resolution, whether Special or Ordinary is required for his appointment or re-appointment by virtue of any provisions of the Act, or (v) the provision of the section 162 of the Act is applicable to the case.
Company may increase or reduce the number of Directors or remove any Director	176. Subject to the provisions of Section 149, and152 of the Act, the Company may by Ordinary Resolution from time to time, increase or reduce the number of Directors and may after qualifications.
Appointment of Directors to be voted individually	 (a) No motion, at any General Meeting of the Company shall be made for the appointment of two or more persons as Directors of the Company by a single resolution unless a resolution that it shall be so made has been first agreed to by the Meeting without any vote being given against it. (b) A resolution moved in contravention of clause (a) hereof shall be void whether or not objection was taken at the time of its being so moved, provides where a resolution so moved has passed no provisions of the automatic reappointment of retiring Directors in default of another appointment as herein before provided shall apply. (c) For the purposes of this Article, a motion for approving a person't appointment, or for nominating a person for appointment, shall be treated as a motion for his appointment.
Notice of candidature for office of Directors except in certain cases	office of Director at any General Meeting unless he or some other Member intending to propose him has given at least fourteen days notice in writing

Title of Article	Article Number and contents
	getting elected as a Director.
	(2) The Company shall inform its Members of the candidature of the person for the office of Director or the intention, of a Member to propose such person as candidate for that office by serving individual notices on the Members not less than seven days before the Meeting provided that it shall not be necessary for the Company to serve individual notices upon the Members as aforeasid if the Company advertises such candidature or intention not less than seven days before the Meeting in at least two newspapers circulating in the place where the registered office of the Company is located of which one is published in the English language and the other in the regional language of that place.
	(3) Every person (other than Director retiring by rotation or otherwise a person who has left at the office of the Company a notice under Section 160 of the Act signifying his candidature for the office of a Director) proposed as a candidate for the office of a Director shall sign and file with the Company his consent in writing to act as a Director, if appointed.
	(4) A person other than a Director appointed after retirement by rotation or immediately on the expiry of his term of office, or an Additional or Alternate Director of a person filling a casual vacancy in the office of a Director under Section 149 of the Act appointed as a Director re-appointed as an additional or alternate Director immediately on the expiry of his term of office shall not act as a Director of the Company unless he has within thirty days of his appointment signed and filled with the Registrar his consent in writing to act as such Director.
Disclosure by Directors of their holdings of their Shares and debentures of the Company	179. Every Director shall give notice to the Company of such matters relating to himself as may be necessary for the purpose of enabling the Company to comply with the provisions of Section 170. Any such notice shall be given in writing and if it is not given at a meeting of the Board the person giving the notice shall take all reasonable steps to secure that it is brought up and read at the next meeting of the Board after it is given.
Votes of Body Corporate	A body corporate, whether a company within the meaning of the Act or not which is a member of the Company, may by resolution of its Board of Directors or other governing body, authorize such person as it thinks fit to act as in representative at any meeting of the Company or at any meeting of any class o members of the Company and the persons so authorized shall be entitled to exercise the same rights and power (including the right to vote by proxy) or behalf of the body corporate which he represents as that body could exercise a if it were an individual member of the Company and the production of a copy of the Minutes of such resolution certified by a Director or the Secretary of such body corporate as being a true copy of the Minutes of such resolution shall be accepted as sufficient evidence of the validity of the said representative's appointment and of his right to vote.





MANAGING DIRECTOR

Title of Article	Article Number and contents
Powers to appoint Managing Director	Subject to the provisions of Section 196, and 293, of the Act, the Board may, from time to time, appoint one or more Directors to be Managing Director or Managing Directors or Wholetime Directors of the Company, for a fixed term not exceeding five years as to the period for which he is or they are to hold such office, and may, from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places. (a) The Managing Director shall perform such functions and exercise such powers as are delegated to him by the Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013. (b) Subject to the provisions of Sections 152 of the Act and any contract between him and the company, the Managing Director shall be while he continues to hold that office, subjected to retirement by rotation.
Remuneration of Managing Director	182. Subject to the provisions of Sections 196, and197 of the Act, a Managing Director shall, in addition to any remuneration that might be payable to him as a Director of the Company under these Articles, receive such remuneration as may from time to time be approved by the Company.
Special position of Managing Director	183. Subject to any contract between him and the Company, a Managing or Wholetime Director shall not, while he continues to hold that office, be subject to retirement by rotation and he shall not be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire but (subject to the provision of any contract between him and the Company), he shall be subject to the same provisions as to resignation and removal as the Directors of the Company and shall, type facto and immediately, cease to be a Managing Director if he ceases to hold the office of Director from any cause.
Powers of Managing Director	184.
	The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Wholetime Director or Wholetime Directors of the Company and may exercise all the powers referred to in these Articles.
	186. Receipts signed by the Managing Director for any monics, goods or property received in the usual course of business of the Company or for any money, goods, or property lent to or belonging to the Company shall be an official discharge on behalf of and against the Company shall be an official discharge on behalf of and against the Company shall be an official discharge on behalf of and against the Company shall be an official discharge on behalf of and against the Company shall be an official discharge on behalf of and against the Company shall be an official discharge on behalf of and against the Company shall be an official discharge on behalf of and against the Company shall be an official discharge on behalf of and against the Company shall be an official discharge on behalf of and against the Company shall be an official discharge on behalf of and against the Company shall be an official discharge on behalf of an official discharge of the Company shall be an official discharge on behalf of an official discharge of the Company shall be a company shall be a company of the Company shall be a company of the Company shall be a company of the Company of t

Title of Article	Article Number and contents
	money, fands or property which in such receipts shall be acknowledged to be received and the persons paying such monies shall not be bound to see to the application or be answerable for any misapplication thereof. The Managing Director shall also have the power to sign and accept and endorse cheques on behalf of the Company.
	The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as he may think fit.
	188. Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remoneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.
Appointment and powers of Manager	The Board may, from time to time, appoint any Manager (under Section 2(53) of the Act) to manage the affairs of the Company. The Board may from time to time entrust to and confer upon a Manager such of the powers exercisable under these Articles by the Directors, as they may think fit, and may, confer such powers for such time and to be exercised for such objects and purposes, and upon such terms and conditions and with such restrictions as they think expedient.

WHOLE TIME DIRECTOR

Title of Article	Article Number and contents
Power to appoint Whole Time Director and/or Whole-time Directors	Subject to the provisions of the Act and of these Articles, the Board may from time to time with such sanction of the Central Government as may be required by law appoint one or more of its Directors or other persons as Whole-Time Directors or Whole-Time Directors of the Company out of the Directors/ persons nominated under Article only either for a fixed term that the Board may determine or permanently for life-time upon such terms and conditions as the Board may determine. The Board may by ordinary resolution and / or an agreement/s vest in such Whole-Time Director or Whole Time Directors such of the powers authorities and functions hereby vested in the Board generally as it thinks fit and such powers may be made exercisable and for such period or periods and upon such conditions and subject to such restrictions as may be determined or specified by the Board and the Board has the powers to revoke, withdraw, after or vary all or any of such powers and / or remove or dismiss him or them and appoint another or others in his or their place or places again out of the Directors / persons nominated under Article 191 only. The Whole Time Directors or Whole Time Directors will be emitted for removeration as may be fixed and determined by the Board from time to time either by way of an ordinary resolution or a contract's or an agreement's under sic terms not expressly prohibited by the Act.



Title of Article	Article Number and contents
To what provisions Whole time Directors shall subject	Whole Time Director or Whole Time Directors shall not, while he/they continue to hold that office, be liable to retirement by rotation but (vubject
Seniority of Whole Time Director and Managing Director	Directors is more than one, then who shall retire shall be determined by

PROCEEDINGS OF THE BOARD OF DIRECTORS

Title of Article	Article Number and contents
Meeting of Directors	The Directors may meet together as a Board for the dispatch of business from time to time, and unless the Central Government by virtue of the provisions of Section 173 of the Act allow otherwise, Directors shall so meet at least once in every one hundred and twenty days and atleast four such Meetings shall be held in every year. The Directors may adjourn and otherwise regulate their Meetings as they think fit. The provisions of this Article shall not be deemed to have been contravened merely by reason of the fact that the meeting of the Board which had been called in compliance with the terms of this Article could not be held for want of a quorum.
Quorum	(a) Subject to Section 174 of the Act the quorum for a meeting of the Board of Directors shall be one-third of its total strength (excluding Directors, it any, whose place may be vacant at the time and any fraction contained in that one third being rounded off as one) or two Directors whichever is higher PROVIDED that where at any time the number of interested Directors at any meeting exceeds or is equal to two-third of the Total Strength, the number of the remaining Directors that is to say, the number of remaining who are not interested) present at the Meeting being not less than two shall be the quorum during such time.
	(b) for the purpose of clause(a) (i) "Total Strength" means total strength of the Board of Directors of the Company determined in pursuance of the Act after deducting there from number of the Directors if any, whose places may be vacant at the time, and (ii) "Interested Directors" means any Directors whose presence cannot by reason of any provisions in the Act count for the purpose of forming a



Title of Article	Article Number and contents
	quorum at a meeting of the Board at the time of the discussion or vote on any matter.
Procedure when Meeting adjourned for want of quorum	194. If a meeting of the Board could not be held for want of quorum then, the Meeting shall automatically stand, adjourned till the same day in the next week, at the same time and place, or if that day is a public heliday, till the next succeeding day which is not a public heliday at the same time and place, unless otherwise adjourned to a specific date, time and place.
Chairman of Meeting	195. The Chairman of the Board of Directors shall be the Chairman of the meetings of Directors, provided that if the Chairman of the Board of Directors is not present within five minutes after the appointed time for holding the same, meeting of the Director shall choose one of their members to be Chairman of such Meeting.
Question at Board meeting how decided	196 Subject to the provisions of Section 203, 186(5) and of the Act, questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of any equality of votes, the Chairman shall have a second or casting vote.
Powers of Board meeting	A meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act, or the Articles for the time being of the Company which are vested in or exercisable by the Board of Directors generally.
Directors may appoint Committee	The Board of Directors may subject to the provisions of Section 179 and other relevant provisions of the Act, and of these Articles delegate any of the powers other than the powers to make calls and to issue debentures to such Committee or Committees and may from time to time revoke and discharge any such Committee of the Board, either wholly or in part and either as to the persons or purposes, but every Committee of the Board so formed shall in exercise of the powers so delegated conform to any regulation(s) that may from time to time be imposed on it by the Board of Directors. All acts done by any such Committee of the Board in conformity with such regulations and in fulfillment of the purpose of their appointments, but not otherwise, shall have the like force and effect, as iff done by the Board.
Meeting of the Committee how to be governed	the provinces of the provinces of the provinces of the provinces.
Circular resolution	200. (a) A resolution passed by circulation without a meeting of the Board or Committee of the Board appointed under Article 198 shall subject to the provisions of sub-clause (b) hereof and the Act, be as valid and effectual as the resolution duly passed at a meeting of Directors or of a Committee duly called are held. (b) A resolution shall be deemed to have been duly passed by the Board.



Title of Article	Article Number and contents
	or by a Committee thereof by circulation if the resolution has been circulated in draft together with necessary papers if any to all the Directors, or to all the members of the Committee, then in India (not being less in number than the quorum fixed for a meeting of the Board or Committee as the case may be) and to all other Directors or members of the Committee at their usual addresses in India or to such other addresses outside India a p e c i f i e d by any such Directors or members of the Committee and has been approved by such of the Directors or members of the Committee, as are then in India, or by a majority of such of them as are entitled to vote on the resolution.
Acts of Board or Committee valid notwithstanding defect in appointment	All acts done by any meeting of the Board or by a Committee of the Board or by my person acting as a Director shall, notwithstanding that it shall afterwards be discovered; that there was some defect in the appointment of one or more of such Directors or any person acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them is deemed to be terminated by virtue of any provision contained in the Act or in these Articles, be as valid as if every such person had been duly appointed and was qualified to be a Director, provided nothing in the Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.

POWERS OF THE BOARD

Title of Article	Article Number and contents
General powers of management vested in the Board of Directors	The Board may exercise all such powers of the Company and do all such acts and things as are not, by the Act, or any other Act or by the Memorandum or by the Articles of the Company required to be exercised by the Company in General Meeting, subject nevertheless to these Articles, to the provisions of the Act, or any other Act and to such regulations being not inconsistent with the aforexaid Articles, as may be prescribed by the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
	Provided that the Board shall not, except with the consent of the Company in General Meeting:- (a) sell, lease or otherwise dispose of the whole, or substantially the whole of the undertaking of the Company, or where the Company owns more than one undertaking of the whole, or substantially the whole, of any suclustertaking:
	 (b) to invest otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgumation. (c) borrow monics where the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loan obtained from the Company's bankers in the ordinary course of business will exceed the aggregate of the paid-up capital of the Company, its free reserves that is to say, reserves not set apart for any specific purpose an securities premium; (d) to remit, or give time for the repayment of, any debt due from director.

Title of Article	Article Number and contents
***************	203.
Certain powers to be exercised by the Board only at Meetings	(1) Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at the meeting of the Board;
	(a) the power to make calls, on shareholders in respect of money unpaid on their Shares,
	(b) the power to authorize buy buck of securities.
	(c) the power to issue securities, including Debentures, whether in outside India,
	(d) the power to borrow monies,
	(c) the power to invest the funds of the Company, and
	 (f) the power to grant loans, or give guarantee or provide security is respect of loans,
	(g) to approve financial statement and the Board's report;
	(h) to diversify the business of the company;
	(i) to approve amalgamation, sucreer or reconstruction;
	(j) to take over a company or acquire a controlling or substantial stake is another company
	(k) to make political contributions
	(i) to appoint or remove key managerial personnel (KMP)
	(m) to appoint internal auditors and secretarial auditor;
	Provided that the Board may, by resolution passed at a Meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company or in the case of a branch office of the company, the powers specified in sub-clause (d) (e) and (f) to the extent specified below:





Title of Article	Article Number and contents
Title of Article Certain powers of the Bourd	Article Number and contents 204. Without prejudice to the general powers conferred by the fast preceding Article and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the last preceding Article, it is bereby declared that the Directors shall have the following powers, that is to say, power: 1. To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment an registration of the Company. 2. To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act. 3. Subject to Section 179 and 188 and other provisions applicable of the Act to purchase or otherwise acquire for the Company any property, right or privileges which the Company is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquiration to accept such title as the Directors may believe or may be advised to be reasonably satisfactory. 4. At their discretion and subject to the provisions of the Act to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially in each or in share, bonds, debentures, mortgages, or otherwise socurities of the Company, and any such Shares may be issued either as fully paid-up or with such amount credited as paid-up thereon as may be agreed upon and any such Shares may be issued either as fully paid-up or with such amount credited as paid-up thereon as may be agreed upon and any such Shares may be issued either as fully paid-up or with such amount as a shall be agreed. 5. To secure the fulfillment of any contracts or engagement entered into by the Company and its uncalled capital for the time being or in such manner as they may think fit. 6. To accept from any Member, as far as may be permissible by law





Title of Article	Article Number and contents
Title of Article	companies. 10. To make and give receipts, releases and other discharges for monies payable to the Company and for the claims and demands of the Company. 11. Subject to the provisions of Sections 179, 185, and 186 and all other applicable provisions of the Act, to invest and deal with any montes of the Company not immediately required for the purpose thereof upon such security (not being Shares of this Company), or without security and in such manner as they may think fit and from time to time vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name. 12. To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or streety, for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit, and any such mortgage may contain a power of sale and such other powers, provisions, coverants and agreements as shall be agreed upon. 13. To open bank account and to determine from time to time who shall be critiled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose. 14. To distribute by way of bonus amongst the staff of the Company a Share or Shares in the profits of the Company and to give to any, Director, officer or other person employed by the Company a commission on the profits of the Company and to give to any, Director, officer or other person employed by the Company and families or the dependents or commission as a part of the working expenses of the Company. 15. To provide for the weifare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to provide other associations, institutions, funds
	otherwise to assist or to guarantee money to charitable, benevotent, religious, scientific, national or other institutions or object which

Title of Article | Article Number and contents

Company and for such other purposes (including the purpose referred to in the proceding clause), as the Board may in their absolute discretion, think conducive to the interest of the Company and subject to Section 179 of the Act, to invest several sums so set aside or so much thereof as required to be invested, upon such investments (other than Shares of the Company) as they may think fit, and from time to time to deal with and vary such investments and dispuse of and apply and expend all or any such part thereof for the benefit of the Company, in such a manner and for such purposes as the Board in their absolute discretion, think conducive to the interest of the Company notwithstanding that the matters to which the Board apply or upon which they expend the same or any part thereof or upon which the capital monies of the Company might rightly be applied or expended; and to divide the general reserve or reserve fund into such special funds as the Board may think fit with full power to transfer the whole or any portion of reserve fund or division of a reserve fund and with full power to employ the assets constituting all or any of the above funds, including the depreciation fund, in the business of the Company or in the purchase or repayment of redeemable preference shares or debentures or debenture stock, and without being bound to keep the same separate from the other useets and without being bound to pay interest on the same with power however, to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Hoard may think

17. To appoint, and at their discretion, remove or suspend, such general managers, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisors, research workers, fabourers, clerks, agents and servents for permanent, temperary or special services as they may from time to time think fit and to determine their powers and duties, and fix their salaries or emplanents or remuneration, and to require security in such instances and of such amount as they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think and the provisions contained in the four next following sub-clauses shall be without prejudice to the general powers conferred by this sub-

18. To appoint or authorize appointment of officers, clerks and servants for permanent or temporary or special services as the Board may from time to time think fit and to determine their powers and duties and to fix their salaries and emoluments and to require securities in such instances and of such amounts as the Board may think fit and to remove or suspend any such officers, clerks and servants. Provided further that the Board may delegate matters relating to allocation of duties, functions, reporting etc. of such persons to the Managing Director or Manager.

19. From time to time and at any time to establish any local Board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any person to be members of such local Boards, and to fix their remaneration or salaries or emplaneous.



Title of Article	Article Admost and Contents
	20. Subject to Section 179 of the Act, from time to time and at any time to delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Board, other than their power to make calls or to make loans or borrow money, and to authorise the members for the time being of any such local Board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such
	conditions as the Board may think fit, and Board may at any time remove any person so appointed, and may annul or vary any such
	delegation. 21. At any time and from time to time by Power of Attorney under the Seal of the Company, to appoint any person or person to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and subject to the provisions of Section 179 of the Act) and for such period and subject to such conditions as the Board may from time to time think fit; and any such appointment may (if the Board
	thinks fit) be made in favour of any company, or the shareholders, directors, nominces, or managers of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and such Power of Attorney may contain such powers for the protection or convenience of persons dealing with such Attorneys as the Roard may think fit, and may contain powers enabling any such delegates
	or attorneys as aforesaid to sub-delegate all or any of the powers authorities and discretions for the time being vested in them. 22. Subject to Sections 188 and other applicable provisions of the Act, for or in relation to any of the matters
	aforesaid or, otherwise for the purposes of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.
	23. From time to time to make, vary and repeal bye-laws for the regulations of the business of the Company, its officers and servants.
	24. To purchase or otherwise acquire any land, buildings, machinery, premises, hereditaments, property, effects, assets, rights, credits, royalties, business and goodwill of any joint stock company carrying on the husiness which the Company is authorized to carry on in any part of India.
	25. To purchase, take on lease, for any term or terms of years, or otherwise acquire any factories or any land or lands, with or without buildings and out-houses thereon, situated in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit and in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.
	26. To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as it may think proper all or any part of the buildings, machinery, goods, stores, produce and other movable property of the Company, either separately or

Title of Article | Article Number and contents





Title of Article	Article Number and contents
Title of Article	Article Number and contents co jointly, also to insure all or any portion of the goods, produce, machinery and other articles imported or exported-by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power. 27. To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how. 28. To sell from time to time any articles, materials, machinery, plants, stores and other articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products. 29. From time to time to extend the hutiness and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient. 30. To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate. 31. To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company, either absolutely or conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit. 33. To let, sell o

MANAGEMENT

Title of Article	Article Number and contents
Prohibition of simultaneous appointment of different categories of managerial	205. The Company shall not appoint or employ at the same time more than one of the following categories of managerial personnel namely: a) Managing Director and b) Manager



MINUTES

Title of Anicle	Article Number and continus
Minutes to be made	206. (1) The Company shall cause minutes of all proceedings of General Meeting and of all proceedings of every meeting of the Beard of Directors or every Committee thereof within thirty days of the conclusion of every such meeting concerned by making entries thereof in books kept for that purpose with their pages consecutively numbered. (2) Each page of every such books shall be initialed or signed and the last page of the record of proceedings of each Meeting in such books shall be dated and signed: (a) in the case of minutes of proceedings of a meeting of Board or of a Committee thereof by the Chairman of the said meeting or the Chairman of the next succeeding meeting. (b) in the case of minutes of proceeding of the General Meeting, by the Chairman of the said meeting within the aloresaid period of thirty days or in the event of the death or inability of that Chairman within that period by a Director duly authorized by the Board for the purpose.
Minutes to be evidence of the proceeds	207. (a) The nsinutes of proceedings of every General Meeting and of the proceedings of every meeting of the Board or every Committee kept in accordance with the provisions of Section 118 of the Act shall be evidence of the proceedings recorded therein.
Hooks of minutes of General Meeting to be kept	(b) The books containing the aforesaid minutes shall be kept at the Registered Office of the Company and be open to the impection of any Member without charge as provided in Section 119 of the Act and any Member shall be furnished with a copy of any minutes in accordance with the terms of that Section.
Presumptions	208. Where the minutes of the proceedings of any General Meeting of the Company or of any meeting of the Board or of a Committee of Directors have been kept in accordance with the provisions of Section 118 of the Act, until the contrary is proved, the meeting shall be deemed to have been duly called and held, all proceedings thereat to have been duly taken place and in particular all appointments of Directors or Liquidators made at the meeting shall be deemed to be valid.

THE SECRETARY

Title of Article	Article Number and contents
Secretary	The Directors may from time to time appoint, and at their discretion, remove any individual, (hereinafter called "the Secretary") to perform





Title of Article	Article Number and contents
	any functions, which by the Act are to be performed by the Secretary, and to execute any other ministerial or administrative duties, which may from time to time be assigned to the Secretary by the Directors. The Directors may also at any time appoint some person (who need not be the Secretary) to keep the registers required to be kept by the Company. The appointment of Secretary shall be made according to the provisions of the Act.
	210.
The Seal, its custody and and	(a) Scal
Company and one	The Board shall provide for the safe custody of the Seal.
	(b) Affixing of Seal on deeds and instruments
	The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of at least one director or the manager, if any, or of the secretary or such other person as the Board may appoint for the purpose, and such director or manager or the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.
	(c) Affixing of Seal on Share Certificates
	Notwithstanding anything contained in Clause (b) above, the Seal on Share Certificates shall be affixed in the presence of such persons as are authorised from time to time to sign the Share Certificates in accordance with the provisions of the Companies (Share Capital and Debentures) Rules in force for the time being.
	(d) Removal of Common Seal sutside the office premises
	The Board may authorize any person or persons to carry the Common Seal to any place outside the Registered Office for affixture and for return to safe custody to the Registered Office.

DIVIDENDS AND CAPITALISATION OF RESERVES

Title of Article	Article Number and contents
Division of profits	211. (a) Subject to the rights of persons, if any, entitled to Shares with special right as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the dividend is paid but if and so long as nothing is paid upon any of Share in the Company, dividends may be declared and paid according to the amounts of the Shares.



Title of Article	Article Number and contents
	(b) No amount paid or credited as paid on a Share in advance of calls shall be treated for the purpose of this Article as paid on the Shares.
The Company at General Meeting may declare dividend	The Company in General Meeting may declare dividends, to be paid to Members according to their respective rights and interest in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors. However, the Company may declare a smaller dividend than that recommended by the Board in General Meeting.
Dividends out of profits only	The Board may, before recommending any dividend, set uside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
Interim dividend	214. Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.
Debts may be deducted	215. (a) The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists. (b) The Board of Directors may retain the dividend payable upon Shares in respect of which any person is, under the Transmission Article, entitled to become a Member or which any person under that Article is entitled to transfer until such person shall become a Member or shall duly transfer the same.
Capital paid-up in advance to carry interest, not the right to earn dividend	216. Where the capital is paid in advance of the calls upon the focting that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to dividend or to participate in profits.
Dividends in proportion to amounts paid-up	217. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the dividend is paid, but if any Share is issued on terms provided that it shall rank for dividends as from a particular date such Share shall rank for dividend accordingly.
No Member to receive dividend while indebted to the Company and the	218. Ne Member shall be emitted to receive payment of any interest or dividend or bonus in respect of his Share or Shares, whilst any money may be due or owing from him to the Company in respect of such Share or Shares (or otherwise however either alone or jointly with any other person or persons)



Little of Article	Article Number and contents
Company's right in respect thereof	Member all such sums of money so due from him to the Company.
Effect of transfer of Shares	219. A transfer of Shares shall not pass the right to any dividend declared therein before the registration of the transfer.
Dividend to joint holders	220. Any one of several persons who are registered as joint helders of any Shares may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such Shares.
Dividend how remitted	The dividend, interest or monics payable in cash may be paid by electronic mode or cheque or warrant sent through post directly to registered address of the shareholder entitled to the payment of the dividend or in case of joint holders to the registered address of that one of the joint holders who is first named on the Register of Members or to such person and to such address as the holder or joint holders may in writing direct. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transit or for any dividend lost, to the Member or person entitled thereto by forged endorsement of any cheque or warrant or forged signature on any pay slip or receipt or the fraudulent recovery of the dividend by any other means.
Notice of dividend	Notice of the declaration of any dividend whether interim or otherwise shall be given to the registered holders of Shares in the manner herein provided.
Reserves	223. The Directors may, before recommending or declaring any dividend set aside out of the profits of the Company such sums as they think proper as reserve or reserves, which shall, at the discretion of the Directors, be applicable for meeting contingencies or for any other purposes to which the profits of the Company may be properly applied and pending such application, may at the like discretion, either be employed in the business of the Company or be invested in such investments (other than Shares of the Company) as the Directors may from time to time think fit.
Dividend to be paid within time required by law.	224. The Company shall pay the dividend, or send the warrant in respect thereof to the shareholders entitled to the payment of dividend, within such time as may be required by law from the date of the declaration unless:-
	(a) where the dividend could not be paid by reason of the operation of any law; or
	(b) where a shareholder has given directions regarding the payment of the dividend and those directions cannot be complied with, or (c) where there is dispute regarding the right to receive the dividend; or
	(d) where the dividend has been lawfully adjusted by the Company against any sum due to it from shareholder; or
	(e) where for any other reason, the failure to pay the dividend or to post



Title of Article	Article Number and contents
	the warrant within the period aforesaid was not due to any default on the part of the Company.
Unpuid or unclaimed dividend	Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration, to any shareholder entitled to the payment of dividend, the Company shall within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty days, to a special account to be opened by the Company in that behalf in any scheduled bank, to be called "Sah Polymers Limited (year) Unpaid Dividend Account".
	Any money transferred to the unpaid dividend account of a company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the company to the Fund known as Investor Education and Protection Fund established under Section 125 of the Act.
	No unclaimed or unpaid divided shall be forfeited by the Board.
Set-off of calls against dividends	Any General Meeting declaring a dividend may on the recommendation of the Directors make a call on the Members of such amount as the Meeting fixes but so that the call on each Member shall not exceed the dividend payable to hun, and so that the call be made payable at the same time as the dividend, and the dividend may, if so arranged between the Company and the Members, he set off against the calls.
Dividends in each	227.
Capitalisation	228. (1) The Company in General Meeting may, upon the recommendation of the Board, resolve: (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and
	(b) that such sum he accordingly set free for distribution in the manne specified in clause (2) amongst the Members who would have been entitled thereto, if distributed by way of dividend and in the same proportion.
	(2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in clause (3) either in or towards;
	(a) paying up any amount for the time being unpaid on any Shares held be such Members respectively, or (b) paying up in full unissued Shares of the Company to be allocated an distributed, credited as fully paid up, to and amongst Members in the proportion aforesaid, or
	(c) partly in the way specified in sub clause (a) and partly in that specific in sub-clause(b)

Title of Article	Article Number and contents
	(3) A security premium account, free reserves and capital redemption reserve account may, for the purpose of this Article, only be applied in the paying up of unissued Shares to be issued to Members of the Company as fully paid bonus shares.
Board to give effect	229. The Board shall give effect to the resolution passed by the Company in purmance of above Article.
Fractional certificates	(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall; (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid Shares and (b) Generally do all acts and things required to give effectibereto. (2)The Board shall have full power: (a) to make such provision by the issue of fractional cash certificate or by payment in cash or otherwise as it thinks fit, in the case of Shares becoming distributable in fractions, also (b) to authorise any person to enter, on behalf of all the Members entated thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further Shares to which they may be entitled upon such capitalisation or (as the case may require) for the payment by the Company on their behalf by the application thereof of the respective proportions of the profits resolved to be capitalised of the amounts remaining unpaid on their existing Shares. (3) Any agreement made under such authority shall be effective and binding on all such Members. (4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any question or difficulties that may arise in regard to my issue including distribution of new Shares and fractional certificates as they think fit.

ACCOUNTS

Title of Article	Article Number and Contents
Books to be kept	(1) The Company shall keep at its Registered Office proper books of account as would give a true and fair view of the state of affairs of the Company or its transactions with respect to:
	(a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place. (b) all sales and purchases of goods by the Company (c) the assets and liabilities of the Company and (d) if so required by the Central Government, such particular relating to utilisation of material or labour or to other items of cost as may be prescribed by the Government. Provided that all or any of the books of account aforesaid may be kept
	at such other place in India as the Board of Directors may decide and when the Board of Directors so decides the Company shall within seven

Title of Article	
Inspection by	Article Number and Contents days of the decision file with the Registrar a notice in writing giving the full address of that other place. (2)Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with the provisions of clause (1) if proper books of account relating to the transactions effected at the branch are kept at that office and proper summarised returns, made upto date at intervals of not more than three months, are sent by the branch office to the Company at its Registered Office or the other place referred to in sub-clause (1). The books of accounts and other hooks and papers shall be open to inspection by any Director during husiness hours. 232 No Members (not being a Director) shall have any right of inspecting any account books or documents of the Company except as allowed by law or authorised by the Board. 233
Statements of accounts to be furnished to General Meeting	The Board of Directors shall from time to time in accordance with Sections 129, and 134 of the Act, cause to be prepared and taid before each Annual General Meeting the financial statements of the Company for the financial year which shall be a date which shall not precede the day of the Meeting by more than six months or such extended period as shall have been granted by the Registrar under the provisions of the Act.
Right of Members or others to copies of balance sheet and Auditors' report and statement under Section 136	(1) The Company shall comply with the requirements of Section 136 of the Act. The copies of every financial statement, the Auditors' Report and every other document required to be laid before the Company in General Meeting shall be made available for inspection at the Registered Office of the Company during working hours for a period of 21 days before the Annual General Meeting. A statement containing the salient features of such documents in the prescribed form or copies of the documents aforesaid, as the Company may deem fit will be sent to every Member of the Company and to every trustee of the holders of any Debentures issued by the Company not less than 21 days before the date of the Meeting.
Accounts to be audited	235. Once at least in every year the accounts of the Company shall be examined, balanced and audited and the correctness of the Financial statements ascertained by one or more Auditor or Auditors.
Appointment of Auditors	236. (1) Auditors shall be appointed, the remuneration shall be fixed and the Lir qualifications, rights and duties regulated in accordance with Section 139 to 146 and 148 of the Act.
Accounts when audited and approved to be conclusive except as to errors discovered	237. Subject to provisions of the Act, Every account when audited and approved by a General Meeting shall be conclusive except as regard any errors discovered after the approval thereof. Whenever any such error is discovered, the account shall be corrected, and amendments effected by the Directors in pursuance of this Article and the provisions of the Act shall be placed before the Members in General Meeting for the consideration and approval and, on such approval, shall be conclusive.

DOCUMENTS AND NOTICES

Title of Article	Article Number and Contents
To whom documents must be served or given	238. Document or notice of every Meeting shall be served or given on or to (a) every Member (b) every person entitled to a Share in consequence of the death or insolvency of a Member and (c) the Auditor or Auditors for the time being of the Company, PROVIDED that when the notice of the Meeting is given by advertising the same in newspaper circulating in the neighborhood of the office of the
	Company, a statement of material facts under the Articles need not be annexed to the notice, as is required by that Article, but it shall merely be mentioned in the advertisement that the statement has been forwarded to the Members of the Company.
Members bound by documents or notices served on or given to previous bolders	239. Every person, who by operation of law, transfer or other means whatsoever, shall become entitled to any Share, shall be bound by every document or notice in respect of such Share, which prior to his name and address being entered in the Register of Members shall have been duly served on or given to the person from whom he derived, his title to such Share.
Service of documents on the Company	240. A document may be served on the Company or an officer thereof by sending it to the Company or officer at the Registered Office of the Company by post under a certificate of posting or by registered post or by leaving it at its Registered Office.
Authentication of documents and proceedings	241. Save as otherwise expressly provided in the Act, a document or proceedings requiring authentication by the Company may be signed by a Director, the Managing Director, or the Secretary or other authorised officer of the Company and need not be under the Seal of the Company.

REGISTERS AND DOCUMENTS

Title of Article	Article Number and Contents
Registers and documents to be maintained by the Company	The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules.



Title of Article	Article Number and Contents
Inspection of Registers	243. The registers mentioned in the foregoing Article and the minutes of all proceedings of General Meetings shall be open to inspection and extracts may be taken therefrom and copies thereof may be required by any Member of the Company in the same manner to the same extent and on payment of the same fees as prescribed under the Act and the Rules therein. Copies of entries in the registers mentioned in the foregoing Article shall be furnished to the persons entitled to the same on such days and during such business hours as may be constituted with the provisions of the Act in that behalf as determined by the Company in General Meeting, being working days other than Saturdays.

WINDING UP

Title of Article	Article Number and Contents
	244
Winding up of the company	Subject to the applicable provisions of the Act and the Rules made thereunder: (a) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not. (b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. (c) The fiquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any
Directors and	Hability.
others right to indemnity	 (a) Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses. (b) Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court. (c) The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them ogainst any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.



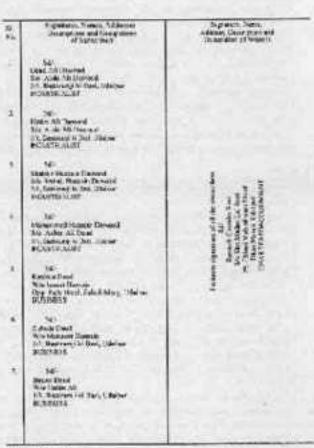
Title of Article	Article Number and Contents
Director, officer not responsible for acts of others	Subject to the provisions of Section 197 of the Act no Director, director, managing director, whole-time director, manager, company secretary, Auditor or other officer of the Company shall be liable for the acts, receipts, neglects, or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any less or expenses happening to the Company through the insufficiency or deficiency of the tifle to any property acquired by order of the Directors for and on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the monies of the Company shall be invested for any loss or damages arising from the insolvency or tortuous act of any person, firm or Company to or with whom any monies, securities or effects shall be entrusted or deposited or any loss occasioned by any error of judgment, omission, default or oversight on his part of for any other loss, damage, or misfortune whatever shall happen in relation to execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

SECRECY CLAUSE

Title of Article	Article Number and Contents
Secrecy Clause	Livery Director/Manager, Secretary, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or any other person employed in the business of the Contpany shall, if so required by the Board of Director, before entering upon his duties, sign a declaration pludging himself, to observe a strict secrecy respecting all transactions and affairs of the Company with the Company customers and the state of the accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in discharge of his duties except when required to do so by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.
Ne Member to enter the premises of the Company without permission	No Member or other person (not being a Director) shall be entitled to visit or inspect any property or premises of the Company without the permission of the Board of Directors or Managing Director, or to inquire discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret mystery of trade, secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the Company to disclose.

GENERAL POWER

Title of Article	Article Number and Contents
General Power	249. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions at have been permitted by the Act, without there being any specific Article in that behalf berein provided.



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Valuation Report

ON

FAIR EQUITY SHARE EXCHANGE RATIO

(STRICTLY PRIVATE AND CONFIDENTIAL)

PURSUANT TO THE SCHEME OF AMALGAMATION OF

Fibcorp Polyweave Private Limited (Transferor Company)

With

Salt Polymers Limited (Transferee Company)

Prepared by

MAHESH MANDOWARA (1881 Regd. Valuer-SFA)

Regn. Number: IBBI/RV/06/2020/13459

Contact: 9702799000

E-mail:-mmandowara@gmail.com

Page 1 of 10

Strictly Private & Confidential

To, Board of Directors, Sah Polymers Limited/Fibcorp Polyweve Private Limited E-260-261, Mewar Industrial Area, Madri, Udaipur-313003

Dear Sir/ Madam,

Sub: Recommendation of Share Exchange Ratio for the proposed amalgamation of Fibcorp Polyweave Private Limited (FPPL) with and into Sah Polymers Limited (SPL)

I refer to the engagement letters whereby, Sah Polymers Limited ('SPL')/Fibcorp Polyweave Private Limited('FPPL'), have engaged CA Mahesh Mandowara for recommendation of the Share Exchange Ratio for the proposed merger of Fibcorp Polyweave Private Limited ('FPPL') with and into SPL are together referred to as 'Companies'. CA Mahesh Mandowara has been hereafter referred to as 'Registered Valuer' or 'I' or 'me'.

SCOPE AND PURPOSE OF THIS REPORT

I understand that the management of the Companies ('Management') are contemplating merger of FPPL into SPL ('Transaction') pursuant to e Scheme of Merger ('Scheme') to be implemented under the provisions of section 230 to 232 and other applicable provisions of the Companies Act, 2013. In this regard, 1st April,2023 has been considered as the appointed date for the proposed Transaction. As a consideration for the merger, equity shareholders of FPPL would be issued equity shares of SPL. Share Exchange Ratio for this Report refers to the number of equity shares of face value of INR 10/- each of SPL, which would be issued to the shareholders of FPPL. Equity Shares held by SPL in FPPL will stand cancelled.

For the aforesaid purpose, the Client has engaged the Registered Valuer to submit report recommending share exchange ratio. The scope of my services is to conduct a relative (and not absolute) valuation of the equity shares of the Companies and recommending the Share Exchange Ratio in accordance with generally accepted professional standards.

SOURCE OF INFORMATION

My valuation analysis is undertaken based on the following information relating to the Business of the Company, furnished to me by the management of the Company and Information available in public domain.

I have been provided with the following documents/information by the Client

 a) Draft Scheme of Amalgamation u/s 230 to 232 and other applicable products of the Companies Act, 2013;

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- b) Audited financial statements of the Companies for the past 3 years as available in the public domain:
- c) The projected income statements and balance sheets of FPPL;
- d) Other relevant details regarding the Companies such as their history, their promoters, past and present activities, other relevant information and data including information in the public domain;
- e) Such other information and explanations as I required and which have been provided by the management of the Companies.

DATE OF VALUATION

The valuation is done as of 30th June 2023. The Cut-off date for all the exercises is taken as 22th September 2023.

BACKGROUND

SPL is a public listed company engaged in the business of marketing and manufacturing of the Flexible Intermediate bulk containers (FIBC). Flexible packaging and a DCA of the IOCL for their polymers business in respect of Udaipur region. The Company is in the business since 1998. The annual production capacity is 7200 MT.

Share Holding Pattern as on 30th June 2023

Sr. No.	Class of Shareholders	No. of shares held	% of total shareholding
1	Promoter & Promoter Group	15596000	60.46
2	Public	10200000	39.54
	Total	25796000	100.00

Corporate Information			
CIN	U24201RJ1992PLC006657		
Registration Number	006657		
Company Category	Company Limited by Shares		
Company Sub Category	Non-Govt Company		
Whether Listed or not	Listed		
Class of Company	Public		
Registered Address	E-260-261 MEWAR INDUSTRIAL AREA, MADRI UDAIPUR RJ 313003 IN		
Company Status (for e-filing)	Active		

Registered Valuer Report

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IBBURVION

FPPL is a private limited company engaged in the business of marketing and manufacturing of the Flexible Intermediate bulk containers (FIBC), Flexible packaging. The Company is in the business since 2017.

Share Holding Pattern as on 30th June, 2023

Sr. No.	Class of Shareholders	No. of shares held	% of total shareholding
	Promoter & Promoter Group	33884	51.01
2	Public	32546	48.99
	Total	66430	100.00

Corporate Information			
CIN	U17309RJ2017PTC058691		
Registration Number	058691		
Company Category	Company Limited by Shares		
Company Sub Category	Non-Govt Company		
Whether Listed or not	unlisted		
Class of Company	Private		
Registered Address	E 260-261, MEWAR INDUSTRIAL AREA MADRI UDAIPUR Udaipur RJ 313003 IN		
Company Status (for e-filing)	Active		



EXCLUSIONS AND LIMITATIONS

My report is subject to the scope limitations detailed in engagement letter dated 4th August 2023. As such, the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein.

No Investigation of the Companies' claims to title of assets has been made for the purpose of this valuation and their claim to such rights has been assumed to be valid.

No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature.

My work does not constitute certification of the historical financial statements including the working results of the Companies referred to in this report. Accordingly, I am unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report.

Valuation analysis and results are specific to the purpose of valuation and the valuation date mentioned in report as per the agreed terms of the engagement. It may not be valid or used for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity.

A valuation of this nature involves consideration of various factors including those impacted by prevailing stock market trends in general and industry trends in particulars. This report is issued on the understanding that the Client has drawn my attention to all the material information, which it is aware of concerning the financial position of the Company and any other matter, which have an impact on my opinion, on the fair value of shares of the Companies for the purpose of the proposed amalgamation, including any significant changes that have taken place or are likely to take place in the financial position of the Companies, after the report date. I have no responsibility to update this report for events and circumstances occurring after the date of the report.

During valuation, I was provided with both written and verbal information. I have evaluated the information provided to me by the Client through broad inquiry, analysis and review but have not carried a due diligence or audit of the information provided for the purpose of this engagement. I assume no responsibility for any errors in the above information furnished by the Client and consequential impact on the present exercise.

While valuation work has involved an analysis of financial information and accounting records, my engagement does not include an audit in accordance with generally accepted auditing standards of the client existing business records. Accordingly, I assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by and on behalf of the client.



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Valuer is not responsible for arithmetical inaccuracies/logical inconsistencies of any financial model or business plan or other information / data provided by the Corporate Debtor /Liquidator and used in connection with this Report. Also, valuer has been given to understand that it has not omitted any relevant and material factors and that it has checked out relevance or materiality of any specific information to the present exercise with us in case of any doubt. Valuer assumes no responsibility for any errors in the information furnished and their impact on the present exercise

The valuation of companies and businesses is not a precise science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value and I normally express my opinion on the value as falling within a likely range.

I am independent of the client/company and have no current or expected interest in the Company or its assets. The fee paid for my services in no way influenced the results of my analysis

my report is not, nor should it be construed as my opinion or certifying the compliance of the proposed amalgamation with the provisions of any law including companies, taxation and capital market laws or as regards any legal implications or issues arising from such proposed transaction. This report is prepared only in connection with the proposed amalgamation exclusively for the use of the Companies and for submission to any regulatory / statutory authority as may be required under the law. Valuer, nor its managers, employees, or agents of any of them, makes any representation or warranty, express or implied, as to the accuracy, reasonableness, or completeness of the information, based on which the valuation is carried out. All such parties expressly disclaim any and all liability for, or based on or relating to any such information contained in the valuation.

The information contained herein, and my report is confidential. Any person/ party intending to provide finance / Invest in the shares/I businesses of any of the Companies, shall do so, after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision. It is to be noted that any reproduction, copying or otherwise quoting of this report or any part thereof, other than in connection with the proposed amalgamation as aforesaid, can be done only with my prior permission in writing my report is meant for the purpose mentioned above and should not be used for any purpose other than the purpose mentioned therein



APPROACH TO VALUATION ENGAGEMENT

In connection with this exercise, I have adopted the following procedures to carry out the valuation:

- Discussion with the Management to understand the business and fundamental factors that affect its earning-generating capability including strength, weaknesses, opportunity and threats analysis and historical financial performance.
- Analysis of information shared by the Management.
- Analysis of Information related to the Companies and its peers as available in public domain.
- · Selection of appropriate internationally accepted valuation methodology/(ies) after deliberation
- Arriving at Valuation of Shares for the Proposed Transaction

VALUATION MEHTODOLOGY

The Scheme contemplates the Merger of FPPL into SPL. Arriving at the valuation of Shares of SPL, would require determining value of the business of SPL. The valuation is to be determined independently but on a relative basis, and without considering the Proposed Transaction. There are several commonly used and accepted methods for determining the valuation, which have been considered in the present case, to the extent and applicable, including:

- 1. Market Approach:
- 2. Income Approach: Discounted Cash Flow Method.
- 3. Cost Approach: Net Asset Value Method.

As discussed below for the Proposed Transaction I have considered these methods, to the extent relevant and applicable. This valuation could fluctuate with passage of time, changes in prevailing market conditions and prospects, industry performance and general business and economic conditions financials and otherwise, of the Companies, and other factors which generally influence the valuation of the companies and their assets.

I have relied on the judgement of the Management as regards contingent and other liabilities. The application of any method of valuation depends on the purpose for which the valuation is done. Although, different values may exist for different purpose, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. My choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature, regulatory guideline and my reasonable Judgement, in an independent and bona fide manner based on my previous experience of assignments. The Valuation methodologies as may be applicable which have been used to arrive at the value attributable to the equity shareholders of SPL is discussed hereunder:

Market Price (MP) Method:

The market price of an equity share as quoted on a stock Entitlement is normally considered as the value of the equity shares of that company where such quotations are available from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares.

In terms of Regulation 164 (1) of Part IV of Chapter V of the SEBI ICDR Regulations, if the equity shares of the issuer have been listed on a recognised stock exchange for a period of 90 days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following.

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 a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date;

 b) the 10 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date.

Since SPL is a listed Company and equity shares of SPL are traded on NSE and BSE over a reasonable period. I have considered Market Price method to determine the value of equity shares of SPL I understand that shares are frequently traded as per SEBI ICDR regulations. I have been informed by the Management of SPL that the board meeting of SPL is proposed to be scheduled on 25th September 2023. Hence the relevant date as per the SEBI ICDR regulations read with the SEBI Circular, for the purpose of culculation of the price per share of SPL for the proposed preferential issue of shares is 25th September 2023. I have considered the stock prices of SPL from NSE for calculating the fair market value of equity shares of SPL considering the volumes traded on NSE is higher than that in BSE.

Discounted Cash Flow (DCF) Method:

The discounted cash flow method has also been used to value the equity of the companies. The discounted cash flow method is a modern valuation method which relates the value of an asset to the present value of the expected future cash flows on that assets. Under this method the value of the business has been determined by the formula:

The value of equity is the value of the firm minus the value of the firm's debt:

Where, t = period 1 to n, FCFF = Expected free cash flow to firm in period n, WACC = Weighted Average Cost of Capital

The WACC of the FPPL has been calculated with a target Debt Equity ratio. The said target Debt Equity Ratio has been derived by averaging the Debt Equity Ratio of Industry Leaders. The terminal value has been estimated in the last year of forecast period and the present value of the same is added to present value of all the cash flows.

In my valuation model, I have considered EBITDA Multiple to arrive at the terminal value in case of FPPL.

Terminal Value: EBIDTA for Final Projected Year X EV Multiple of Industry Peers. In case of Net Assets

Method, the value is determined by dividing the Net Assets of the Company by the number of shares. The underlying asset approach represents the value with reference to the historical cost of the assets owned by the Company and attached liabilities as at the valuation date. Since the shares are valued on a "going concern" basis and an actual realization of operating assets are not contemplated; I have considered it appropriate not to determine the realizable or replacement value of the assets. The operating assets have therefore been considered at their book values.

RECOMMENDATION ON FAIR EXCHANGE RATIO

The fair basis of merger of the Companies would have to be determined after taking into consideration all the factors and methodologies mentioned hereinabove. Though different values have been arrived at, under each of the above approaches, for the purpose of recommending a ratio of exchange, it is necessary to arrive at a single value for the shares of each company.

It is however important to note that in doing so, I am not attempting to arrive at the absolute values of the shares of each Company. My exercise is to work out relative value of shares of the Companies to facilitate the determination of ratio of exchange. For this purpose, it is necessary to give appropriate weightage to the values arrived at under each approach.

Considering the fact that, after the merger, the business of SPL is intended to be continued on a "going concern" basis and that there is no intention to dispose-off the assets, further coupled with the fact that SPL being a listed entity, Market Approach is being considered appropriate. In case of FPPL income Approach is being considered appropriate and Cost Approach and market approach are not being considered appropriate for the valuation purpose.

Valuation approach		SPL		PPL
	Value per share	Weightage	Value per share	Weightage
Asset Approach - NAV Method*	NA	NA.	NA	NA .
Income Approach- DCF Method**	NA.	NA .	5236	100%
Market Approach	105.97	100%	NA	NA
Relative Value Per Share	105.97		5236	
Fair Exchange Ratio (rounded off)	494/10			

Registered Valuer Report

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^{*}Both the companies are assumed to continue business on "going concern basis", and there being no intention to dispose off the assets, therefore, I have not considered Asset Approach Method for the said transaction.

^{**}Business plan of SPL could not be provided by the Management of the Company being a forward price sensitive information, hence did not consider Income Approach Method for SPL valuable Co.

RATIO:

494 equity share of SPL of Rs. 10 each fully paid up for every 10 equity shares of FPPL of Rs. 100/- each fully paid up. The share exchange ratio has been arrived based on a relative valuation of the shares of the Companies based on the various methodologies explained herein earlier and various qualitative factors relevant to each of the company and the business dynamics and growth potential of the businesses of the Companies, having regard to information base, management representations and perceptions, key underlying assumptions, and limitations.

In the ultimate analysis, valuation will have to involve the exercise of Judicious discretion and judgement considering all the relevant factors. There will always be several factors, e.g. present and prospective competition; yield on comparable securities and market sentiments etc. which are not evident from the face of the balance sheets, but which will strongly influence the worth of a share. This concept is also recognized in various Judicial decisions.

FAIR EXCHANGE RATIO FOR MERGER OF FPPL into SPL

In the light of the above and on a consideration of all the relevant factors and circumstances as discussed, and outlined hereinabove referred to earlier in this report, In my opinion, a fair ratio of exchange in the event of merger of FPPL into SPL would be: 494 equity share of SPL of Rs. 10 each fully paid up for every 10 equity shares of FPPL of Rs. 100 each fully paid up.

Sincerely Yours,

Mahesh Mandowara

Registered Valuer-SFA

Regn. Number: IBBI/RV/06/2020/13459

UDIN: 23408134BGQPTM4019 Date: 25th September 2023

ADDENDUM TO VALUATION REPORT ON

FAIR EQUITY SHARE EXCHANGE RATIO

PURSUANT TO THE SCHEME OF AMALGAMATION OF Fibcorp Polyweave Private Limited (Transferor Company) With Sah Polymers Limited (Transferee Company)

Prepared by:

MAHESH MANDOWARA, Registered Valuer(SFA), IBBI REGISTER NO. IBBI/RV/06/2020/13459

95, H-Block, Sector-14, Udaipur – 313001 Phone – 9702799000 E-mail ID – mmandowara@gmail.com

1. APPOINTMENT

I refer to my Engagement letters dated 12th October, 2023 whereby M/s 5ah Polymers Limited ("SPL") and Fibcorp Polyweave Private Limited ("FPPL) appointed CA Mahesh Mandowara, Chartered Accountant and Registered Valuer, as Independent valuer to issue addendum to valuation report issued earlier on 25th September 2023.

2. BACKGROUND

The registered valuer has issued valuation report on 25th September 2023 on fair equity exchange ratio pursuant to the scheme of amalgamation of Fibcorp Polyweave Private Limited (FPPL) with Sah Polymers Limited.

Pursuant to queries raised by NSE and BSE, the Company has appointed the Registered Valuer to issue the addendum to valuation report earlier issued on 25th September 2023

3. LIMITATION AND DISCLAIMERS:

This Report is subject to the scope of limitations detailed hereinafter:

- 3.1. The financial information about the Company presented in this report is included solely for the purpose to arrive at value conclusion presented in this report, and it should not be used by anyone to obtain credit or for any other unintended purpose Because of the Limited Purpose as mentioned in the report, it may be incomplete and may contain departures from generally accepted accounting principle prevailing in the country.
- 3.2. As such the Report is to be read in totality and not in parts.
- The valuation is based on the information furnished to me being complete and accurate in all material respect.
- 3.4. I have relied on the written representations from the Management that the information contained in this report is materially accurate and complete in the manner of its portrayal and therefore forms a reliable basis for the valuation.
- 3.5. The information presented in this report does not reflect the outcome of any financial due diligence procedures. The reader is cautioned that the outcome of that process could change the information herein and, therefore, the valuation materially.
- 3.6. My scope of work does not enable me to accept responsibility for the accuracy and completeness of the information provided to us. I have, therefore, not performed any audit, review or examination of any of the historical or prospective information used and therefore, I do not express any opinion with regard to the same.

I have relied on the judgment made by the Management and, accordingly, the valuation does not consider the assumption of contingent liabilities materializing (other than those specified by the Management and the Auditors). If there were any omissions, inaccuracies or misrepresentations of the information provided by the Management, then this may have the effect on the valuation computations.

The Report is meant for the specific purpose mentioned herein and should not be

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- used for any purpose other than the purpose mentioned herein. The Report should not be copied or reproduced without obtaining my prior written approval for any purpose other than the purpose for which it is prepared.
- 3.9. No investigation of the Company's claim to the title of assets has been made for the purpose of this valuation and their claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature. The report is not, nor should it be construed, as my opining or certifying the compliance with the provisions of any law including company and taxation laws or as regards any legal, accounting or taxation implications or issues.
- 3.10. The valuation is based on the market conditions and the regulatory environment that existed at the Valuation Date. However, changes to the same in the future could impact the companies and the industry they operate in, which may impact the valuation.
- 3.11. I have no obligation to update this Report because of events or transactions occurring subsequent to the date of this Report.
- 3.12. I have not carried out any physical verification of the assets and liabilities of the Company and take no responsibility for the identification of such assets and liabilities.
- 3.13. I have not considered any additional impairment on fixed assets other than that already considered by Management, if any.
- 3.14. This Report does not look into the business/commercial reasons behind the proposed transaction nor the likely benefits arising out of it. Similarly, it does not address the relative merits of the proposed transaction as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available.
- 3.15. Readers of this report should be aware that business valuation is based on future earnings potential that may or may not be materialized. The actual results may vary from the projections given, and the variations may be material, which may change the overall value.
- 3.16. I acknowledge that I have no present or contemplated financial interest in the Company. My fees for this valuation are based upon my normal billing rates, and not contingent upon the results or the value or any other manner. I have no responsibility to modify this report for events and circumstances occurring subsequent to the date of this report.
- 3.17. I have relied upon the representation contained in the public and other documents in my possession concerning the value and useful condition of all assets or liabilities except as specifically stated to contrary in this report.
- 3.18. I have not attempted to confirm whether or not all assets of the business are free and clear of liens and encumbrances, or that the owner has good title to all the assets.
- 3.19. I have been informed by the management that there are no environmental or toxic contamination problems, any significant lawsuits, or any other undisclosed contingent liabilities which may potentially affect the Business, except as may be disclosed elsewhere in the report. I have assumed that no cost or expenses will be incurred in connection with such liabilities, except as explicitly stated in this report.

4. Income Approach Method for SPL valuation -

Pursuant to queries raised by NSE and BSE after filing of amalgamation scheme and data provided by the SPL afterwards, the Income approach method for Valuation of SPL has been discussed in the following paras

The Income Approach indicates the value of a business based on the value of the cash flows that a business is expected to generate in future. This approach is appropriate in most going concern situations as the worth of a business is generally a function of its ability to earn income/cash flow and to provide an appropriate return on investment.

Some of the common valuation methods under income approach are as follows:

- (a) Discounted Cash Flow (DCF) Method;
- (b) Relief from Royalty (RFR) Method:
- (c) Multi-Period Excess Earnings Method (MEEM):
- (d) With and Without Method (WWM); and
- (e) Option pricing models such as Black-Scholes-Merton formula or binomial (lattice) model.

Under income approach. Discounted Cash Flow (DCF) method is a commonly used methodology. P wherein present value of future expected economic benefits of an enterprise over life of the enterprise is estimated by using a discount rate based on their riskiness. For a going concern, life of the enterprise is typically assumed to be till perpetuity. Hence, cash flows beyond a discreet period are captured using a terminal value.

5. Discounted Cash Flow (DCF) Method -

DCF method uses future free cash flow projection and discounts them to arrive at a present value. It is widely used in investment finance, real estate development, corporate financial management and patent valuation. Under DCF, free cash flow to firm or free cash flow to Equity approach is used to arrive at a valuation of company.

Free cash flow to firm (FCFF): This indicates the fair value of the firm based on the value of the cash flows the business is expected to generate in the future. All future cash flows are estimated and discounted using cost of capital to give their present values. This is a measurement of the company's profitability after all expenses and reinvestment. It's the one of the benchmark's used to compare and analyses financial health.

Free cash flow to equity (FCFE): This indicates the fair value of the equity based on the -

value of the cash flows the business is expected to generate in the future. The method involves the estimation of post-tax cash flow to equity for a projection period after consideration of reinvestment in the terms of capital expenditure, incremental working capital and debt repayment. These cash flows are then discounted at cost of equity that reflects the risk of business.

TIME FRAME OF CASH FLOWS

A problem faced in valuing a business is its indefinite life, especially where the valuation is on a going concern basis. This problem could be tackled by separating the value of the business into two time periods viz. explicit forecast period (Primary period) and post explicit forecast period (terminal period). In such a case, the value of business will be value of free cash flows generated during the explicit forecast period and value of free cash flows generated during the post explicit forecast period. While projected free cash flows of the explicit forecast period can be prepared meticulously based on the business plan, the free cash flows of the post explicit forecast period could be estimated using an appropriate method.

In the present case, I have been provided with the projected working results for the next 5 years starting from 1st April. 2023 and ending 31st March 2029.

APPROPRIATE DISCOUNTING RATE

Under the DCF method the time value of money is recognized by applying a discount rate to the future free cash flows to arrive at their present value. This discount rate which is applied to the free cash flows should reflect the opportunity cost to all the capital providers (namely shareholders and creditors), weighted by their relative contribution to the total capital of the company/business. This is commonly referred to as the weighted average cost of capital (WACC). The opportunity cost to the capital provider equals the rate of return the capital provider expects to earn on other investments of equivalent risk. I have considered the WACC as discounting factor in DCF Valuation as the company in the future will be utilizing both debt and equity.

As regards the cost of equity, due regard must be given to the risk-free rate of return (Yield) available to investors, which is presently around 7.09% of 10-year Government of India Bonds as on the date of valuation, and the risk premium demanded by equity investors in stock markets historically has been around 4%-10% in India. Accordingly, the basic minimum return espected by equity investors company generally is considered at 10% - 20%. Apart from these factors it is also important to consider the industry and company specific risk factors. Keeping in view the various factors like non marketability

Mahesh Mandowara, Registered Valuer Addendum to Valuation Report(Private and Confidential)

of the shares on stock exchanges and restriction on the transferability of these shares (i.e. Liquidity), the cost of equity has been computed and the total expected return or cost of equity as on the date of valuation is 12.39%. Refer Annexure A for the computation of Cost of Equity.

It is difficult to assume exact timing of cash inflows and outflows during a year. Hence in calculating the discounting factor, it is assumed that on average the cash flows accrue at the end of the financial year.

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Fair Value via Fr	30-Jun- 23	31- Mar- 24	31- Mar- 25	31-		31- Mar- 28	(Rs in La 31- Mar- 29	
PBT	127	840	934	951	994	1,014	1,038	
Less: Tax Expense	-	138	174	188	209	209	220	
NOPAT	127	701	760	763	785	805	818	
Add: Depreciation	52	189	189	189	189	189	189	
Free Cash Flow Add/(Less) Change in Working Cap Add/(Less) Capital Expenditure	179	891 (828)	949 (291)	952 (141)	974 (245)	994 (546)	1,007 (699)	
FCFF	179	63	658	811	730	448	308	321
Discount Rate	11.92%	11.9 2%	11.92	11.92	11.92 %	11,92 %	11.92	11.92
Discount Factor	0.87	0.89	0.80	0.71	0.64	0.57	0.51	0.51
Present Value of FCFF	155	56	525	578	465	255	157	163

Present Value - Explicit Period	2,037	
Terminal Value	2,059	
Enterprise Value	4,096	Perpetual Growth Rate 41/4
Less: Debt	2.422	ESH MAA
Add: Cash Less: Related Party	2,177	France Service
Loan	0)	The state of the s
Not Free Cash flow to		191 369

Mahesh Mandowara, Registered Valuer Addendum to Valuation Report(Private and Confidential)

Value Per Share (Rs.)	14.93
Divide By: No. of ES	2,57,96,000
Equity	3,851

6. Cost Approach: Net Asset Value Method -

Pursuant to queries raised by NSE and BSE after filing of amaigamation scheme, the Net Asset Value has been discussed as below:

NAV method uses book value of the assets as at the valuation date. Further adjustments in NAV is required for market value of major assets to calculate the adjusted NAV. Adjusted NAV has been calculated based on the audited balance sheet as at 30th June 2023 as provided by the management of the Companies.

SAH POLY	MERS LIMITED	AND DESCRIPTION OF					
Calculation of Net Asset Value							
Based on Audited Balance Sheet as on 30th June 2023							
Particulars Rs in Lacs Rs in Lacs							
Share Capital	2579.60	PROGRAMMENT STATES					
Add : Reserve & Surplus	5872.68						
NET ASSET VALUE		8452.28					
Add:- Adustments		0					
ADJUSTED NET ASSET VALUE		8452.28					
No. of Equity Shares(Face Value@10)		2,57,96,000					
NAV Per Share (Rs.) Approx		32.77					

Fib	corp Polyweave Private Limited	THE LONG.
	Calculation of Net Asset Value	
Based on	Audited Balance Sheet as on 30	June 2023
Particulars	Rs in Lacs	Rt in Lacs
Share Capital	66.43	One -

Mahesh Mandowara, Registered Valuer Addendum to Valuation Report(Private and Confidential)

Add : Reserve & Surplus	555.94	
NET ASSET VALUE	622	37
Add:- Adustments		0
ADJUSTED NET ASSET VALUE	622	
No. of Equity Shares(Face Value即10)	664	
NAV Per Share (Rs.) Approx	936.	87

However, both the companies are assumed to continue business on "going concern basis", and there being no intention to dispose off the assets, therefore, I have not given any weightage of Asset Approach Method for the said transaction.

7. VALUATION DATE

The Valuation is done as of 30th June 2023.

8. VALUATION STANDARDS

The Report has been prepared in accordance with the Valuation Standards issued by ICAI and adopted by ICAI Registered Valuers Organisation.

9. CONCLUSION-

Based on the above, the value per share of SPI, as per as per the Income approach works out to Rs 14.93 per share as at 30th June 2023. However, attention may also be drawn to Regulation 158 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulation") which specifies that preferential issue of equity shares to shareholders of an unlisted entity pursuant to a National Company Law Tribunal approved scheme shall conform with the pricing provisions of preferential issue specified under Regulation 164 of the said regulations. Further, it may be noted that Regulation 164 specifies the base price for issue of shares on a preferential basis. In the Proposed Amalgamation unlisted entity FPPL is amalgamating with SPL, a listed entity. We have therefore, given due cognizance to the base price derived using the formula prescribed under ICDR Regulations after considering the fair value of 5PL while determining the swap ratio. Hence there is no impact on swap ratio determined earlier in the Valuation report dated 25th September 2023. Swap ratio has been reproduced herein below:

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Valuation approach	M	SPL	FPPL		
	Value per share	Weightage	Value per share	Weightage	
Asset Approach - NAV Method	32.77	NA	936.87	NA	
Income Approach- DCF Method	14.93	NA	5236	100%	
Market Approach	105.97	100%	NA	NA.	
Relative Value Per Share	105.97		5236		
Fair Exchange Ratio (rounded off)		49	94/10		

494 equity share of SPL of Rs. 10 each fully paid up for every 10 equity shares of FPPL of Rs. 100 each fully paid up

10. SOURCES OF INFORMATION

The Analysis is based on review of the business plan of the company provided by the Management and information relating to the sector as available in the public domain. Specifically, the Sources of information include:

- 10.1. Discussion with the Management
- 10.2. Audited financial statements of SLP and FPPL as at 30th June 2023
- 10.3. Financial Projections for 6 years from 1st April 2023 to 31st March 2029.

In addition to the above, I have also obtained such other information and explanation which were considered relevant for the purpose of the Analysis.

11. CAVEATS

Provision of valuation recommendation and consideration of the issue described herein are of my regular corporate advisory practice. The Service do not represent accounting assurance, financial due diligence review, consulting, transfer pricing of domestic international tax-related services that may otherwise be provided by me.

Quad 233

My review of the affairs of the Company and their books and accounts does not constitute an audit in accordance with Auditing Standards.

I have relied on explanations and information provided by the Management of the Company and accepted the information provided to me as accurate and complete in all respects. Although, I have reviewed such data for consistency and reasonableness, I have not independently investigated or otherwise verified the data provided.

Nothing has come to my attention to indicate the information provided had material misstatements or would not afford reasonable ground upon which to base the Report.

The report is based on the audited financials provided to me by the management of the company and thus the responsibility of assumption on which they are based is solely that of the Management of the Company.

The valuation worksheet prepared for the exercise is property of the CA Mahesh Mandowara, Register Valuer and cannot be shared. Any clarification on the working will be provided on request, prior to finalizing the Report, as per the terms of my engagement.

The scope of our work has been limited both in terms of the area of the business and operations which we have reviewed and the extent to which we have received them. The valuation Analysis contained herein is represent the value on the date is specifically stated in this Report. This report is issued on the understanding that the Management of the Company has drawn my attention to all matters of which they are aware, which may have an impact on my Report up to the date of signature. I have no responsibility to update this report for event and circumstances occurring after the date of this report.

I have no present or planned future interest in the Company and the fee for this Report is not contingent upon the values reported herein.

12. DISTRIBUTION OF REPORT -

The Analysis is confidential and has been prepared exclusively for M/s Sah Polymers Limited. It should not be used, reproduced or circulated to any other person or for any purpose other than as mentioned above, in whole or in part, without the prior written consent of the CA Mahesh Mandowara, Registered Valuer. Such Consent will only be given after full consideration of the circumstances at the time.

CA Mahesh Mandowara

Registered Valuer IBBI Registration No.

UDIN: 23408134BGQPUH8201

Place: Udaipur

Date: 18th October 2023

Annexure 1

Total

Computation of Cost of Equity using Capital Asset Pricing Model		
Risk Free Rate (10-Year Government Bonds) Add: Beta Adjusted Equity Risk Premium Market Equity Risk Premium Beta	8.65% 0.15	7.09% 1.30%
Add: Specific Company Risk Adjustment Cost of Equity	THE SAME IN	4,00%
COST OF EQUITY		

Computation of Market Equity Risk Premium		
Sensex Market Return Risk Free Rate	April 9 (100.00)	Jun-23 64,718.50 15.74%
Market Equity Risk Premium		8.65%
Street water benefits over		4:940

Computation of Risk Free Rate	
Particulars 10-Year Government Bonds	Rate
	7.09%
Computation of Company Specific Risk Premium	
Particulars Unsystematic Risk	Rate
Groyadriani, ruge	a nest

4.00%

4.00%





Annexure-5

Date: September 25, 2023

To. The Board of Directors, Fibcorp Polyweave Private Limited E-260-261, Mewar Industrial Area. Madri, Udaipur, Rajasthan - 313003

To. The Board of Directors, SAH Polymers Limited E-260-261, Mewar Industrial Area, Madri, Udaipur, Rajasthan - 313003

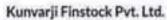
Dear Sir/Ma'am.

Subject: Fairness opinion on the fair share exchange ratio for the proposed amalgamation of Fibcorp Polyweave Private Limited with and into SAH **Polymers Limited**

We refer to our discussion undertaken with the Management of SAH Polymers Limited (hereinafter referred to as "SAH Polymers" or "Transferee Company") wherein the Management of SAH Polymers has appointed Kunvarji Finstock Private Limited, a Category I Merchant Banker registered with SEBI having Registration Number - INM000012564 (hereinafter referred to as "Kunvarji" or "We" or "Us" or "Our") vide engagement letter dated September 15, 2023 to provide a fairness opinion on the share exchange ratio for the proposed Amalgamation of Fibcorp Polyweave Private Limited (hereinafter referred to as "FPPL" or "Transferor Company") with and into SAH Polymers with effect from the Appointed Date as defined in the Scheme (hereinafter referred to as the "Proposed Amalgamation" or "Proposed Transaction") recommended by CA Mahesh Mandowara, Registered Valuer - Securities or Financial Assets (hereinafter referred to as the "Independent Valuer") vide report dated September 25, 2023.

Hereinafter the Management including the Board of Directors of SAH Polymers and FPPL shall collectively be referred to as the "Management"; Transferor Company and Transferee Company shall collectively be referred to as "Transacting Companies".

Please find enclosed our deliverables in the form of a report (the "Report"). This Report sets out the transaction overview, scope of work, background of the Transacting Companies. sources of information and our opinion on the share exchange ratio for the aforesaid proposed amalgamation recommended by the Independent Valuer.



Russ Rage Orofe 1 Zunyarji. B - Wing, Stodhivinayak Towers, OH, S.G. Road, Makurtia, Ahmedabad - 380 G51. Phone:+91 79 6666 9000 | mb@kunvarji.com Corporate Office: 1208-20, 12th Floor, Summit Business Bay, Opp. PVR Cinema, Near Western Express Highway - Metro Station, Andheri (E), Munisa, Maturastitra - 400093. CIN - UI 237 /11981 PTCXX8979 000860/2023

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This Report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

This Report has been issued only to facilitate the Proposed Amalgamation and should not be used for any other purpose.

For, Kunvarji Finstock Private Limited

Mr. Atul Chokshi

Director (DIN: 00929553)

Place: Ahmedabad





Kunvarji Finstock Pvt. Ltd.

Res**Page:2 ofci 2**Ksmvarji, B - Wing, Siddhivirsayak Towers, Off. S.G. Road, Makartia. Ahmedabad - 180 051. Phone:+91 79 6666 9000 | mb@ksmvarji.com Corporate Office: "1208-20, 12th Floor, Summit Business Bay, Opp. PVR Cinema. Near Western Express Highway - Metro Station: Andheri (E).

Mumbal, Mahacashtra - 400093. CIN - U623/8/11986PTC008979

000861/2023



FAIRNESS OPINION

IN THE NATURE OF IN THE NATURE OF PROPOSED AMALGAMATION OF FIBCORP POLYWEAVE PRIVATE LIMITED WITH AND INTO SAH POLYMERS LIMITED

STRICTLY PRIVATE AND CONFIDENTIAL

By

KUNVARJI Driven By Knowledge

Kunvarji Finstock Private Limited

SEBI Registered Category I Merchant Banker

(Registration Number - INM000012564)

Kunvarji, B-Wing, Siddhivinayak Towers, Nr. D.A.V. School,

Off. S. G. Road, Makarba, Ahmedabad-380051



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CIN - Un239 J1986FTC008979 000862/2023





BACKGROUND OF THE TRANSACTING COMPANIES

Fibcorp Polyweave Private Limited

Fibcorp Polyweave Private Limited is a private limited company bearing CIN U17309RJ2017PTC058691and was incorporated on July 31, 2017 under the Companies Act, 2013. The registered office of the Company is at E-260-261, Mewar Industrial Area, Madri, Udaipur, Rajasthan - 313003.

FPPL is engaged in the business of manufacturing of Flexible Intermediate Bulk containers (FIBC), HDPE/PP fabrics and sacks etc.

The equity shareholding pattern of FPPL as on the date of this report is as under:

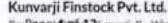
Sr. No.	Name of the Shareholder	No. of shares held (FV – INR 100 each)	Shareholding (%)
1.	Murtaza Ali Moti	28,046	42.22%
2	Fatima Moti	4,500	6.77%
3	SAH Polymers Limited	33,884	51.01%
	Total	66,430	100.00%

SAH Polymers holds 33,884 equity shares of INR 100/- each, fully paid-up, representing about 51.01% of the total paid-up share capital of the Transferor Company.

Note: We understand that upon the Scheme being effective, the equity shares of FPPL held by SAH Polymers shall stand cancelled and no shares shall be issued to that extent.

SAH Polymers Limited

SAH Polymers Limited is a public limited company bearing CIN U24201RJ1992PLC006657 and was incorporated on April 20, 1992 under the Companies Act, 1956. The registered office of the Company is E-260-261, Mewar Industrial Area, Madri, Udaipur, Rajasthan 313003.



RegRager 4 of 3 2 kmmr), B - Wing, Siddhiviruyak Towers, CR, S.G. Road, Makarba, Ahmedatud - 380 OS1, Phone:+91 79 6666 9000 | emilikunvarji com Corporate Office: *1208-20, 12th Froor, Summit Business Bay, Oup. PVR Cirema. Near Western Express Highway - Metro Station, Andheri (E), Miumbai, Maharashira: 400093.

CIN - U6294 O 11966 PTC008979
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SAH Polymers is engaged in manufacturing and selling of Polypropylene (PP)/ High Density Polyethylene (HDPE) FIBC Bags, Woven Sacks, HDPE/PP woven fabrics, woven polymer based products of different weight, sizes and colours as per customers specification. The Transferee Company offers vide range of bags of different sizes for varied applications. The Transferee Company is a Del Credere Associate cum Consignment Stockist (DCA/ CS) of Indian Oil Corporation Limited and also operates as Dealer Operated Polymer Warehouse (DOPW) of Indian Oil Corporation Limited for their polymer division business of Machine Tools, Air Engineering and Textile Machinery.

The equity shares of SAH Polymers are listed on the BSE Limited and National Stock Exchange of India Limited.

The summary of the equity shareholding pattern of SAH Polymers as on the date of this report is as under:

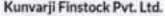
Sr. No.	Category of the Shareholder	No. of shares held (FV - INR 10 each)	
1	Promoter & Promoter Group	1,55,96,000	60.46%
2	Public	1,02,00,000	39.54%
	Total	2,57,96,000	100.00%

TRANSACTION OVERVIEW, RATIONALE OF THE SCHEME & SCOPE OF SERVICES

Transaction Overview

We understand that the Management of the Transacting Companies are contemplating a scheme of amalgamation, wherein they intend to merge FPPL with and into SAH Polymers in accordance with the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 with effect from the Appointed Date and in a manner provided in the draft scheme of amalgamation (hereinafter referred to as 'the Scheme').

As consideration for the proposed amalgamation, equity shareholders of FPPL would be issued equity shares of SAH Polymers to be issued for the aforesaid proposed amalgamation will be based on the share exchange ratio as determined by the Roard of



Regi**llage 5 lot 12** mvar)i, B - Wing Siddhivinayak Towms, Off. S.G. Road, Makacha. Ahmedabad - 380 051. Phone:+91 79 6666 9000 [mbi@kunvarji.com Corporate Office: *1208-20.12th Floor, Summit Business Buy, Opp. PVR Cinema. Near Western Express Highway - Metro Station, Andheri (E). Mumbui, Maharashtra - 400093. CIN - U6524911986PTC008979 000664/2023

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Directors based on the share exchange ratio report prepared by the independent Valuer appointed by them.

Further, as a part of the Scheme, the entire shareholding of the Transferee Company in the Transferor Company shall stand cancelled.

Rationale of the Scheme

The rationale of the proposed amalgamation as mentioned in the scheme and confirmed by the Management is to improve economies of scale of the consolidated entity's operational efficiency, simplification of the shareholding structure and reduction of shareholding tiers and thus the administrative cost, demonstration of promoter group's direct commitment to and engagement with the Transferee Company, greater focus of the management on the business and facilitate in creating enhanced value by allow a focused strategy in operations.

Scope of Services

Pursuant to the requirements of SEBI Operational Circular SEBI/HO/DDHS/DDHS DIVI/P/CIR/2022/0000000103 dated July 29, 2022 updated as on December 01, 2022 and SEBI Master Circular SEBI/HO/CFD/DILI/CIR/P/2021/0000000665 dated November 23, 2021 and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended from time to time, we have been requested by the Management to issue a fairness opinion in relation to the share exchange ratio for the proposed amalgamation.

In this regard, the Management has appointed Kunvarji Finstock Private Limited, a Category I Merchant Banker registered with SEBI having Registration Number – INM000012564 to provide a fairness opinion on the share exchange ratio for the proposed amalgamation recommended by the Independent Valuer vide report dated September 25, 2023.

Our scope of work only includes forming an opinion on the fairness of the recommendation of the Independent Valuer on the share exchange ratio arrived at for the Scheme and does not involve evaluating or opining on the fairness or economic rationale of the Scheme per se. This report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such, the Report is to be read in totality and not in path of conjunction with the relevant documents referred to herein.

Kunvarji Finstock Pvt. Ltd.

ResPage 6 of: 1 2 lumrarji. El - Wing, Sidohivirusyak Towers, Off. S.G. Road, Makarha, Ahmedahad – 380 051. Phone: +91 79 6666 9000 | mb@kurvarji.com Corporate Office: *1206-20. 12th Floor, Sommit Business Bay, Opp. PVR Creenz, Near Western Express Highway – Metro Station, Andheri (El. Mumbai, Maharashtru - 400093, CIN - U653145/11986PTC008979 000835/2023



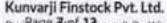


3. SOURCES OF INFORMATION

We have relied on the following information made available to us by the Management / obtained from the public domain for this report:

- Unaudited/Limited Reviewed Financial Statements of the Transacting Companies for the three months period ended June 30, 2023;
- Audited Financial Statements of Transacting Companies for the financial year ended March 31, 2023 and March 31, 2022;
- Shareholding pattern of Transacting Companies as at the report date;
- Financial projections of FPPL comprising of Balance Sheet and Profit & Loss Statement and material assumptions for the period 1st July 2023 to 31st March 2024 and for the financial years 2024-25 to 2027-28;
- Signed share exchange ratio report issued and prepared by CA Mahesh Mandowara,
 Registered Valuer Securities or Financial Assets vide report dated September 25, 2023.
- Copy of Draft Scheme of Amalgamation pursuant to which the proposed transaction is to be undertaken;
- Other relevant details of the Companies such as its history, past and present activities, future plans and prospects, and other relevant information; and
- Such other information, representations and explanations as required and provided by the Management.

The Management has been provided with the opportunity to review the draft fairness opinion report (excluding our fairness opinion on the share exchange ratio) as part of our standard practice to make sure that factual inaccuracy/omissions are avoided.



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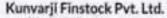
4. PROCEDURES ADOPTED

In connection with this exercise, we have adopted the following procedures to carry out the opinion:

- Discussion with the Management to understand the business and the fundamental factors
 that affect its earning generating capability of Transacting Companies including strength,
 weakness, opportunity and threat analysis and historical financial performance:
- Analysis of information shared by Management;
- Undertook Industry Analysis: Research publicly available market data including economic factors and industry trends that may impact the opinion;
- Requested and received financial and qualitative information and obtained data available in the public domain;
- Reviewed the draft scheme of amalgamation between the Transacting Companies pursuant to which the proposed transaction is to be undertaken;
- Reviewed the signed share exchange ratio report issued and prepared by CA Mahesh Mandowara, Registered Valuer – Securities or Financial Assets vide report dated September 25, 2023;
- Discussion with an Independent Valuer on such matters which we believed were necessary
 or appropriate for issuing this opinion.

5. LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

- The fairness opinion contained herein is not intended to represent a fairness opinion at any time other than the report date.
- We have no obligation to update this report. This Report, its contents and the results herein are specific to (i) the purpose of fairness opinion agreed upon as per the terms of our engagement; (ii) the Report Date; (iii) the draft scheme of amalgamation and (iv) other data) detailed in the Section 3 of this report "Sources of Information".



000866/2023

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- A fairness opinion of this nature is necessarily based on the prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect on and the information made available to us as of, the date hereof. Events occurring after the date hereof may affect this report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this report.
- The fairness opinion rendered in this Report only represents our opinion based upon information furnished by the Transacting Companies and gathered from the public domain (and analysis thereon) and the said opinion shall be considered to be in the nature of non-binding advice. Our fairness opinion should not be used for advising anybody to take a buy or sell decision for which specific opinion needs to be taken from expert advisors.
- We have not independently audited or otherwise verified the financial information provided to us. Accordingly, we do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in the financial statements. Also, with respect to explanations and information sought from the Management, we have been given to understand by the Management that they have not omitted any relevant and material factors about the Transacting Companies and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Our conclusion is based on the information given by/on behalf of the Transacting Companies. The Management has indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our fairness opinion.
- > It is understood that this opinion is solely for the benefit of confidential use by the Board of Directors of the Companies to facilitate Companies to comply with SEBI Operational Circular SEBI/HO/DDHS/DDHS DIVI/P/CIR/2022/0000000103 dated July 29, 2022, updated December 01. 2022 and SEB1 Master SEBI/HO/CFD/DILI/CIR/P/2021/0000000665 dated November 23, 2021 and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 as amended from time: disclosures to be made to relevant regulatory authorities including stock exchanges, SEBL National Company Law Tribunal or as required under applicable law and it shall not be valid for any other purpose. This opinion is only intended for the aforementioned specific. purpose and if it is used for any other purpose; we will not be liable for any consequences: thereof.

Kunvarji Finstock Pvt. Ltd.

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- The Report assumes that the Transacting Companies comply fully with relevant laws and regulations applicable in all its areas of operations, and that the Companies will be managed competently and responsibly. Further, this Report has not considered matters of a legal nature, including issues of legal title and compliance with local laws, litigation and other contingent liabilities that are not represented to us by the Management. Our fairness opinion assumes that the assets and liabilities of the companies, reflected in their respective balance sheet remain intact as of the Report date.
- The Report does not address the relative merits of the proposed transaction as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available.
- This fairness opinion is issued on the understanding that each of the Companies has drawn our attention to all the matters which may have an impact on our opinion including any significant changes that have taken place or are likely to take place in the financial position or businesses up to the date of approval of the Scheme by the Board of Directors. We have no responsibility to update this fairness opinion for events and circumstances occurring after this date.
- Certain terms of the proposed transaction are stated in our fairness opinion, however the detailed terms of the proposed transaction shall be more fully described and explained in the Scheme document to be submitted to relevant authorities in relation to the proposed transaction. Accordingly, the description of the terms and certain other information contained herein is qualified in its entirety by reference to the Scheme document.
- The fee for the engagement is not contingent upon the results reported.
- We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of or advice given by any other to the Transacting Companies. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on the part of the Companies, their directors, employees or agents.
- This report is not a substitute for the third party's due diligence/ appraisal/inquiries/ independent advice that the third party should undertake for his purpose.



CIN - U6246/1986/71008979 000868/2023

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- This Report is subject to the laws of India.
- Neither the Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the proposed scheme of amalgamation and filing it with relevant authorities, without our prior written consent.
- In addition, this report does not in any manner address the prices at which equity shares of SAH Polymers will trade following the announcement of the proposed transaction and we express no opinion or recommendation as to how the shareholders of Transacting companies should vote at any shareholders' meeting(s) to be held in connection with the proposed transaction. Our opinion contained herein is not to be construed as advice relating to investing in, purchasing, selling or otherwise dealing in securities.
- In the ordinary course of business, Kunvarji Finstock Private Limited and its affiliates are engaged in securities trading, securities brokerage and investment activities, as well as providing investment banking and investment advisory services. In the ordinary course of its trading, brokerage and financing activities, any member of Kunvarji Finstock Private Limited may at any time hold long or short positions, and may trade or otherwise effect transactions, for its account or the accounts of customers, in debt or equity securities or senior loans of any company that may be involved in the Scheme.

OUR RECOMMENDATION

As stated in the share exchange ratio report dated September 25, 2023 prepared by CA Mahesh Mandowara, Registered Valuer - Securities or Financial Assets, he has recommended the following:

To the equity shareholders of FPPL for the proposed amalgamation of FPPL with and into SAH Polymers:

"494 (Four Hundred Ninety Four) fully paid-up Equity Shares of INR 10 (Ten) each of the Transferee Company shall be issued and allotted for every 10 (Ten) fully paid-up equity. share of INR 100 held in the Transferor Company".



Reg**Plage O'Frof: 12**marji, B.- Wing, Siddhivinayak Towns, Off. S.G. Road, Makartiu. Ahmedabad - 380 051. Phone:+91 79 8666 9000 | mbilikurvarji.com Corporate Office: *1208-20, 12th Floor, Summit Business Bay, Opp. ₱VR Circum. Near Western Express Highway - Metro Station, Andheri (El. Mumbai, Maharashtra - 400093.





The aforesaid proposed transaction shall be pursuant to the draft scheme of amalgamation and shall be subject to receipt of approval from the Hon'ble NCLT or such other competent authority as may be applicable and other statutory approvals as may be required. The detailed terms and conditions of the proposed transaction are more fully outlined in the draft scheme of amalgamation. Kunvarji has issued the fairness opinion with the understanding that the draft scheme of amalgamation shall not be materially altered and the parties hereto agree that the Fairness Opinion would not stand good in case the final scheme of amalgamation alters the proposed transaction.

Based on the information, and data made available to us, to the best of our knowledge and belief, the share exchange ratio as recommended by CA Mahesh Mandowara, Registered Valuer – Securities or Financial Assets in relation to the proposed draft scheme of amalgamation is **fair** to the equity shareholders of FPPL in our opinion.

For, Kunvarji Finstock Private Limited

Mr. Atul Chokshi

Director (DIN: 00929553)

Date: September 25, 2023

Place: Ahmedabad

Kunvarji Finstock Pvt. Ltd.

RegRage t3 of 12 rousi). B - Wing, Siddhivironyak Towers, Off. S.G. Road, Makartas, Ahmedubud - 380 051. Phone:+91 79 6666 9000 | mb@kurivarii.com Corporate Office:*1208-20, 12th Floor, Summit Business Bay, Opp. PVR Cinema, Near Western Express Highway - Metro Station, Andheri (E). Mumbai. Maharashtra - 400093.

CIN - U6/248/1986PTC008979



H R JAIN & CO CHARTERED ACCOUNTANTS

Independent Auditor's Report on the accounting treatment in the proposed scheme of arrangement under Sections 230 to 232 of the Companies Act, 2013, relevant rules thereunder and SEBI Master circular SEBI/HO/CFD/POD-2/P/CIR/2023/93

The Board of Directors, Sah Polymers Limited E-260-261, Mewar Industrial Area, Madri, Udaipur-313003

- 1. This Report is issued in accordance with the terms of our service scope letter dated September 7,2023, with Sah Polymers Limited (hereinafter the "Company") pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onwards submission to the Bombay Stock Exchange (BSE), National Stock Exchange (NSE), Securities Exchange Board of India (SEBI), National Company Law Tribunal (NCLT) and other regulatory authorities in connection with the scheme of arrangement as mentioned in paragraph 2 below.
- 2. We, H R Jain & Co., Chartered Accountants, are the Statutory Auditors of the Company and have been requested by the management of the Company, to examine the accounting treatment given in clause 13 of Part II of the accompanying proposed Scheme of Amalgamation between the Company and Fibcorp Polyweave Private Limited (the "Scheme" or "Proposed Scheme"), in terms of the provisions of sections 230 to 232 and all other applicable provisions of the Companies Act, 2013 ("the Act") and SEBI Master circular no. SEBI/HO/CFD/POD-2/P/CIR/ 2023 /93 dated June 20, 2023 (SEBI Master Circular), for compliance with the applicable accounting standards prescribed under section 133 of the Act, relevant rules thereunder and other generally accepted accounting principles in India (collectively referred to as 'applicable accounting standards'), read with General Circular No 09/2019 issued by the Ministry of Corporate Affairs dated August 21, 2019 (MCA Circular). The accounting treatment as prescribed in the Proposed Scheme has been included in Annexure which has been initialled by us for identification purposes only.

Management's Responsibility

 The preparation of the Proposed Scheme is the responsibility of the Management of the Company including the preparation and maintenance of all accounting and other

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CA

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relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Scheme and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. The Proposed Scheme has been approved by the Board of Directors.

4. The management of the Company is also responsible for ensuring that the Company complies with the relevant laws and regulations, including the applicable accounting standards as aforesaid and circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also provides relevant information to the NCLT.

Auditors' Responsibility

- 5. Pursuant to the requirements of Section 230 of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and SEBI Master Circular, our responsibility is to provide reasonable assurance in the form of an opinion on whether the proposed accounting treatment as contained in the Annexure is in compliance with the applicable counting standards.
- 6. We audited the financial statements of the Company for the financial year ended March 31, 2023, on which we issued an unmodified audit opinion vide our reports dated May 18, 2023. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
- 7. We conducted our examination of the Annexure in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SOC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

9. Our scope of work did not involve us performing any audit tests in the context of our permination.

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We have not performed an audit, the objective of which would be to express an opinion on the specified elements, accounts or items thereof for the purpose of this report. Accordingly, we do not express such opinion. Further, our examination did not extend to any aspects of legal or propriety nature of the Scheme and other compliances thereof. Nothing contained in this report, nor anything said or done in the course of, or in connection with the services that are subject to this report, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.

- 10.A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the applicable criteria, mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the applicable criteria. Accordingly, our procedures included the following in relation to the Annexure:
 - a. Obtained and read the draft Scheme and the proposed accounting treatment specified therein.
 - b. Obtained copy of resolution passed by the Board of Directors of the Company dated September 25,2023 approving the Scheme.
 - c. Examined whether the proposed accounting treatment as per clause 13 of Part II of the Scheme is in compliance with the applicable Accounting Standards.
 - d. Performed necessary inquiries with the management and obtained necessary representations from the management.

Opinion

Il Based on our examination and according to the information and explanations given to us, read with paragraph 10 above, in our opinion, the proposed accounting as contained in the Annexure, is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and all the applicable accounting standards notified by the Central Government under section 133 of the Act read with relevant rules thereunder and other Generally Accepted Accounting Principles.

Restriction on Use

12. This report has been issued at the request of the Company and is addressed to and provided to the Board of Directors pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 1015 for onwards submission to the BSE Limited (BSE), National Stock Dechange of India Limited (NSE), SEBI and any other regulatory authority in connection with the Scheme, and should not be used for any other person or purpose of distributed to anyone or referred to in any document.

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Our examination relates to the matters specified in this report and does not extend to the Company as a whole. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

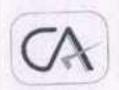
For H R JAIN & CO., Chartered Accountants

Firm's Registration No. 000262C

Manoj Jain

Partner

Piace of signature: Udaipur Membership No.: 400459 Date: September 25, 2023 ICAI UDIN: 234004598GUKFD3601



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ANNEXURE:

EXTRACT OF SCHEME OF AMALGAMATION UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE SECTIONS OF THE COMPANIES ACT, 2013 BETWEEN FBCORP POLYWEAVE PRIVATE LIMITED ("TRANSFEROR COMPANY") SAH POLYMERS LIMITED ("TRANSFEREE COMPANY") AND THEIR RESPECTIVE SHAREHOLDERS

13. ACCOUNTING TREATMENT

Upon coming into effect of this Scheme, the Transferee Company shall account for the amalgamation of the Transferor Company in its books of accounts in accordance with 'Pooling of Interest Method' of accounting as laid down in IND AS 103 (Business Combinations) and relevant clarifications issued by Institute of Chartered Accountants of India (ICAI).

- 13.1. With effect from the Appointed Date, Transferee Company shall record the assets, liabilities and reserves (whether capital or revenue or arising on revaluation) of Transferor Company vested in it pursuant to this Scheme, at their respective book values thereof and in the same form as appearing in the books of Transferor Company at the close of the business of the day immediately preceding the Appointed Date, except to ensure uniformity in accounting policies as provided in Clause 13.4 below;
- 13.2. The value of the investments in the shares of Transferor Company as held by Transferor Company inter-se shall stand cancelled, without any further act or deed;
- 13.3. The inter-company loans, advances, deposits or other obligations between Transferor Company and Transferee Company, if any, will stand cancelled and there shall be no further obligation in that behalf;
- 13.4. Further, in case of any differences in accounting policy between Transferee Company and Transferor Company, the accounting policy followed by Transferee Company will prevail, and the differences shall be adjusted in Capital Reserves of Transferee Company, to ensure that the financial statements of Transferee Company reflect the financial position on the basis of consistent accounting policy.





AJAY PALIWAL & CO

CHARTERED ACCOUNTANTS 418, TEACHERS COLONY, AMBAMATA SCHEME, UDAIPUR- 313 001 TEL- 0294 2430466, E Mail-alayhpaliwaliligmail.com

The Board of Directors, Fibcorp Polyweave Private Limited, E 260-261, Mewar Industrial Area, Madri, Udaipur-313003.

On the basis of Books of Account, information and explanation provided by the management to us, this is to certify that the Accounting treatment proposed at clause no. 13 in the "Scheme of Amalgamation [Merger]" of FIBCORP POLYWEAVE PRIVATE LIMITED (Transferor Company) with and into SAH POLYMERS LIMITED (Transferee Company) is in accordance with the Accounting Standard notified by the Central Government as per Section 133 of the Companies Act, 2013 and rules made there under including any statutory modifications or re-enactment thereof from time to time.

This certificate is being issued on the request of the Management of the Company and intended only for the use of amalgamation of FIBCORP POLYWEAVE PRIVATE LIMITED (Transferor Company) with and into SAH POLYMERS LIMITED (Transferee Company).

For Ajsy Paliwal & Co. Chartered Accountants ICAl Firm Registration No. 012345C

Ajay Paliwal Proprietor

Membership No. 403290

Place: Udaipur

UDIN: 24 403290 BKH4DS 6019

Date: 16.09.2024





Private and confidential

The Board of Directors, Sah Polymers Limited E-260-261, Mewar Industrial Area Madri, Udaipur-313003 September 25, 2023

Practicing Chartered Accountant Certificate on proposed preferential allotment of equity shares to a select group of shareholders or shareholders of unlisted companies pursuant to draft scheme of amalgamation of Fibcorp Polyweave Private Limited ("Transferor Company") with Sah Polymers Limited ("Transferor Company") in terms of the provisions of sections 230 to 232 of the Companies Act, 2013 ('the Scheme'), pursuant to the Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ('SEBI (ICDR) Regulations 2018').

- This Certificate is issued in accordance with the terms of our engagement letter dated September 07, 2023.
- 2. We have examined the accompanying statement of computation for arriving at the applicable minimum price per share ('the accompanying Statement') in compliance with the requirements of regulation 164(1) of Chapter V of SEBI (ICDR) Regulations 2018, for the proposed preferential issue of equity shares of the Transferee Company in connection to the Scheme approved by the Board of Directors (the 'Board') in its meeting held on September 25,2023.

Management's responsibility

- 3. The preparation of the accompanying Statement is the sole responsibility of the management of the Transferee Company including the creation and maintenance of all records supporting the contents of the Statement. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the accompanying Statement.
- 4. Managerous is also responsible for ensuring that the Company complies with the requirements of the SEBI (ICDR) Regulations, 2018 and the Companies Act, 2013 in relation to the proposed preferential allotment of equity shares and for providing all

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the information to the National Stock Exchange ("NSE") and Bombay Stock Exchange (BSE).

Auditor's responsibility

- 5. Pursuant to the requirements, it is our responsibility to examine the accompanying Statement and report whether the accompanying Statement is prepared in compliance with the pricing requirements of regulation 164(1) of Chapter V of SEBI (ICDR) Regulations 2018.
- 6. In relation to paragraph 5 above, we have examined the following records and documents:
- a) Draft scheme of amalgamation of Fibcorp Polyweave Private Limited (Transferor Company's with Sah Polymers Limited (Transferee Company's under section 230 to 232 of the Act.
- b) Historical price data of equity shares of the Transferee Company extracted from NSE website.
- 7. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- 8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.

Opinion

9. Based on our examination and according to the information, explanations and representations provided to us, we are of the opinion that, the accompanying Statement is prepared in compliance with the pricing requirements of regulation 164(1) of Chapter V of SEBI (ICDR) Regulations 2018.



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Restriction on use

10. This certificate is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the SEBI (ICDR) regulations, 2018 for enward submission to the NSE and BSE and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For H R JAIN & CO., Chartered Accountants Firm's Registration No. 000262C

Manoj Jam

Partner

Place of signature: Udaipur Membership No.: 400459 Date: September 25, 2023 ICAI UDIN: 23400459BGUKFE4921



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Annexure containing details of pricing of proposed issue of equity shares pursuant to the requirement of Regulation 164(1) of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended) in accordance with proposed Scheme of Amalgamation amongst Fibcorp Polyweave Private Limited ('Transferor Company') and Sah Polymers Limited ('Transferee Company').

Alternative 1 :-

The 90 trading days' volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date.

Date	Volume (nos.)	Value (Rs.)
22-Sep-23	41952	4106706.55
21-Sep-23	67640	6743730.6
20-Sep-23	229653	22701210.15
18-Sep-23	92829	9372996.4
15-Sep-23	58867	6094605.5
14-Sep-23	146386	15127644.7
13-Sep-23	176619	18591502.3
12-Sep-23	241788	26526617.45
11-Sep-23	170948	19441406.15
08-Sep-23	133541	15432776.15
07-Sep-23	189156	21747399.85
06-Sep-23	315872	36289830.55
05-Sep-23	222427	25441668.65
04-Sep-23	300868	35141863.65
01-Sep-23	274742	32133638.75
31-Aug-23	132454	15423077
THE RESERVE OF THE PARTY OF THE	122343	14489871.8
30-Aug-23	183542	21402207.1
29-Aug-23	153849	17969494.45
28-Aug-23	135840	15846355.1
25-Aug-23	145912	17090775.2
24-Aug-23	196123	22787075.9
23-Aug-23	199812	23107642.6
22-Aug 23 21-Aug 23	266761	30249283.8

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8-Aug-23	243068	26748948
7-Aug-23	273043	29743321.75
16-Aug-23	141746	15122782.8
14-Aug-23	234566	24469185.85
11-Aug-23	207023	21488827.75
AND REAL PROPERTY OF THE PARTY	140454	14545050.8
10-Aug-23	106516	11016021.5
09-Aug-23	156321	16050106.8
08-Aug-23	301330	30925970.25
07-Aug-23	239820	23494719.7
04-Aug-23	239085	23393681.05
03-Aug-23	186219	18236240.8
02-Aug-23	150366	14798830.7
01-Aug-23 31-Jul-23	188438	18604281.8
And the second s	140327	13910686.5
28-Jul-23	171348	17240330.95
27-Jul-23	181882	18314112.25
26-Jul-23	140279	14174309.1
25-Jul-23	205348	20342616.85
24-Jul-23	144587	14212906.05
21-Jul-23	133490	13143609.15
20-Jul-23	335693	32506128.35
19-Jul-23	146505	14252953
18-Jul-23	129724	12647412.95
17-Jul-23	114990	11089758
14-Jul-23	237758	22908152.95
13-Jul-23	125264	12462480.65
12-Jul-23	172014	16724829.9
11-Jul-23	190865	18468360.55
10-Jul-23	95197	9217496.6
07-Jul-23	85560	8277782.95
06-Jul-23		8457748.35
05-Jul-23 jally	87175	10521443.25
04-Jul-13	106724	19315821.75
03-Jul-25	191684	40529023.3

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Volume weighted Average price		99.34
Total JAIN	17309149	1123002010
17-May-23	114391	1719562016
18-May-23	123546	10198297.1
19-May-23	217316	18421295.1
22-May-23	147015	12427475.65
23-May-23	700700	62156496.25
24-May-23	234260	20844821.6
25-May-23	101839	9038810
26-May-23	807338	74968629.35
29-May-23	152995	14265868.8
30-May-23	172914	15847341.8
31-May-23	110653	9905279.1
01-Jun-23	90000	8065386.6
02-Jun-23	139943	12419933.65
05-Jun-23	124735	11078565.75
06-Jun-23	171414	15128777.45
07-Jun-23	294212	26070582.5
08-Jun-23	183575	16459193.5
09-Jun-23	197137	17319016.3
12-Jun-23	97990	8599403.35
13-Jun-23	230236	20017363.35
14-Jun-23	263205	23032423.15
15-Jun-23	331705	29619049.75
16-Jun-23	146462	12892143.2
19-Jun-23	167370	14892247.3
20-Jun-23	145764	13138221.1
21-Jun-23	267425	24772287.35
22-Jun-23	169472	15690970.8
23-Jun-23	103622	9599960.95
26-Jun-23	272504	26114809.35
27-Jun-23	269740	26382922.55
28-Jun-23	208224	20347141.15

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Alternative 2: -

The 10 trading days' volume weighed average prices of the related equity shares quoted on National Stock Exchange Limited preceding the relevant date.

Date	Volume (nos.)	Value (Rs.)
22-Sep-23	41952	4106706.55
21-Sep-23	67640	6743730.6
20-Sep-23	229653	22701210.15
18-Sep-23	92829	9372996.4
15-Sep-23	58867	6094605.5
14-Sep-23	146386	15127644.7
and the second s	176619	18591502.3
13-Sep-23	241788	26526617.45
12-Sep-23	170948	19441406.15
11-Sep-23	133541	15432776.15
08-Sep-23	100011	
Total	1360223	144139196
Volume weighted Average price		105.97

Date of Board Meeting : September 25,2023

Relevant Date (Refer Note 1) : September 22,2023

90 trading days' volume weighted average price : Rs. 99.34 10 trading days' volume weighted average prices Rs. 105.97

Applicable minimum price for preferential allotment : Rs. 105.97

Note 1: In terms of the SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, relevant date means the date of Board Meeting in which the Scheme is approved. p.i.e. September 25, 2023



www.sahpolymers.com CIN: U24201RJ1992PLC006657

REPORT OF THE AUDIT COMMITTEE OF SAH POLYMERS LIMITED ("COMPANY" OR "TRANSFEREE COMPANY") RECOMMENDING THE SCHEME OF AMALGAMATION BETWEEN THE COMPANY AND FIBCORP POLYWEAVE PRIVATE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS

This report is considered and approved by the Audit Committee of the Company ("Audit Committee") at its meeting held on September 25, 2023 at 10:00 A.M. at the registered office of the Company at E-260-261, Mewar Industrial Area, Madri, Udsipur-313003 where the following Audit Committee members were present:

Members present:

- 1. Mr. Ramesh Chandra Soni -Chairman
- 2. Mr. Nikhil Khanderaa Raut- Member
- 3. Mr. Hakim Sadiq Ali Tidiwala -Member

Leave of Absence: All the Members were present.

Mr. Ramesh Chandra Soni, Chairman of the Audit Committee took the Chair.

1. BACKGROUND

- 1.1.The proposed scheme of amalgamation between the Company and Fibcorp Polyweave Private Limited ("Transferor Company") and their respective shareholders ("Scheme") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("the Act) read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and the relevant provisions of the Securities and Exchange Board of India ("SEBI") Master Circular No. SEBI/HO/CFD/PGD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Circular") and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, has been placed before the Audit Committee at its meeting held on September 25, 2023 for the Audit Committee to consider recommending the said Scheme.
- 1.2. As per the SEBI Circular, the Audit Committee is required to adopt a report recommending the Scheme, taking into consideration inter alia, the valuation report, and commenting on the need for the Scheme, rationale for the Scheme, cost benefit analysis of the Scheme, impact of the scheme on the shareholders and synergies of business of the entities involved in the Scheme.
- The Audit Committee has considered, reviewed and discussed the following in this respect.
 - (a) the draft Scheme which is duly initialled by Company Secretary of the Company for the purpose of identification.
 - (b) valuation report dated September 25, 2023 issued by Mr. Mahesh Mandowara, an independent and registered valuer, in respect of the share exchange ratios set out under the Scheme;



Regd. Office & Factory :

E.260-261, Mewar Industrial Area, Madri, Udaipur-313003 (Rajasthan) Tel : 0294-2490242, 9983349242, Tele/Fax : 0294-2490534



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- (c) fairness opinion dated September 25 ,2023 issued by Kunvarji Finstock Private Limited, an independent and SEBI registered Category I merchant banker having SEBI reg. no.: INM000012564, providing opinion on the fairness of the share exchange ratios proposed in the valuation report.
- (d) draft certificate from the statutory auditor of the Company H R Jain & Co.,
- (c) Undertaking given by the Company confirming that approval of majority of public shareholders as prescribed under Paragraph (A)(10)(b) of Part I of the SEBI Circular is not applicable to the Scheme along with certificate of the Statutory Auditors of the Company, certifying the said undertaking.

2. PROPOSED SCHEME

The Audit Committee has reviewed the draft Scheme and noted its salient features inter alia as set out below:

- (a) amalgamation of Transferor Company with and into the Transferee Company on the effective date (as set out in the Scheme) and in accordance with Section 2(1B) of the Income-tax Act, 1961;
- (b) the Appointed Date of the Scheme is April 1, 2023;
- (c) upon the Scheme coming into effect and with effect from the Appointed Date, the Transferor Company together with all present and future assets and liabilities, shall stand transferred to and vest in the Transferee Company, as a going concern, and the Transferee Company will issue 494 (Four hundred ninety four) fully paid up equity shares of INR 10 (Rupee Ten) each of the Transferee Company to the equity shareholders of the Transferor Company (other than the Transferee Company in respect of its shareholding in Transferor Company) as on the record date for every 10 (Ten) fully paid up equity share of INR 100 (Indian Rupees Hundred) each held by such equity shareholders of the Transferor Company;
- (d) upon the Scheme becoming effective, the Transferor Company shall stand dissolved without being wound-up;
- [e] upon the Scheme coming into effect and with effect from the Appointed Date, the Transferee Company shall account for the amalgamation of Transferor Company with the Transferee Company in its books of account as per the Pooling Interest Method in accordance with accounting principles as laid down in the Indian Accounting Standard 103 (Business Combinations), notified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015.

3. NEED FOR THE AMALGAMATION AND RATIONALE FOR THE SCHEME

The Audit Committee noted and agreed with the need for the amalgamation and rationale of the Scheme which is set out below:



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The Transferor Company is a subsidiary of the Transferee Company and is under the management of the Transferee Company.

- 3.2 The Transferor Company and the Transferee Company are engaged in the business of manufacture and sale of Flexible Intermediate Bulk containers (FIBC), HDPE/PP fabrics and sacks etc. The amalgamation will ensure focused management in the combined entity thereby resulting in efficiency of management and maximizing value for the shareholders. Such restructuring will lead to simplification of group structure by eliminating multiple companies in similar business.
- 3.3 The proposed amalgamation of the Transferor Company with the Transferor Company in accordance with the terms of this Scheme would enable both the Companies to realize benefits of greater synergies between their businesses, yield beneficial results and pool financial resources as well as managerial, technical, distribution and marketing resources of each other in the interest of maximizing value to their Shareholders and the Stakeholders.

4. SYNERGIES OF BUSINESS OF THE ENTITIES INVOLVED IN THE SCHEME

The Audit Committee noted that proposed Scheme would result in following Synergiesi

- a. Operational integration and better facility utilisation: The amalgamation in accordance with this Scheme will provide an opportunity for reduction of operational costs through transfer of intermediary products between the Companies, better order loads for the business through pooling of orders, synergies from sales and production planning across the businesses.
- b. Efficient raw material procurement and reduced procurement costs: Synergy of operations will be achieved as a result of sustained availability of raw materials as well as reduced procurement costs for Transferor Company. The proposed amalgamation would ensure combined sourcing of raw materials such as HDPE, PP, pigments, Accessories etc. by both the Transferor Company and the Transferee Company, would result in reduction in overall procurement cost for the amalgamating Company. Besides, certain requirements of the Transferor Company such as Fabrics etc. could be directly met by the Transferee Company's production and procurement arms.
- c. Operational Efficiencies: The amalgamation would result in synergy benefits arising out of single value chain thereby reducing costs and increasing operational efficiencies. Centralization of inventory, from raw material to finished goods and spares, may enable better efficiency, utilization and overall reduction in working capital. The proposed amalgamation would likely result in optimized power consumption, reduced costs, sharing of best practices, cross-functional learnings, better utilisation of common facilities and greater efficiency in debt and cash management.



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Rationalization of Procurement & Logistics costs: Consolidation and optimization of stockyards could significantly reduce logistics and distribution costs for both the Transferor Company and the Transferoe Company.

- e. Enhancing Value in Marketing: With an overlap in products across the Transferor Company and the Transferor Company, the combined entity would be better positioned to service customer needs. The Transferor Company could expand its existing core market using the strong distribution channel of the Transferee Company. Further, the Transferor Company could also have access to the Transferee Company's marketing capabilities. The Transferee Company would benefit from complementary product offerings of the Transferor Company, resulting in a strong presence across market segments. The proposed amalgamation will result in access to new markets and product offerings as well as increased export volumes.
- f. Improving Customer Satisfaction and Services: The proposed amalgamation would make it easier to address needs of customers by providing them uniform product and service experience, on-time supplies, improved service levels thereby improving customer satisfaction. With common credit management, the customers are expected to benefit from the channel financing benefits from the combined entity.
- g. Improved safety, environment and sustainability practices: increased coverage of plant automation can be achieved across plants of the Transferor Company, by using the Transferee Company's information technology applications and systems.
- h. Thus, the proposed amalgamation is beneficial, advantageous and not prejudicial to the interests of the shareholders, creditors and other stakeholders of the Transferor Company and the Transferee Company and is beneficial to the public at large.

5. IMPACT OF THE SCHEME ON SHAREHOLDERS

The Audit Committee noted that proposed Scheme would have following impact on shareholders:

- 5.1 For the Shareholders of the Transferee Company, the Scheme will result in economies of scale and consolidation of opportunities will improve profitability and enhance overall Shareholder value. This is particularly marked in the improved synergies that will arise pursuant to the Scheme. The impact of the Scheme on the Shareholders, including the Public Shareholders, would be the same in all respects and no Shareholder is expected to have any disproportionate advantage or disadvantage in any manner.
- 5.2 For the Shareholders of the Transferor Company, the Scheme will provide an opportunity to improve the economic value for the Shareholders. This is particularly marked in the improved synergies that will arise pursuant to the Scheme. Upon the Scheme becoming effective, the shareholders of the Transferor Company will be able to participate in the growth of the Transferee Company.



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COST BENEFIT ANALYSIS OF THE SCHEME

The Audit Committee noted that proposed Scheme would have following cost benefits:

6.1.The Audit Committee noted that the Scheme will provide an opportunity to improve the economic value for the shareholders. This is particularly marked in the improved synergies that will arise pursuant to the Scheme. The proposed amalgamation will result in deriving benefits for future capacity expansion and funding of capital expenditure, given the strong credit rating of the Transferee Company. The Audit Committee further noted that while the Scheme would lead to incurring of some costs towards its implementation, however, the benefits other Scheme over a longer period would far outweigh such costs for the stakeholders of the Company.

7. RECOMMENDATION OF THE AUDIT COMMITTEE:

- 7.1 The Audit Committee has perused the following documents:
- a. Draft Scheme duly initialled by the Company Secretary of the Company for the purpose of identification;
- b. Draft Merger implementation agreement;
- c. Valuation Report dated September 25, 2023, issued by Mr. Mahesh Manodwara., Registered Valuer (IBBI Reg no. IBBI/RV/06/2020/13459) ['Valuation Report'], who in his report has recommended the share exchange ratio of 494 equity shares of the Company for every 10 equity shares of Fibcorp Polyweave Private Limited ('Share Exchange Ratio'), as set out in valuation report.
- d. Fairness opinion dated September 25, 2023, issued by Kunvarji Finstock Private Limited, an independent SEHi registered Category-I Merchant Banker having SEBI reg. no.: INM000012564, providing fairness opinion on the recommended Share Exchange Ratio in the Valuation Report prepared by Mr. Mahesh Mandowara. ("Fairness Opinion");
- e. Undertaking to be given by the Company confirming that approval of majority of public shareholders as prescribed under Paragraph (A)(10)(b) of Part I of the Master SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 is not applicable to the Scheme along with certificate of the Statutory Auditors of the Company, certifying the said undertaking and
- f. Auditor's Certificate by the Statutory Auditors of the Company i.e., HR Jain & Co. Chartered Accountants ("Auditors Certificate") in terms of Para (A)(5) of Part I of the Master SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, and provise to sub-clause (j) of Section 232(3) of the Act to the effect that (a) the Scheme is in compliance with applicable Accounting Standards specified by the Central Government under Section 133 of the Act.



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The Audit Committee having considered and noted the above, recommends the draft Scheme to the Board, in its present form for favourable consideration by the Board, Stock Exchanges, National Company Law Tribunal, SEBI and such other regulatory authorities, as may be applicable.

8. Conclusion

Having considered the Scheme and its rationale and its benefits, the Valuation Report, the Fairness Opinion, impact of the Scheme on the Company and its shareholders, cost benefit analysis of the Scheme, synergies of business and other documents as placed before it, the Committee unanimously recommends the Scheme for consideration by the Board of Directors of the Company

For and on behalf of the Audit Committee of Sah Polymers Limited

Ramesh Chandra Soni

Chairman of the Audit Committee

Date:25.09. 2023 Place: Udaipur

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REPORT OF THE INDEPENDENT DIRECTORS OF SAH POLYMERS LIMITED ("COMPANY" OR "TRANSFEREE COMPANY") RECOMMENDING THE SCHEME OF AMALGAMATION BETWEEN THE COMPANY AND FIBCORP POLYWEAVE PRIVATE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS

This report is considered and approved by the Independent Directors of the Company at the meeting held on September 25, 2023 at 11:00 A.M. the Registered Office of the Company at E-260-261, Mewar Industrial Area, Madri, Udaipur-313003 where the following Independent Directors were present:

Directors present:

- 1. Mr. Ramesh Chandra Soni
- 2. Mr. Sanjay Suthar
- 3. Mr. Nikhil Raut Khanderao
- 4. Ms. Asha Jain

Leave of Absence: All the Independent directors are present.

The Independent Directors of the Company unanimously elected Mr. Ramesh Chandra Soni, Lead Independent Director, as the chairperson of the meeting.

1. Background

- 1.1. The proposed composite scheme of amalgamation between the Company and Fibcorp Polyweave Private Limited [Transferor Company "] and their respective shareholders ("Scheme") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the Act) read with the Companies (Compromises, Arrangements and Amalgamations; Rules, 2016, and the relevant provisions of the Securities and Exchange Board of India ("SEHI") Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 June 20, 2023 and Exchange Board of India (Listing) Obligations and Disclosures Requirements) Regulations, 2015, has been placed before the Independent Directors of the Company at their meeting held on September 25, 2023 for the Independent Directors of the Company to consider and approve the said Scheme.
- 1.2. As per the requirements under the SEBI Circular, the Independent Directors of the Company are required to adopt a report recommending the Scheme, taking into consideration, inter alia, that the scheme is not detrimental to the shareholders of the Company.
- 1.3. This report, in connection with the Scheme, has been accordingly adopted by the Independent Directors of the Company in order to comply with the requirements under the SEBI Circular, after considering, discussing and reviewing, inter alia, the following:
- a) the draft Scheme which is duly initialled by Company Secretary of the Company for the purpose of identification.



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In independent and registered valuer, in respect of the share exchange ratios set out under the Scheme;

- (c) fairness opinion dated September 25, 2023 issued by Kunvarji Finstock Private Limited, an independent and SEBI registered Category I merchant banker, having SEBI Reg. no.: INM000012564, providing opinion on the fairness of the share exchange ratios proposed in the valuation report;
- (d) draft certificate from the statutory auditor of the Company H R Jain & Co.,
- (e) Undertaking given by the Company confirming that approval of majority of public shareholders as prescribed under Paragraph (A)(10)(b) of Part 1 of the SEBI Circular is not applicable to the Scheme along with certificate of the Statutory Auditors of the Company, certifying the said undertaking.

2. Need and rationale for the Scheme

2.1. The Independent Directors of the Company noted the need and rationale of the Scheme which is set out below:

3. Need for amalgamation and rationale for the Scheme

The Independent Directors noted and agreed with the need for amalgamation and rationale of the Scheme which is act out below:

- The Transferor Company is a subsidiary of the Transferer Company and is under the management of the Transferee Company.
- 1.2. The Transferor Company and the Transferee Company are engaged in the business of manufacture and sale of Flexible Intermediate Bulk containers (FIBC), HDPE/PP fabrics and sacks etc. The amalgamation will ensure focused management in the combined entity thereby resulting in efficiency of management and maximizing value for the shareholders. Such restructuring will lead to simplification of group structure by eliminating multiple companies in similar business.
- 1.3. The proposed amalgamation of the Transferor Company with the Transferee Company in accordance with the terms of this Scheme would enable both the Companies to realize benefits of greater synergies between their businesses, yield beneficial results and pool financial resources as well as managerial, technical, distribution and marketing resources of each other in the interest of maximizing value to their Shareholders and the Stakeholders.

4. Synergies of business of the entities involved in the scheme

The independent Directors noted that the proposed Scheme would result in following Synergies:



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- Operational integration and better facility utilisation. The amalgamation in accordance with this Scheme will provide an opportunity for reduction of operational costs through transfer of intermediary products between the Companies, better order loads for the business through pooling of orders, synergies from sales and production planning across the businesses.
- b. Efficient raw material procurement and reduced procurement costs: Synergy of operations will be achieved as a result of sustained availability of raw materials as well as reduced procurement costs for Transferor Company. The proposed amalgamation would ensure combined sourcing of raw materials such as HDPE. PP, pigments, Accessories etc. by both the Transferor Company and the Transferee Company, would result in reduction in overall procurement cost for the amalgamating Company. Besides, certain requirements of the Transferor Company such as Fabrics etc. could be directly met by the Transferoe Company's production and procurement arms.
- c. Operational Efficiencies: The amalgamation would result in synergy benefits arising out of single value chain thereby reducing costs and increasing operational efficiencies. Centralization of inventory, from raw material to finished goods and spares, may enable better efficiency, utilization and overall reduction in working capital. The proposed amalgamation would likely result in optimized power consumption, reduced costs, sharing of best practices, cross-functional learnings, better utilisation of common facilities and greater efficiency in debt and cash management.
- d. Rationalization of Procurement & Logistics costs: Consolidation and optimization of stockyards could significantly reduce logistics and distribution costs for both the Transferor Company and the Transferee Company.
- e. Enhancing Value in Marketing: With an overlap in products across the Transferor Company and the Transferee Company, the combined entity would be better positioned to service customer needs. The Transferor Company could expand its existing core market using the strong distribution channel of the Transferee Company. Further, the Transferor Company could also have access to the Transferee Company's marketing capabilities. The Transferee Company would benefit from complementary product offerings of the Transferor Company, resulting in a strong presence across market segments. The proposed amalgamation will result in access to new markets and product offerings as well as increased export volumes.
- f. Improving Customer Satisfaction and Services: The proposed amalgamation would make it easier to address needs of customers by providing them uniform product and service experience, on-time supplies, improved service levels thereby improving customer satisfaction. With common credit management, the customers are expected to benefit from the channel financing benefits from the combined entity.

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g. Improved safety, environment and sustainability practices: Increased coverage of plant automation can be achieved across plants of the

Transferor Company, by using the Transferee Company's information technology applications and systems.

h.Thus, the proposed amalgamation is beneficial, advantageous and not prejudicial to the interests of the shareholders, creditors and other stakeholders of the Transferor Company and the Transferee Company and is beneficial to the public at large.

5. Scheme not detrimental to shareholders of the Company

The Independent Directors of the Company noted that:

- 5.1 For the Shareholders of the Transferee Company, the Scheme will result in economies of scale and consolidation of opportunities will improve profitability and enhance overall Shareholder value. This is particularly marked in the improved synergies that will arise pursuant to the Scheme. The impact of the Scheme on the Shareholders, including the Public Shareholders, would be the same in all respects and no Shareholder is expected to have any disproportionate advantage or disadvantage in any manner.
- 5.2 For the Shareholders of the Transferor Company, the Scheme will provide an opportunity to improve the economic value for the Shareholders. This is particularly marked in the improved synergies that will arise pursuant to the Scheme. Upon the Scheme becoming effective, the shareholders of the Transferor Company will be able to participate in the growth of the Transferee Company.

Therefore, considering the above and other documents presented, the Independent Directors of the Company are of the view that the Scheme is not detrimental to the shareholders of the Company.

6. Recommendation of the Independent Directors of the Company

6.1 The Independent Directors of the Company, after due deliberations and due consideration of all the terms of the Scheme, in particular the fact that the Scheme is not detrimental to the shareholders of the Company, recommends the Scheme for approval of the Board of Directors of the Company.

For and on behalf of the Independent Directors of

Sah Polymers Limited

Ramesh Chandra Soni

Designation: Lead Independent Director

DIN: 00049497 Date 25.09, 2023

AN ISO 9001:2015

Place: Udainue Office & Factory :

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REPORT ADOPTED BY THE BOARD OF DIRECTORS OF SAH POLYMERS LIMITED UNDER SECTION 232(2)(c) OF THE COMPANIES ACT, 2013.

The Board of Directors ("Board") of Sah Polymers Limited ("Transferee Company" or "Company") at its Board meeting held on 18th October, 2023 has approved the Scheme of Amalgamation pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act 2013, as amended from time to time ("Act") and other applicable laws between the Fibcorp Polyweave Private Limited ("Transferor Company") and Sah Polymers Limited (the "Scheme").

This Report as per the provisions of Section 232(2)(c) of the Act, sets out the effect of the Scheme on the equity shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company and laying out in particular if applicable, the share exchange ratio (specifying any special valuation difficulties).

1. Scheme:

Upon the same becoming effective and with effect from the appointed date (i.e. 1st April 2023), all the assets and liabilities and entire business of the Transferor Company shall stand transferred to and vested in the Transferee Company. In addition, upon the Scheme becoming effective, the Transferor Company shall stand dissolved without being wound up.

2. Effect of the Scheme:

(a) Promoters and Non-Promoter Equity Shareholders: The Scheme will provide an opportunity to improve the economic value for the Shareholders. This is particularly marked in the improved synergies that will arise pursuant to the Scheme. Upon the Scheme becoming effective, the shareholders of the Transferor Company will be able to participate in the growth of the Transferee Company.

Upon coming into effect of this Scheme, and in consideration of the amalgamation of the Undertaking in the Transferee Company, the Transferee Company shall without any further application, act, instrument or deed, issue and allot to all the Equity Shareholders of the Transferor Company, whose names appear in the Register of members as on the Record Date, fully paid up Equity Shares, free and clear from all encumbrances together with all rights and benefits attaching thereto in the following share exchange ratio ("Share Exchange Ratio"):

494 (Four Hundred Ninety Four) Equity Shares of INR 10/- each credited as fully paidup of the Transferee Company for every 10 (Ten) Equity Share of INR 100/- each fully paid-up held by such Equity Shareholder in the Transferor Company.



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SAH POLYMERS LIMITED

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- (b) Key managerial personnel: The Scheme will have no effect on the existing Key managerial personnel of Sah Polymers Limited.
- (c) <u>Creditors</u>: No rights of the creditors of the Transferor Company are being effected pursuant to the scheme. Further upon scheme become effective the liabilities of transferor company shall stand transferred to and vested in and/or be deemed to have been and stand transferred to and vested in, the Transferee Company.
- (d) Employees: The Scheme will have no adverse effect on the Employees of Sah Polymers Limited.

3. Share Exchange Ratio:

Upon coming into effect of this Scheme, 494 (Four Hundred Ninety Four) Equity Shares of INR 10/- each credited as fully paid-up of the Transferor Company for every 10 (Ten) Equity Share of INR 100/- each fully paid-up held by such Equity Shareholder in the Transferor Company.

While deliberating the scheme, the board has considered its impact on each of the shareholders, Promoters and Non-Promoter, key managerial personnel and creditors. The scheme is in the best interest of each of the Equity Shareholders, Promoters and Non-Promoter, key managerial personnel and creditors of the company and there shall be no prejudice caused to them in any manner by the Scheme.

For and on behalf of Sah Polymers Limited

Hakim Sadiq Ali Tidiwala

Director DIN: 00119156

Date: 18.10.2023



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Where commitment supersedes everything also



FIBCORP Polyweave Pvt. Ltd.

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Area, Madri, Udaipur, RJ 313003

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CIN: U17309RJ2017PTC058691

GST: 08AADCF1666R1Z1

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF FIBCORP POLYWEAVE PRIVATE LIMITED UNDER SECTION 232(2)(c) OF THE COMPANIES ACT, 2013

The Board of Directors ('Board') of Fibcorp Polyweave Private Limited ('Transferor Company' or 'Company') at its Board meeting held on 25th September, 2023 has approved the Scheme of Amalgamation pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act 2013, as amended from time to time ('Act') and other applicable laws between the Company and Sah Polymers Limited ('Transferee Company') (the 'Scheme').

This Report as per the provisions of Section 232(2)(c) of the Act, sets out the effect of the Scheme on the equity shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company and laying out in particular if applicable, the share exchange ratio (specifying any special valuation difficulties)

1. Scheme:

Upon the same becoming effective and with effect from the appointed date (being 1 April 2023), all the assets and liabilities and entire business of the Transferor Company shall stand transferred to and vested in the Transferee Company. In addition, upon the Scheme becoming effective, the Transferor Company shall stand dissolved without being wound up.

2. Effect of the Scheme

(a) Equity shareholders, Promoters and Non-Promoter Shareholders. The Scheme will provide an opportunity to improve the economic value for the Shareholders. This is particularly marked in the improved synergies that will arise pursuant to the Scheme. Upon the Scheme becoming effective, the shareholders of the Transferor Company will be able to participate in the growth of the Transferee Company.

Upon coming into effect of this Scheme, and in consideration of the amalgamation of the Undertaking in the Transferee Company, the Transferee Company shall without any further application, act, instrument or deed, issue and allot to all the Equity Shareholders of the Transferor Company, whose names appear in the Register of members as on the Record Date, fully paid up Equity Shares, free and clear from all Encumbrances together with all rights and benefits attaching thereto in the following share exchange ratio ('Share Exchange Ratio'): 494 (Four Hundred Ninety Four) Equity Shares of INR 10/- each credited as fully paid-up of the Transferee Company for every



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10 (Ten) Equity Share of INR 100/- each fully paid-up held by such Equity Shareholder in the Transferor Company.

- (b) Key managerial personnel: Pursuant to the Scheme, the Amalgamating Company shall be dissolved without winding up and Key managerial personnel of the Amalgamating Company shall cease to hold their positions and cease to be the Key managerial personnel of the Amalgamating Company.
- (c) Creditors: No rights of the creditors of the Transferor Company are being effected pursuant to the scheme. Further upon scheme become effective the liabilities of transferor company shall stand transferred to and vested in and/or be deemed to have been and stand transferred to and vested in, the Transferee Company.
- (d) Employees: There will be no adverse effect of the Scheme on the employees of FPPL.

On the Scheme becoming effective, all staff and employees of FPPL on the Effective Date shall be deemed to have become the staff and employees of Amalgamated Company with effect from the Appointed Date without any break, discontinuance or interruption in their service and on the basis of continuity of service, and the terms and conditions of their employment with Amalgamated Company shall not be less favorable than those applicable to them with reference to FPPL as on the Effective Date.

3. Share Exchange Ratio:

Upon coming into effect of this Scheme, 494 (Four Hundred Ninety Four) Equity Shares of INR 10/- each credited as fully paid-up of the Transferee Company for every 10 (Ten) Equity Share of INR 100/- each fully paid-up held by such Equity Shareholder in the Transferor Company.

nd on behalf of Fibearp Polyweave Private Limited

Martiza Ali Moti Director DIN: 07876224

Date: 25.09.2023



DCS/AMAL/AK/R37/3251/2024-25

July 16, 2024

The Company Secretary. Sah Polymers Ltd. E-260-261, Mewar Industrial Area. Madri, Udaipur, Rajasthan, 313003

Dear Sir.

Sub: Observation letter regarding the Scheme of Amalgamation of Fibcorp Polyweave Private Limited ("Transferor Company") with Sah Polymers Limited ("Transferee Company") and their respective shareholders ("Scheme")

We are in receipt of the Scheme of Amalgamation of Fibcorp Polyweave Private Limited ("Transferor Company") with Sah Polymers Limited ("Transferee Company") and their respective shareholders ("Scheme") as required under SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/665 dated. November 23, 2021 read with SEBI Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and Regulation 37, 94(2) of SEBI LODR Regulations 2015(LODR Regulations) and Section 66 of Companies Act, 2013; SEBI vide its letter dated July 15, 2024 has inter alia given the following comment(s) on the draft scheme of Amalgamation:

- a. "The Company shall disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme."
- b. "Company shall ensure that additional information, if any, submitted by the Company after filing the scheme with the stock exchange, from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges."
- "Company shall ensure compliance with SEBI circulars issued from time to time.
- d. "The entities involved in the Scheme shall duly comply with various provisions of the SEBI Circular and also ensure that all the liabilities of Transferor Company are transferred to the Transferee Company."
- "Company is advised that the information pertaining to all the unlisted companies involved, if any, in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of the schedule VI of the ICDR Regulations 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval."
- f. "Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old."
- g. "Company shall ensure that the details of the proposed scheme under consideration as provided to the stock exchange shall be prominently disclosed in the notice sent to shareholders."



- h. "The Companies are advised to disclose the following as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013
 - i. Details of (pre & post scheme) asset and liabilities of SPL.
 - ii. Capital Buildup of FPPL Since inception
 - All details of valuation/share exchange ratio along with the workings of valuation and pricing certificate (including the valuation report dated 25.09.2023, 17.01.2024, company clarification dated 19.01.2024 and 17.01.2024 and Pricing Certificate dated 25.09.2023)
 - iv. Rationale and synergies of the scheme and its impact on the public shareholders
 - v. Details provided by SPL vide letter dated 05.07.2024 in respect of classification of proposed holding of Mr. Murtaza Moti and Mrs. Fatima Moti as public holding post scheme of arrangement."
- i. "Company is advised that new equity shares proposed to be issued as part of the "Scheme" shall mandatorily be in demat form only."
- j. "Company shall ensure that the "Scheme" shall be acted upon subject to the complying with the relevant clauses mentioned in the scheme document."
- k. "Company shall ensure that no changes to the draft scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI."
- "Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated
 in the petition to be filed before Hon'ble NCLT and the Company is obliged to bring the
 observations to the notice of Hon'ble NCLT."
- m. "Company is advised to comply with all applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme."
- n. "It is to be noted that the petitions are filed by the company before Hon'ble NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted

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Page 2 of 3



company involved in the format prescribed for abridged prospectus as specified in the circular dated June 20, 2023.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations do not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be is required to be served upon the Exchange seeking representations or objections if any.

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, would be accepted and processed through the

Listing Centre only and no physical fillings would be accepted. You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,

Sabah Vaze Senior Manager

1 Vare

Tanmayi Lele Assistant Manager





National Stock Exchange Of India Limited

Ref: NSE/LIST/37735 July 18, 2024

The Company Secretary
Sah Polymers Limited
E 260-261, Mewar Industrial Area,
Madri, Udaipur - 313003

Kind Attn.: Ms. Runel Saxena

Dear Madam,

Sub: Observation Letter for Draft Scheme of Amalgamation of Fibcorp Polyweave Private Limited (Transferor Company) with Sah Polymers Limited (Transferee Company) and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

We are in receipt for Draft Scheme of Amalgamation of Fibcorp Polyweave Private Limited (Transferor Company) with Sah Polymers Limited (Transferee Company) and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 vide application dated September 28, 2023.

Based on our letter reference no. NSE/LIST/37735 dated March 22, 2024, submitted to SEBI pursuant to SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 read with 94(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations), SEBI vide its letter dated July 16, 2024, has inter alia given the following comment(s) on the draft scheme of arrangement:

- a) The Company shall ensure to disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters, and directors, before Hon'ble NCLT and shareholders, while seeking approval of the Scheme.
- b) The Company shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the Stock Exchanges, from the date of receipt of this letter, is displayed on the websites of the listed company and the Stock Exchanges.
- c) The Company shall ensure compliance with the SEBI circulars issued from time to time.
- d) The entities involved in the Scheme shall duly comply with various provisions of the Circular and ensure that all the liabilities of Transferor Company are transferred to the Transferee Company.





- e) The Company shall ensure that information pertaining to all the Unlisted Companies involved, if any, in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.
- f) The Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.
- g) The Company shall ensure that the details of the proposed scheme under consideration as provided by the Company to the Stock Exchanges shall be prominently disclosed in the notice sent to the Shareholders.
- h) The Company shall ensure to disclose the following, as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013:
 - Details of (pre & post scheme) Assets and Liabilities of SPL.
 - Capital buildup of FPPL since inception
 - All details of valuation / Share Exchange Ratio provided at para 12 of BSE's letter dated March 21, 2024.
 - Rationale & synergies of the scheme and its impact on the public shareholders.
 - Details provided by SPL vide letter dated July 05, 2024 in respect of classification of proposed holding of Mr. Murtaza Moti and Mrs. Fatima Moti as public holding post scheme of arrangement.
- i) The Company shall ensure that the proposed equity shares to be issued in terms of the "Scheme" shall mandatorily be in demat form only.
- *j)* The Company shall ensure that the "Scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document.
- k) The Company shall ensure that no changes to the draft scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI.
- l) The Company shall ensure that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the Company is obliged to bring the observations to the notice of NCLT.





- m) The Company shall ensure that all the applicable provisions under the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme are complied.
- n) It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBl/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations.

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ Stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.

Please note that the submission of documents/information, in accordance with the Circular to SEBI and National Stock Exchange of India (NSE), should not in any way be deemed or construed that the same has been cleared or approved by SEBI and NSE. SEBI and NSE does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted.

The Listed entities involved in the proposed Scheme shall disclose the No-Objection Letter of the Stock Exchange(s) on its website within 24 hours of receiving the same.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our "No objection" in terms of Regulation 37 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from July 18, 2024, within which the Scheme shall be submitted to NCLT.

Kindly note, this Exchange letter should not be construed as approval under any other Act /Regulation/rule/bye laws (except as referred above) for which the Company may be required to obtain approval from other department(s) of the Exchange. The Company is requested to separately take up matter with the concerned departments for approval, if any.





The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path: NEAPS > Issue > Scheme of arrangement > Reg 37 of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.

Yours faithfully, For National Stock Exchange of India Limited

Khyati Vidwans Senior Manager





www.sahpolymers.com GIN: L24201RJ1992PLC006657

DETAILS OF ONGOING ABJUDICATION AND RECOVERY PROCEEDINGS, PROSECUTION INITIATED, AND ALL OTHER ENFORCEMENT ACTION TAKEN, IF ANY, AGAINST THE COMPANY, IT'S PROMOTERS AND DIRECTORS:

- A. Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken against the Company.
 - 1. Details of ongoing adjudications and recovery proceedings against the Transferor Company:
 - Income tax: No dispute is pending.
 - GST, Custom and services tax: No dispute is pending.
 - Companies Act.: No dispute is pending.
- B. Details of ongoing adjudications & recovery proceedings, prosecution initiated, and all other enforcement action taken against the Promoters of the Company i.e. Sat Industries Limited

The particulars of statutory dues as at March 31,2024, which have been not deposited on account of disputes of 5at Industries Limited, promotor of the company are as follows.

Name of statute	Nature of dues	Amount (net payments/ deposits) (*f. in lakks)	 Period to which the amount relates	Forum where the dispute is pending
Goods 8 services Tax act	For GS Demand	226.20 (Net deposit)	For the Period of F.Y.2017-2018	Appeal under GST
Goods & services Tax act	For GS Demand	151 94(Net of depor	For the Period of F.Y.2018-2019	Appeal under GST

C. Details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken against the directors of the Company.

We hereby confirm that there are no on-going adjudication & recovery proceedings, prosecution initiated and other authorement action taken against the director of the Company in their capacity as the directors of the company.

For and on behalf of Sah Polymers Limited

Hakim Sadiq Ali Tidiwala Whole-time Director DIN: 00119156

Date: 25 11 2023

AN ISO 9001:2015

Reg. No. RQ91/7969

SAH AQUY WER

Regd. Office & Factory :

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

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

E-mail: infoll+sahpotymers.com

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Particulars	Yes* No*	No
Whether the Listed Entity has issued any partly paid up shares?		No
Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
Whether the Listed Entity has any shares against which depository receipts are issued?		No
Whether the Listed Entity has any shares in locked-in?		No
Whether any shares held by promoters are pledge or otherwise encumbered?	V I-	No

Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above · If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

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(ii) We also because the second to the provided to the reporter colored to the extent of the formal times.

(iii) Interpretation to the provided the provided to the reporter colored to the colored to the formal times. The colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to the colored to t

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Note:

(1) FAN would not be displayed on website of Soois Exchange(s).

(2) The above format seeds to be disclosed along with the cames of the charachelders building UN or more than 13k of shares of the loted ecolin. Column no (IMI)s not applicable in the above format.

(3) Wur to the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information evaluable.

CDSI, 30/08/2024

NSDC : 3/08/2024

28

GENERATED ON SQ/10/2018

Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

FOR PRE SCHEME OF ARRANGEMENT

1.	Name of	Listed Entity: Sah Polymers Limited
2.	Scrip Cod	de/Name of Scrip/Class of Security: 543743
3.	Share Ho	olding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)
	a.	If under 31(1)(b) then indicate the report for Quarter ending
	b.	If under 31(1)(c) then indicate date of allotment/extinguishment
4.	Declarati	ion: The Listed entity is required to submit the following declaration to the extent of submission of information:-

	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in locked-in?		No
5	Whether any shares held by promoters are pledge or otherwise encumbered?		No

* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

GENERATED ON :04/10/2024 NSDL : 30/09/2024 CDSL :30/09/2024

Hakim Sadiq Ali Tidiwala Digitally signed by Hakim Sadiq Ali Tidiwala Date: 2024.11.27 13:28:41 +05'30'

Sah Pol	lymers Limited																	
Table I - S	Summary Statement holding of specified securities																	
							Sharehold ing as a %					Shares Underlyin	ing , as a %			Number o		
				No. of	No. of		of total no. of	of securitie		thts held in	each class	g Outstandi		Number o shares	f Locked in	pledged o encumber		Number of equity
			No. of	Partly	shares		shares					ng	conversio					shares
			fully paid	paid-up	underlyin		(calculate	No of Voti	ng Rights			convertibl	n of		As a % of		As a % of	held in
		Nos. of	up equity	equity	g	Total nos.	d as per				Total as a	e	convertibl		total		total	demateri
		sharehold	shares	shares	Depositor	shares	SCRR,	Class eg:			% of	securities	e		Shares		Shares	alised
Category	Category of shareholder	ers	held	held	y Receipts	held	1957)	х	Class eg: y	Total	(A+B+C)	(including	securities	No. (a)	held(b)	No. (a)	held(b)	form
(1)	(II)	(III)	(IV)	(V)	(VI)	(VII) =	(VIII) As a		(1	X)		(X)	(XI)=	()	(II)	()	(III)	(XIV)
(A)	Promoter & Promoter Group	2	15596000	0	0	15596000	60.4590	15596000	0	15596000	60.4590	0	60.4590	0	0.0000	0	0.0000	15596000
(B)	Public	8030	10200000	0	0	10200000	39.5410	10200000	0	10200000	39.5410	0	39.5410	0	0.0000	NA	NA	10200000
(C)	Non Promoter - Non Public				0				0			0			0.0000	NA	NA	
(C1)	Shares Underlying DRs	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
(C2)	Shares Held By Employee Trust	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
	Total	8032	25796000	0	0	25796000	100.0000	25796000	0	25796000	100.0000	0	100.0000	0	0.0000	0	0.0000	25796000

Hakim Sadiq Ali Tidiwala

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Sah Pol	ymers Limited]
Table II -	Statement showing shareholding pattern of the Pro	moter and Pro	moter Group																	1
	<u> </u>		•																	1
							No. of		Sharehold ing % calculated	Number of		ghts held in		Shares Underlyin g Outstandi	assuming	Number of	of Locked in	Number of pledged of encumber	r otherwise	Number of equity
					No. of	Partly	shares		as per					ng	conversio					shares
					fully paid	paid-up	underlyin		SCRR,	No of Voti	ng Rights		Total as a	convertibl	n of		As a % of		As a % of	held in
				Nos. of	up equity	equity	g	Total nos.	1957 As a		1		% of Total	_	convertibl	l	total			demateri
				sharehold		shares	Depositor		1	Class eg:			_	securities			Shares		Shares	alised
	Category & Name of the shareholders	Entity Type	PAN	ers	held	held	y Receipts		(A+B+C2)		Class eg: y		Rights	, ,	securities			No. (a)	held(b)	form
	(1)		(II)	(III)	(IV)	(V)	(VI)	(VII) =	(VIII) As a		(IX)		(X)	(XI)=	(XII)	()	(III)	(XIV)
1	Indian																			ļ
• •	Individuals / Hindu Undivided Family			0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
, ,	Central Government / State Government(s)			0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
	Financial Institutions / Banks			0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
• •	Any Other (Specify)			2	15596000		0	15596000		15596000		15596000		0	60.4590	0	0.0000	0	0.0000	15596000
	Bodies Corporate			2	15596000		0	15596000		15596000		15596000		0	60.4590	0	0.0000	0	0.0000	15596000
	Sat Industries Limited	Promoters	AAACR2207F	1	14316000	0	0	14316000		14316000	0	14316000		0	55.4970	0	0.0000	0	0.0000	14316000
	Sat Invest Private Limited	Promoter Group	AACCS2098D	1	1280000	0	0	1280000	4.9620	1280000	0	1280000	4.9620	0	4.9620	0	0.0000	0	0.0000	1280000
	Sub Total (A)(1)			2	15596000	0	0	15596000	60.4590	15596000	0	15596000	60.4590	0	60.4590	0	0.0000	0	0.0000	15596000
2	Foreign																			
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)			0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(b)	Government			0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(c)	Institutions			0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(d)	Foreign Portfolio Investor			0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(e)	Any Other (Specify)			0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
	Sub Total (A)(2)			0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
	Total Shareholding Of Promoter And Promoter Group (A)= (A)(1)+(A)(2)			2	15596000	0	0	15596000	60.4590	15596000	0	15596000	60.4590	0	60.4590	0	0.0000	0	0.0000	15596000

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Note:

(1) PAN would not be displayed on website of Stock Exchange(s)

(2) The term 'Encumbrance' has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Hakim
Sadiq Ali
Tidiwala

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by Hakim Sadiq
Ali Tidiwala
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Sah Pol	ymers Limited																					
able III -	Statement showing shareholding pattern	of the Public sl	hareholde	r																		
			1	1	1	1		1														
													Shares	ing , as a			Number o	of Shares				
								Sharehold ing %	Number of	f Voting Rig	hts held in	each class	Underlyin		Number of	Locked in		r otherwise				
						No. of		ing %	of securitie	es			g Outstandi	assuming	shares		encumber		Number	Sub-catego	orization of	shares
				No. of	Partly	shares		as per					ng	conversio					of equity			
				fully paid	paid-up	underlyin		SCRR.				Total as a	convertibl			As a % of		As a % of	shares	Shareholdi	ing(No. of s	hares)
			Nos. of	up equity	equity	g	Total nos.	1957 As a	No of Voti	ng Rights	1	% of Total	e	convertibl		total		total	held in	under Sub-	ISUD-	ISUD-
				shares	shares	Depositor		% of				Voting	securities	e		Shares		Shares	demateria	category(i	category(i	category
	Category & Name of the shareholders	PAN	ers	held	held	y Receipts			Class eg: X	Class eg: y	Total	Rights		securities	No. (a)		No. (a)	held(b)	lised form)	i)	ii)
	(1)	(11)	(III)	(IV)	(V)	(VI)	(VII) =	(VIII) As a			X)		(X)	(XI)=		(11)		XIII)	(XIV)		(XV)	
L	Institutions (Domestic)																					
a)	Mutual Fund		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
b)	Venture Capital Funds		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
(c)	Alternate Investment Funds		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
d)	Banks		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
e)	Insurance Companies		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
(f)	Provident Funds/ Pension Funds		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	ļ	ļ	
(G)	Asset Reconstruction Companies		0	0	0	0	0	0.0000	0	0	0	0.0000	0		0	0.0000	NA	NA	0			1
(h)	Sovereign Wealth Funds		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			1
(i)	NBFCs registered with RBI		U	U	U	U	U	0.0000	U	U	U	0.0000	U	0.0000	U	0.0000	NA	NA	U	1	 	1
j) k)	Other Financial Institutions		U O	0	U	U	U	0.0000	U	0	U	0.0000	U O	0.0000	U	0.0000	NA	NA	U	1	 	1
K)	Any Other (Specify) Sub Total (B)(1)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA NA	NA NA	0	-		1
,	Institutions (Foreign)		U	U	U	U	U	0.0000	U	U	U	0.0000	U	0.0000	U	0.0000	NA	NA	U			
(a)	Foreign Direct Investment		0	0	•	0	0	0.0000	0	_	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
(b)	Foreign Direct Investment Foreign Venture Capital Investors		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA NA	NA NA	0			
(c)	Sovereign Wealth Funds		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA NA	0			1
(c) (d)	Foreign Portfolio Investors Category I		2	938028	0	0	938028	3.6363	938028	n	938028	3.6363	0	3.6363	0	0.0000	NA	NA	938028	0	0	0
(u)	Meru Investment Fund Pcc-Cell 1	AAQCM9904J	1	936303	n	0	936303	3.6296	936303	n	936303	3.6296	0	3.6296	n	0.0000	NA	NA	936303			•
(e)	Foreign Portfolio Investors Category II	AAQCIVISSO4S	0	0	n	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			1
(-)	Overseas Depositories(holding DRs) (balancing		_	•		_		0.0000				0.0000		0.0000		0.0000	146	140	ř –			1
(f)	figure)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
(g)	Any Other (Specify)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
	Sub Total (B)(2)		2	938028	0	0	938028	3.6363	938028	0	938028	3.6363	0	3.6363	0	0.0000	NA	NA	938028	0	0	0
	, , , ,																					
3	Central Government/ State Government(s)																					
(a)	Central Government / President of India		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
(b)	State Government / Governor		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
	Shareholding by Companies or Bodies Corporate																					
	where Central / State Government is a																					
(C)	promoter		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
	Sub Total (B)(3)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
4	Non-Institutions			0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
(a)	Associate companies / Subsidiaries		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
	Directors and their relatives (excluding			_	_					L			_					L				
	Independent Directors and nominee Directors)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
(C)	Key Managerial Personnel		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
	Polatives of promotors (-thth!																					
	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under																					
	'Promoter and Promoter Group' category)		<u> </u>	<u>_</u>	<u> </u>	l.	0	0.0000	0		0	0.0000	l.	0.0000	0	0.0000	NA	NA	0		1	
יטו	rromoter and rromoter Group category)		U	<u> </u>	٧	J	_	0.0000	·	٧	_	0.0000	<u> </u>	0.0000	·	0.0000	IVA	NA	·	1	-	1
	Trusts where any person belonging to 'Promoter				1					1				1		1		1			1	
	and Promoter Group' category is				1					1				1		1		1			1	
(E)	'trustee','beneficiary', or 'author of the trust'		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0		1	
x-1	and the second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second s		ť	-	ľ	ť	ř –	3.0000	ř	ľ	ř –	3.0000	-	3.0000	ř		1	 	ř	t		1
(f)	Investor Education and Protection Fund (IEPF)		0	0	o	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
	i. Resident Individual holding nominal share		ľ	-	ľ	ľ		1		1			-				1	1				1
(g)	capital up to Rs. 2 lakhs.		7838	1406277	o	0	1406277	5.4515	1406277	0	1406277	5.4515	0	5.4515	0	0.0000	NA	NA	1406277	0	0	0
	ii. Resident individual holding nominal share																					1
			16	1789565	1	1	1789565	6.9374	1789565	1	1	6.9374	1	6.9374	1	0.0000	NA	NA	1789565	1	1	1

	Bholaram Agarwal	AASPA4858Q		285339	0	0	285339	1.1061	285339	0	285339	1.1061	0	1.1061	0	0.0000	NA	NA	285339			
	Harsh Jasmin Ajmera	AEMPA4965L		410949	0	0	410949	1.5931	410949	0	410949	1.5931	0	1.5931	0	0.0000	NA	NA	410949			1
(i)	Non Resident Indians (NRIs)		42	24241	0	0	24241	0.0940	24241	0	24241	0.0940	0	0.0940	0	0.0000	NA	NA	24241	0	0	0
(j)	Foreign Nationals		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
(k)	Foreign Companies		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0			
(I)	Bodies Corporate		50	5196869	0	0	5196869	20.1460	5196869	0	5196869	20.1460	0	20.1460	0	0.0000	NA	NA	5196869	0	0	0
	Park Continental Private Limited	AABCP9174A	1	1124784	0	0	1124784	4.3603	1124784	0	1124784	4.3603	0	4.3603	0	0.0000	NA	NA	1124784			
	Ska Marketing Private Limited	ABBCS4486R	1	1080799	0	0	1080799	4.1898	1080799	0	1080799	4.1898	0	4.1898	0	0.0000	NA	NA	1080799			
	Unishire Urban Infra Limited	AABCR3723R	1	417000	0	0	417000	1.6165	417000	0	417000	1.6165	0	1.6165	0	0.0000	NA	NA	417000			
	L7 Hitech Private Limited	AACCL7130P	1	357005	0	0	357005	1.3840	357005	0	357005	1.3840	0	1.3840	0	0.0000	NA	NA	357005			
	Delight Quant Private Limited	AAKCD1453F	1	300000	0	0	300000	1.1630	300000	0	300000	1.1630	0	1.1630	0	0.0000	NA	NA	300000			
	Jainam Broking Limited	AABCJ3918N	1	273500	0	0	273500	1.0602	273500	0	273500	1.0602	0	1.0602	0	0.0000	NA	NA	273500			
(m)	Any Other (Specify)		82	845020	0	0	845020	3.2758	845020	0	845020	3.2758	0	3.2758	0	0.0000	NA	NA	845020	0	0	0
	Body Corp-Ltd Liability Partnership		6	492664	0	0	492664	1.9098	492664	0	492664	1.9098	0	1.9098	0	0.0000	NA	NA	492664	0	0	0
	Space Age Polymers Llp	ADWFS4422K	1	347308	0	0	347308	1.3464	347308	0	347308	1.3464	0	1.3464	0	0.0000	NA	NA	347308			
	Hindu Undivided Family		76	352356	0	0	352356	1.3659	352356	0	352356	1.3659	0	1.3659	0	0.0000	NA	NA	352356	0	0	0
	Sub Total (B)(4)		8028	9261972	0	0	9261972	35.9047	9261972	0	9261972	35.9047	0	35.9047	0	0.0000	NA	NA	9261972	0	0	0
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)+b(4)		8030	10200000	0	0	10200000	39.5410	10200000	0	10200000	39.5410	0	39.5410	0	0.0000	NA	NA	10200000	0	0	0

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

No. of shareholders	No. of Shares	%
0		

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Ī	No. of shareholders	No. of Shares
()	0

Note:

- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The above format needs to be disclosed along with the names of the shareholders holding 1% or more than 1% of shares of the listed entity. Column no.(XIII)is not applicable in the above format.
- (3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.
- (4) Categorization and disclosure of each shareholder category should be carried out in the order prescribed in the above format. If a shareholder is falling under more than one category, then the same shall be classified in the category falling
- (5) Sub-categorization of shares under column no.(XV) will be based on shareholding(no. of shares)under the following sub-categories:
- (i) Shareholder who are represented by a nominee Director on the board of the listed entity or have the right to nominate a representative (i.e. Director) on the board of the listed entity.
- (ii) Shareholder who have entered into shareholder agreement with the listed entity.
- (iii) Shareholders acting as persons in concert with promoters.

Hakim Digitally signed by Hakim Sadiq Ali Ali Tidiwala Date: 2024.11.27 13:30:19 +05'30'

Sah P	olymers Limited																			
Table I	V - Statement showing shareholding pattern of the N	on Pro	moter- N	on Public	shareholo	der														
														Shares	ing , as a					
									Sharehold	N	£\/_+! D!	من اداما معا		Underlyin	%	No.	£ 111 !	Number o		
											f Voting Rig	nts neia in	each class	8	assuming	shares	r Lockea in	encumber	r otherwise	
							No. of		calculated	or securiti	es			Outstandi	full	snares	I	encumber		Number
					No. of		shares		as per					ng	conversio					of equity
					fully paid		underlyin	L .		No of Voti	ng Rights			convertibl			As a % of		As a % of	1
				Nos. of	up equity		-		1957 As a				Total as a		convertibl		total			held in
				sharehold			Depositor		1	Class eg:				securities			Shares		Shares	demateria
	Category & Name of the shareholders	PAN		ers	held		y Receipts		(A+B+C2)	Х	Class eg: y		(A+B+C)	(including				No. (a)	held(b)	lised form
	(1)		(II)	(III)	(IV)	(V)	(VI)	(VII) =	(VIII) As a		(I	X)		(X)	(XI)=	()	(II)	<u> </u>	KIII)	(XIV)
1	Custodian/DR Holder			0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
	Employee Benefit Trust / Employee Welfare Trust under																			
	SEBI (Share based Employee Benefits and Sweat Equity)																			
2	Regulations, 2021			0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
	Total Non-Promoter- Non Public Shareholding (C)=																			
	(C)(1)+(C)(2)			0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0

Note:

- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The above format needs to be disclosed along with the names of the shareholders holding 1% or more than 1% of shares of the listed entity. Column no.(XIII) is not applicable in the above format.
- (3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available.

Hakim Digitally signed by Hakim Sadiq Ali Ali Tidiwala Date: 2024.11.27 Tidiwala 13:30:03 +05'30'

SAH POLYMERS LIMITED

www.salipolymers.com CIN: L24201RJ1992PLC006657

Details of Assests and Liabilities	Amount (3	in lakhs)
Particulars	Pre-scheme Arrangement	Post- scheme Arrangement *
ASSETS		
(1) Non-current assets		
(n) Property, Plant and Equipment	4,324.32	4426,3
(b) Capital -work-in-progress	92.97	92.9
(c) Investment	560.78	
(d) Other Intangible users	0.52	0.5
(c) Investment	1.97	1.9
(e) Finuncial assets-Loans	125.38	133.04
(g) Other non-current assets	5.68	5.68
	5,121.62	4,660.56
(2) Current assets	- waterman	- HIBSENTIN
(a) Inventories	1,783.92	2,551.36
(b) Trade receivables	1,057,24	1,614.37
(c) Cash and eash equivalents	1,050.04	1,061.34
(d) Other Bank balances	1,089.99	1.089.99
(c) Loons	1,184.98	840.73
(F) Financial Assets -others	6.96	6.96
(g) Other current assets	408.37	482.73
	6,581.50	7,647,48
Total Assets	11,703,12	12,308.04
Equity	194250000000	
(a) Equity Share Capital	2,579.60	2,740.38
(b) Other Equity	5,830.09	5,709.99
V4.5000000000000	8,409,69	8,450.37
LIABILITIES		
(1) Non-current liabilities	(Canada)	
(ii) Horrowings	845.58	845.58
(a) Deferred tax Habilities	179.69	166.18
	1,025,27	1,013.76
(2) Current liabilities		- 1747/002
(a) Borrowings	1,417.73	1,659.21
(b) Trade payables	553.09	813.07
(c) Other Pinancial Tubilities	2.10	2.10
(d) Other current liabilities	241.06	287.45
(e) Provisions	0.44	14.81
(f) Current Tax Liabilities	53.74	67.27
	2,268.16	2,843.91
Total Equity & Liabilities	11,703.12	12,308.04

^{*}affer giving impact of the proposed scheme: of analgamation ...

For and on behalf of Sah Polymers Limited

Hakim Sadiq Ali Tidiwala (Whole-time Director) DIN: 00119156 Date: 25.11.2023





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

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A MODI & CO

CHARTERED ACCOUNTANTS

4, SHIVKRIPA, MAHAVEER COLONY, BEDLA ROAD, UDAIPUR- 313 011
TEL- 94142 39096, E MAIL- CAASHOKMODI@GMAIL.COM

CA ASHOK MODI B.COM, FCA

Share Capital Built up Certificate in case of scheme of arrangement of the transferor company-Fibcorp Polyweave Private Limited (Unlisted Entity):

To, The Board of Directors Pibcorp Polyweave Private Limited E 260-261, Mewar Industrial Area Madri Udaipur-313003

We, A. Modi & Co., Independent Chartered Accountants, have received a request from the Company to verify and certify the Share Capital Built up of the Transferor Company i.e. Fibcorp Polyweave Private Limited

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
At the time of incorporation	1000	100	Subscription to MoA	1000	Not listed as the Company is unlisted company
January 1,2018	27000	100	Preferential Issue	28000	Not listed as the Company is unlisted company
February 8,2018	12000	375	Preferential Issue	40000	Not listed as the Company is unlisted company
March 14,2020	11365	1100	Preferential Issue	51365	Not listed as the Company is unlisted company
October 09,2020	9065	1655	Preferential Issue	60430	Not listed as the Company is unlisted company
January 5,2023	6000	1655	Preferential Issue	66430	Not listed as the Company is unlisted company

This is to certify that the above-mentioned information is true to the best of my knowledge and belief, according to the books and documents produced before me for verification.

Yours Faithfully

For A. Modi & Co.

Chartered Accountants

ICAI Firm Registration No. 005753C

Ashok Modi Proprietor

Membership No. 074488

Place: Udaipur

UDIN: 23074488BGXUQD4333

Date: 06.10.2023



November 21, 2024

To, The Board of Directors Fibcorp Polyweave Private Limited E-260-261 Mewar Industrial, Madri, Udaipur, Rajasthan-313003 To, The Board of Directors Sah Polymers Limited E-260-261 Mewar Industrial, Madri, Udaipur, Rajasthan-313003

Sub: Certificate on adequacy and accuracy of disclosures made in Abridged Prospectus pertaining to Fibcorp Polyweave Private Limited in compliance with the requirements of Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Reg: Amalgamation of Fibcorp Polyweave Private Limited (hereinafter referred to as the "Transferor Company" or "FPPL") into and with Sah Polymers Limited (hereinafter referred to as the "Transferee Company" or "SPL") and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

We, Expert Global Consultant Private Limited, have been appointed for the purpose of certifying the adequacy and accuracy of disclosure of information pertaining to amalgamation of "FPPL" into and with "SPL" and their respective Shareholders under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder.

Regulatory Requirement

SEBI vide its Master circular no SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024 ("SEBI Circular") prescribed requirements to be fulfilled by the listed entities when they propose a Scheme of Arrangement. The SEBI Circular, amongst other things, provides that in the event a listed entity enters into a Scheme of Arrangements with the unlisted entity, the listed entity shall disclose to its shareholders applicable information pertaining to the unlisted entity in the format specified in the aforesaid circular.

We, Expert Global Consultant Private Limited, the Merchant Banker to the above-mentioned offer, state and confirm that:

- We have examined various documents including those relating to outstanding litigations, claims and
 regulatory actions and other materials in connection with finalization of disclosure of information
 pertaining to FPPL ("Abridged Prospectus") which will be circulated to the members at the time of
 seeking their consent to the proposed Scheme of amalgamation of FPPL into and with SPL as a part
 of explanatory statement to the notice.
- On the basis of such examination and the discussions with the management of FPPL, its directors, other officers, other agencies and on independent verification of statement concerning the objects of scheme of amalgamation and the contents of document and other papers furnished to us; we state that:
 - The Abridged Prospectus is in conformity with the documents, materials and papers relevant to the Scheme of amalgamation and contains applicable information (as prescribed in the

Expert Global Consultants Private Limited

Corporate Office: 1511, RG Trade Tower, Netaji Subhash Place, Pitampura, Delhi 110034 • +91 11 45098234

Branch Office: 516 A Wing, Dattani Piaza, Andheri Kuria Roac, Safsed Pool, Mumbai, Maharashtra 400072 • +91 22 35210873

into@expertglobal.in • CIN: U74110DL2010PTC208995



- format for abridged prospectus as provided in Part E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements), 2018).
- The Abridged Prospectus contains applicable information pertaining to as required in terms of SEBI Circulars which, in our view are fair, adequate and accurate to enable the members to make a well-informed decision on the proposed Scheme of amalgamation of FPPL into and with SPL.

Disclaimer and Limitations

- This certificate is a specific purpose certificate issued in terms and in compliance with SEBI Circular and hence it should not be used for any other purpose or transaction.
- We have also availed undertakings/representations/affirmations from FPPL and its directors for various disclosures made in the Abridged Prospectus.
- This certificate is issued on the basis of examination of information and documents provided by FPPL and information which is available in the public domain and wherever required, the appropriate representation from FPPL has also been obtained.
- We shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use or reliance on the information set out in the report.
- Our opinions are not and should not be constructed as our opining or certifying the compliance of the
 proposed Scheme of amalgamation with the provision of any law including companies, taxation, capital
 market, related law or as regards any legal implications or issues arising thereon, in their respective
 jurisdiction.
- The above confirmation is based upon the information furnished and explanations provided to us by the
 management of the FPPL assuming the same is complete and accurate in all aspects on an as in basis. We
 have relied upon the financials, information and representation furnished to us on an as is basis and have
 not carried out an audit of such information. Our scope of work does not constitute an audit of financial
 information and accordingly we are unable to and do not express an opinion on the fairness of any
 financial information referred in the Abridged Prospectus.

For Expert Global Consultants Private Limited SEBI registered Category - 1 Merchant Banker SEBI Registration No. INM000012874

Harish Gupta Director

DIN: 03291195

Place: Delhi

Date: November 21, 2024

DISCLOSURE DOCUMENT COMPRISING OF APPLICABLE INFORMATION PERTAINING TO THE UNLISTED COMPANY INVOLVED IN THE SCHEME IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS

This is an abridged prospectus dated 21* November, 2024 (Abridged Prospectus / Disclosure Document) has been prepared solely in connection with the proposed scheme of amalgamation to comply with the requirements of Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the requirement of SEBI Master Circular No. SEBI/HO/CFD /POD-1/ P/CIR/2024/0154 dated November 11,2024, as amended from time to time under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 for amalgamation of Pibcorp Polyweave Private Limited ("Transferor Company"/"FPPL")) into and with Sah Polymers Limited ("Company" or "Transferee Company"/"SPL") and their respective shareholders (hereinafter referred as to the "Scheme").

This disclosure document contains the applicable information (as prescribed in the format for abridged prospectus as provided in Part E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements), 2018, pertaining to Fibcorp Polyweave Private Limited (hereinafter referred to as "FPPL"), being an unlisted company in the Scheme, and the Notice & the Explanatory Statement sent to the shareholders of the Transferee Company.

This Disclosure Document should not be considered as an invitation or an offer of any securities by or on behalf of SPL or FPPL.

THIS ABRIDGEO PROSPECTUS CONSISTS OF 'Eleven (LT)' PAGES, PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

FIBCORP POLYWEAVE PRIVATE LIMITED

CIN: U17309RJ2017PTC058691 Date of Incorporation: 31* JULY 2017

Registered Office	Corporate Office	Contact Person	Email and Telephone	Website
E 260-261, Mewar Industrial Area, Madri, Udaipur, Rajasthan 313003.	NA	Mr. Murtaza Ali Moti Director		www.fibcorpp.co

NAMES OF PROMOTER(S) OF FPPL

Corporate Promoters SAH POLYMERS LIMITED "SPL"

Details of Offer to Public: NA *

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OFS/ Fresh	shares or by amount in Rs)	BOACHEN MUSHHELIST TAUDES DA	shares or by	6(1)/	QIB	NII	RUI





*NA: Not Applicable as FPPL is not offering any securities/equity shares and no investment by the public is being made in FPPL, pursuant to the Scheme.

Details of OFS by Promoter(s)/ Promoter Group/ Other Selling Shareholders (upto a maximum of 10 selling shareholders): NA*

Name	Туре	No of Shares offered/ Amount in Rs	WACA in Rs per Equity	Name	Туре	No of Shares offered/ Amount in Rs	WACA in Rs per Equity
------	------	------------------------------------------------	--------------------------------	------	------	------------------------------------------------	--------------------------------

^{*}NA: Not Applicable as FPPL does not offer or transfer any securities/equity shares and no investment by the public is made in FPPL, pursuant to the Scheme.

Price Band	NA .
Minimum Bid Lot Size	NA .
Bid/Offer Open On	NA.
Bid/Closes Open On	NA.
Finalization of Basis of Allotment	NA .
Initiation of Refunds	NA
Credit of Equity Shares to Demat accounts of Allottees	NA
Commencement of trading of Equity Shares	NA .

^{*}NA: Not Applicable as FPPL does not offer or transfer any securities/equity shares and no investment by the public is made in FPPL, pursuant to the Scheme.

Details of WACA of all shares transacted over the trailing eighteen months from the date of Ahridged Prospectus: NA*

Period	Weighted Average	Upper End of the	Range of acquisition
	Cost of Acquisition	Price Band is 'X'	price Lowest Price-
	(in ₹)	times the WACA	Highest Price (in ?)
	3/11/20		

^{*}NA: Not Applicable as FPPL is not offering any securities/equity shares and no investment by the public is being made in FPPL, pursuant to the Scheme.

RISKS IN RELATION TO THE FIRST OFFER

Not Applicable as FPPL is an unlisted company and is not offering any securities/ equity shares through an initial public offer to the public at large, pursuant to the Scheme.

GENERAL RISK

Not Applicable as FPPL is an unlisted company and is not offering any securities/ equity shares through an initial public offer to the public at large, pursuant to the Scheme.





PROCEDURE.

The Board of Directors of Fibcorp Polyweave Private Limited (hereinafter called as Transferor Company) and Sah Polymers Limited (hereinafter called as Transferoe Company) in their respective meetings held on 25th September 2023 and on 18th October 2023 (as amended) approved a scheme of Amalgamation ("Scheme").

The scheme of Amalgamation between Sah Polymers Limited ("SPL / Transferee Company"), Fibcorp Polyweave Private Limited ("FPPL/ Transferor Company") and their shareholders provides for the Amalgamation of FPPL with and into SPL and consequent issue of Equity Shares by SPL to the shareholders of FPPL and that upon the coming into effect of this Scheme and with effect from the Appointed Date, the Undertaking (as defined in the Scheme) of the FPPL respectively shall be transferred to and vested in the SPL as a going concern without any further act, instrument or deed so as to become, as and from the Appointed Date, the undertakings of the SPL by virtue of and in the manner provided in this Scheme in accordance with the terms of the Scheme, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("the Act"). The Scheme also provides for various other matters consequent and incidental thereto.

The scheme is further subject to approval from the shareholders and creditors of aforesaid companies, National Company Law Tribunal (NCLT) and other statutory/regulatory authorities, as may be applicable.

DETAILS OF THE SCHEME

The Scheme provides for the following which shall be deemed to have occurred on the Effective Date as defined in the Scheme:

- 1. The Undertaking (as defined in the Scheme) of the Transferor Company ("FPPL") shall be transferred and vested into and with the Transferee Company ("SPL") and the consequential alteration of authorised share capital clause in the Memorandum of Association of Transferee Company ("SPL") ("Amalgamation");
- 2. In consideration of the amalgamation of the Undertaking in the Transferee Company ('SPL'), the issuance of equity shares by SPL to all the Equity shareholders of Transferor Company ('FPPL') (other than SPL) in accordance with the Share Exchange Ratio (as defined in the Scheme clause 12.1), as on the Record Date (as defined in the Scheme) in the following manner:

"494 (Four Hundred Ninety-Four) Equity Shares of INR 10/- each credited as fully paid-up of the SPL for every 10 (Ten) Equity Share of INR 100/- each fully paid-up held by such Equity Shareholder in the FPPL."

- 3. The Transferor Company (FPPL) shall be dissolved without winding up ('Amalgamated').
- Upon the Scheme becoming effective, the Equity shares of Transferor Company ('FPPL') held by Transferee Company ('SPL') on the Effective Date, shall stand cancelled in its entirety.

The equity shares, which will be issued by SPL pursuant to the Scheme, are proposed to be listed on National Stock Exchange of India Limited and BSE Limited.

Effective Date: April 01, 2023.

Note: The above details of the Scheme have been extracted from the Scheme.



	Name of	PRICE INFORMA	TION OF BRLM's* +/- % change in closing	+/- % change in closing
Issue Name	Merchant Banker	price, (+/- % change in closing benchmark)- 30th calendar days from listing	price, (+/- % change in closing benchmark)- 90th calendar days from listing	price, (+/- % change in closing benchmark) - 180th calendar days from listing
		Not A	pplicable	

Disclosures subject to recent 7 issues (initial public offerings) in current financial year and two preceding financial years managed by each Merchant Banker with common issues disclosed once.

Name of BRLM and contact details (telephone and email id) of each BRLM	NA
Name of Syndicate Membera	NA

In case of issues by Small and Medium Enterprises under Chapter IX, details of the market maker to be included

Name of Registrar to the lasue and contact details (telephone and email id)	NA .
Name of Statutory Auditor	Ajay Paliwal & Co., Chartered Accountants 418, Teachers Colony, Ambamata Scheme Udaipur-313601 Email: ajayhpaliwakinemail.com Contact Person: Mr. Ajay Paliwal Firm Registration No.: 012345C Membership No.: 403290
Name of Credit Rating Agency and the rating or grading obtained, if any	NA
Name of Debenture trustee, if any.	NA
Self-Certified Syndicate Banks	NA
Non-Syndicate Registered Brokers	NA .
Details regarding website address(cs)/ link(a) from which the investor can obtain list of registrars to issue and share transfer agents, depository participants and stock brokers who can accept application from investor (as applicable)	NA





Sr. No.	Name	Individual/ Corporate	Experience & Educational Qualification
1.	Sah Polymer Limited	sCorporate	Sah Polymers Limited ("SPL" or "Transferee Company" or "Company") bearing CIN L24201RJ1992PLC006657 was incorporated under the provisions of the Companies Act, 1956 or 20th April, 1992 as a Public Limited Company under the name and style of "Peacock Continental Limited" with the Registrar of Companies, Jaipur. Thereafter, the name of Transferee Company was changed to its present name i.e. "Sah Polymers Limited" and in this regard, a fresh certificate of incorporation was issued by Registrar of Companies, Jaipur Rajasthan on 24th July, 1998. At present, the registered office of the Transferee Company is situated at E 260-261 Mewar Industrial area Madri, Udaipur-313003, Rajasthan, within the jurisdiction of this Hen'ble Tribunal.
			The equity shares of the Transferee Company/ Applicant Company No. 2 are listed on BSE Limited and National Stock Exchange of India Limited.
			The Company is engaged in business of manufacturing and selling of Polypropylene (PP)/ High Density Polyethylene (HDPE) FIBC Bags, Woven Sacks, HDPE/PP woven fabrics, woven polymer-based products of different weight, sizes and colours as per customers specification. The Transferee Company offers vide range of bags of different sizes for varied applications. The Transferee Company is a Del Credere Associate cum Consignment Stockist (DCA/ CS) of Indian Oil Corporation Limited and also operates as Dealer Operated Polymer Warehouse (DOPW) of Indian Oil Corporation Limited for their polymer division.
		The Company holds 33,884 (Thirty-Three Thousand Eight Hundred Eighty-Four only) Equity Shares of Rs. 100/- each constituting 51.01% (Fifty-One and decimal Zero One percent) of the Equity Share capital of the FPPI. Company.	
			Board of Directors:
			Mr. Asad Daud, aged 33 years, is the Non-Executive Director of the company. He is associated with the company since April 3, 2009. He holds a Masters of Science degree in field of Accounting & Finance from The London School of Economics and Political Science. He possesses more than 12 years of experience in the polymer packaging industry.
			Mr. Murtaza Ali Moti, aged 40 years is the Whole Time Director of the Company. He is a Chartered Accountant and Chartered Financial Analyst. He has very vide and rich experience of 16 years in the field of finance, accounts and risk analysis.
			Mr. Hakim Sadiq Ali Tidiwala, aged 67 years, is Whole Time Director of the Company. He has been associated with the Company since August 1, 1998. He possesses more than 33 years of





experience in the polymer packaging Industry. He looks after the general management and administration of the Company and brings about innovation through creation of new capacities, development of products, exploring and evaluating ways of penetrating existing markets and developing new markets in India and abroad.

Mr. Ramesh Chandra Soni, aged 64 years, is an Independent Director of our Company. He has been appointed as non-executive director in the Company on April 03, 2009. He is a Fellow Member of the Institute of Chartered Accountants of India. He is a practicing-chartered accountant and possesses more than 35 years of Experience in the field of accounts, finance, banking, taxation.

Mr. Sanjay Suthar, aged 30 years, is an Independent Director of the Company. He holds Masters of Commerce degree from Mohanial Sukhadia University, Udaipur. He has an overall experience of 8 years in the field of finance and accounts.

Mr. Nikhil Khanderao Raut, aged 32 years, is an Independent Director of the Company. He holds Bachelor of Commerce degree from University of Mumbai. He has an overall experience of 9 years in the field of Pinance and Accounts.

Ms. Ashs Jain, aged 52 years, is an Independent Director of the Company. She is having a rich knowledge of more than 20 years in the field of accounts, finance, taxation.

BUSINESS OVERVIEW AND STRATEGY

Company Overview: FPPL (CIN: U17309RJ2017PTC058691) is a Private Limited Company, incorporated on 31st July, 2017 under the provisions of the Companies Act, 2013. The Registered Office of the FPPL is situated at E-260-261, Mewar Industrial Area, Madri, Udaipur, Rajasthan - 313003.

FPPL is a subsidiary Company of SPL

Product/Service Offering: Business of manufacturing of Flexible Intermediate Bulk containers (FIBC), HDPE/PP fabrics and sacks etc.

Geographies Served: India and outside India

Following is the Revenue earned Geographically as on 30.09,2024

Geographical	% of Revenue
Within India	73.67
Outside India	26.33

Key Performance Indicators

The following table sets forth certain Key Performance Indicators for the periods indicated:

Key Performance Indicators	Audited 30-09-2024	Audited 33-03-2024	Audited 31-03-2023	Audited 31-03-2022
Revenue from Operations	1503,92	3324.07	3969.25	3408.29
EBITDA	49.33	117,41	123,72	172.96
EBITDA Margin	3,28%	3.53%	3,12%	5.07%
Profit After Tax for the Year / Period	2.10	26.16	72.79	142.75
PAT Margin	0.1%	0.8%	1.8%	4.2%





ROE	2.40%	4.15%	12.05%	26.88%
ROCE	7.22%	8.66%	8.06%	20:27%
Debt / Equity	0.90	0.72	0.97	0.32

Intellectual Property, if any:

- FPPL has a trademark certificate in respect of goods under classes 19, 22, 24 and 35 and company with logo under the Trade Marks Act, 1999.
- FPPL have filed a copyright application for the company Mark under Copyright Act 1957.

Market Share: NA

Manufacturing plant, if any: Our manufacturing plant is situated at:

G-1, 202-203, RHCO INDUSTRIAL AREA, KALADWAS, Udsiput, Rajasthun, 313003

Employee Strength: 16 no. of Employees as on 30th September 2024

Sr No	Name	Designation (Independent / Wholetime /Executive / Nominee)	Experience & Educational Qualification	Other Directorship
1.	Murtaza Ali Moti	Director	Education Having Professional degree of Chartered Accountant, Chartered Financial Analyst & Financial Risk Manager. Experience: With an extensive background spunning over 18 years, he held positions at ICICI Bank, Ernst & Young, and the Sovereign Wealth Fund of Abu Dhabi. He joined the Board of FPPL since Incorporation i.e 31.07.2017. He currently serves as a Whole Time Director of Sah Polymers.	Sah Polymers Limited Foreign Companies: NIL
2.	Harikant Ganesia Lal Turgalia	Director	Education: Holding a bachelor's degree in- commerce from the University of Udaipur Experience: With esperience exceeding 36 years across manufacturing, trading, and finance, Mr. Harikant Turgalia spearheads financial and management responsibilities at SAT industries., his extensive knowledge has been crucial in secoring the Company towards many triumphs.	Indian Companies: Sat Industries Limited Aeroflex Industries Limited Foreign Companies: NIL
			He joined the Board of FPPL on January 04, 2622	





3.	Sanjay Suthar	Director	Education: Master's degree in commerce from Mohanial Sukhasia University, Udaipur Experience: He is having nine years of experience in accounts and finance contribute to the company's financial acumen and strategic vision. He joined the Board of FPPL on February 20, 2023.	Indian Companies: Sah Polymers Limited Foreign Companies: NIL
4.	Fatîma Motî	Director	Therefore and the obligation	Indian Companies: Nil Foreign Companies: NIL

Object Pursuant to the Scheme

Commercial rationale for amalgamation of the Transferor Company with the Transferoe Company:

The Transferor Company is a subsidiary of the Transferee Company and is under the management of the Transferee Company.

The Transferor Company and the Transferee Company are engaged in the business of manufacture and sale of Flexible Intermediate Bulk containers (FIBC), HDPE/PP fabrics and sacks etc. The amalgamation will ensure focused management in the combined entity thereby resulting in efficiency of management and maximizing value for the shareholders. Such restructuring will lead to simplification of group structure by eliminating multiple companies in similar business.

The proposed amalgamation of the Transferor Company with the Transferee Company in accordance with the terms of this Scheme would enable both the Companies to realize benefits of greater synergies between their businesses, yield beneficial results and pool financial resources as well as managerial, technical, distribution and marketing resources of each other in the interest of maximizing value to their Shareholders and the Stakeholders.

Details of means of finance -: Not Applicable

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues / rights issues, if any, of the Company in the preceding 10 years - Not Applicable

Name of monitoring agency, if any .: Not Applicable

Terms of Issuance of Convertible Security, if any .: Not Applicable





Shareholding Pattern of Fibcorp Polyweave Private Limited:

Sr. No.	Category of Pre-Issue number of shares		% Holding of Pre-lasue
	shareholder	(Number of fully paid-up Equity Shares held)	(Shareholding as a % of total number of shares)
1-	Promoter	33884	51.01%
2	Public	32546	48.99%
	Total	66430	100.00%

Number/amount of equity shares proposed to be sold by selling shareholders, if any: NA

RESTATED AUDITED FINANCIALS OF FIBCORP POLYWEAVE PRIVATE LIMITED:

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Particulars	For the	1	For the year ended on		
	September 30, 2024	March 31, 2024	March 31, 2023	March 31,	
Total Income from operations (net)	1503.92	3324.07	3969.25	3408.28	
Net Profit / (Loss) before tax and extraordinary items	15.23	5126	101.89	142,74	
Net Profit / (Loss) after tax and extraordinary items.	2.10	26.16	72,79	142.74	
Equity Share Capital	66.43	66.43	66.43	66.43	
Reserves and Surplus	565.66	563.57	537.41	464.62	
Net worth	632.09	630	603.84	531.05	
Basic & Diluted earnings per share (2.)	3.15	39.38	109.58	196.55	
Return on net worth (%)	0.33%	4.15%	12.05%	26.88%	
Net Asset Value Per Share (7)	951.51	948.36	908.98	799,41	

INTERNAL RISK FACTORS

The below mentioned are the key risk factors identified by the Company:

- Any disruption to the operations of the manufacturing and other facilities of the Company could materially
 and adversely affect the business, financial condition, and results of the operations of the Company.
- The Company relies on the skill and experience of its management team and other key personnel and the loss of any of these team members or the inability to attract and retain qualified personnel could have a material adverse effect on its business operations.
- The Company's reliance on third parties for certain aspects of its business, including contract labour /job work, transportation and logistics exposes the Company to certain risks.
- 4. The Company extends significant credit limits to its customers and is subject to counterparty credit risk. Any deterioration in such customers' financial position and their ability to pay or the Company's inability to extend credit in line with market practice may adversely impact the Company's profitability.
- The Company does not have any long-term customer agreement and the business is driven by purchase orders. If the customers choose not to source their requirements from the Company, there may be a material adverse effect on the business and results of operations.
- 6. The manufacturing unit is a more power intensive unit, hence if there is any upcoming power crisis due to the





- volatility in power demand or due to a change in government policies, the same may severely impact the operations of the Company.
- 7. Pursuant to the Scheme, all assets and liabilities (including but not limited to movable properties, contingent liabilities, duties and obligations, statutory licenses, repatriation and taxes payable) of FPPL are being transferred to SPL. There may be potential risk regarding business, financials, tax, and regulatory matters in FPPL which may have an adverse impact on SPL.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against /initiated and amount involved: One

Name of Entity	Criminal Proceedings	Tun Proceeding	Statutory or Regulatory Proceedings	Disciplinary netions by the SEBI orStock Exchanges against our Promoters	Material Civil Litigatio ns	Aggregate amount involved (₹ in Lakhs)
Сотрану						
By the Company	2.5		161	(6)	18	
Against the Company	140			-	**	7.69
Directors						
By our Directors	-	-	-		*:	
Against the Directors		16.0		•	-	
Promoters						
By Promoters	-		- E - C	-	*	3
Against Promoters	-				4	- 2
Subsidiaries						
By Subsidiaries	- 0.60	167	P	8	21	
Against Subsidiaries			-	*	-	-

B. Brief details of top 5 material outstanding litigations against/initiated by the company and amount involved:

Sr. No.	Particulars of matter	Litigation filed by	Current status	Amount involved
1	Income tax Demand (Assessment year - 2022- 23	Company (FPPL) to CIT (Appeals)	Appeal filed against demand order ial pending.	₹ 7,68,600/- (Net of Deposit)

- C. Regulatory Action, if any disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action: Nil
- D. Brief details of outstanding criminal proceedings against Promoters: Nil





ANY OTHER IMPORTANT INFORMATION AS PER BRLM / FIBCORP POLYWEAVE PRIVATE LIMITED

NIL

DECLARATION BY FIBCORP POLYWEAVE PRIVATE LIMITED

We hereby declare that all the relevant provisions of the Companies Act, 2013 and the guidelines/ regulations issued by the Government of India or the guidelines / regulations issued by Scuurities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in the Abridged Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations issued, as the case may be. We further certify that all statements in the Abridged Prospectus are true and correct.

For FIBGORP POLYWEAVE PRIVATE LIMITED

MURYO A

Murton Ali Moti

Director DIN: 07876224 Date: 21.11.2024

Place: Udaipur



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INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF FIBCORP POLYWEAVE PRIVATE LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of FIBCORP POLYWEAVE PRIVATE LIMITED (the "Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section I33 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as

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a whole, and in forming our opinion there on, and we do not provide a separate opinion on these matters.

On the facts and circumstances of the company and the audit, we determine that there are no key Audit matters to communicate.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do notexpress any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibilities for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. UDAIPU

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters a nonrelated to going concern and using the going concern basis of accounting unless management either intends to liquidatethe Company or to cease operations, or has no realistic alternative 312



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but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 5As will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to
 design audit procedures that are appropriate in the circumstances. Under section 143(3)(i)
 of the Act, we are also responsible for expressing our opinion on whether the Company
 has adequate internal financial controls system in place and the operating effectiveness of
 such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease.



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to continue as a going concern.

 Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences ofdoing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company sofar as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive IPUI Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.



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- In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with therequirements of section 197(16) of the Act, as amended:
 - In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - The Company has disclosed the impact of pending litigations on its financial position inits standalone financial statements - Nil
 - The Company did not have any long term contracts including derivatives contracts for which there were any material foreseeable losses.
 - There has been no delay in transferring amounts, required to be transferred, to the investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the

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Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule II(e), as provided under and (b) above, contain any material misstatement.
- (v) The Company has neither proposed nor paid any dividend during the vear.
- As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For M/s AJAY PALIWAL& CO. Chartered Accountants Firm Reg. No.012345C

(AJAY PALIWAL)

Proprietor

Membership No. 403290

Place: UDAIPUR Date: 05-05-2023

UDIN: 23403290BGXWBV2966



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ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of FIBCORP POLYWEAVE PRIVATE LIMITED)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

We have audited the internal financial controls over financial reporting of FIBCORP POLYWEAVE PRIVATE LIMITED (the "Company") as of March 31, 2023 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Management of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend



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on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



CHARTERED ACCOUNTANTS
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TEL- 0294 2430466, E Mail-ajayhpaliwal@gmail.com

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAL.

For M/s AJAY PALIWAL& CO. Chartered Accountants Firm Reg. No.012345C

(AJAY PALIWAL)

Proprietor

Membership No. 403290

Place: UDAIPUR Date: 05-05-2023

UDIN: 23403290BGXWBV2966



CHARTERED ACCOUNTANTS 418, TEACHERS COLONY, AMBAMATA SCHEME, UDAIPUR- 313 001 TEL- 0294 2430466, E Maii-ajayhpaliwal@gmail.com

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of FIBCORP POLYWEAVE PRIVATE LIMITED of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - (B) The Company does not have any intangible assets.
- (b) As explained to us, all the Property, Plant and Equipment have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.
- (c) According to information's and explanations given by the management, the title deeds of immovable properties (except the rented property) included in property, plant and equipment are held in the names of the company.
- (d) The Company has not revalued any of its Property, Plant and Equipment and other assets.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) As explained to us that the inventory has been physically verified during the year by management. In our opinion the frequency of verification is reasonable and the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and nature of its business; and the company is maintaining proper records of inventory, no material discrepancies were noticed on physical verification of the inventory.
- (b) During the year the Company has not been availing working capital in excess of Rs. 5 crore during the year on the basis of security of current assets and the quarterly returns or statements filed by the company with financial institutions or banks in agreement with the books of account of the Company.
- (iii) During the year the Company has not made investments in but has granted unsecured loans to companies, firms, Limited Liability Partnerships or other parties but has not stood guarantee or provided security to any other entity.
- a) During the year the Company has provided loans or provided advances in the nature of



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loans but has not stood guarantee or provided security to any other entity -

(A) the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances to subsidiaries, joint ventures and associates; —NIL

(B) the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances to parties other than subsidiaries, joint ventures and associates:

	Aggregate amount during the year Rs. In lakhs	Amount outstanding as on 31/03/2023 Rs. In lakhs
(A) Subsidiaries, joint venture and associates (B) Others	2.772	0.75

- (b) The Company has neither provided guarantees nor given security. The investments made are not prejudicial to the interest of the Company. Further the terms and conditions of the grant of all loans and advances in the nature of loans are not prejudicial to the Company's interest.
- (c) in respect of loans and advances in the nature of loans, no schedule of repayment of principal and payment of interest has been stipulated.
- (d) In respect of aforesaid loans, there is no amount overdue for more than ninety days.
- (e) During the year no loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties;
- (f) During the year the Company has granted loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, the aggregate amount, percentage thereof to the total loans granted, aggregate amount of loans granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013 are as under;

Aggregate amount (Rs. In takhs)	% of the total loans granted	Aggregate amount of loans granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013 (Rs. In lakhs)
3.78	100%	NIL (2)



CHARTERED ACCOUNTANTS
418, TEACHERS COLONY, AMBAMATA SCHEME, UDAIPUR- 313 001
TEL- 0294 2430466, E Mail-ajayhpallwal@gmail.com

- iv) The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- The Company has not accepted any deposit or amounts which are deemed to be deposits.
 Hence, reporting under clause 3(v) of the Order is not applicable.
- vi) The maintenance of cost records has not been specified by the Central Government under sub- section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company. In respect of statutory dues:
- vii) (a)In our opinion, the Company has been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the company examined by us, in our opinion, there are no statutory dues referred to in subclause (a) have not been deposited as on as account of disputes.
- viii) there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the income Tax Act, 1961 (43 of 1961).
- (a) The Company has not defaulted in repayment of dues to a financial institution, bank.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority
- (c)The Company has not taken any term loan during the year.
- (d)On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) The Company does not have any subsidiary, associate and joint venture hence, reporting under clause 3(ix)(e) and (f) of the Order are not applicable.
- x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of theOrder is not applicable.
- (a) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting underclause 3(x)(b) of the Order is not applicable.
- xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in



AJAY PALIWAL & CO

CHARTERED ACCOUNTANTS 418, TEACHERS COLONY, AMBAMATA SCHEME, UDAIPUR- 313 001 TEL- 0294 2430466, E Mail-ajayhpaliwal@gmail.com

Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

- (c) No whistle blower complaints received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures.
- xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable
- xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv) In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors, and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- Xviii) During the year there has been no resignation of statutory auditors.
- on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We furtherstate that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx) The Company does not qualify under the provisions of section 135 of the Companies Act, 2013 accordingly reporting under clause 20 (a) and (b) of the order is not applicable.

od Acco



AJAY PALIWAL & CO

CHARTERED ACCOUNTANTS
418, TEACHERS COLONY, AMBAMATA SCHEME, UDAIPUR- 313 001
TEL- 0294 2430466, E Mail-aiavhpaliwal@gmail.com

xxi) Clause xxi of CARO ,2020 is not applicable as this audit report is relating to standalone financial statements.

For M/s AJAY PALIWAL& CO. Chartered Accountants

Firm Reg. No.012345C

(AJAY PALIWAL)

Proprietor

Membership No. 403290

Place: UDAIPUR Date: 05-05-2023

UDIN: 23403290BGXWBV2966

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FIRCORP POLYWEAVE PR			
BALANCE SHEET FOR THE YEAR	(ENDED	Vrar Ended	Year Ended
		"Amount in Lucs"	"Amount in Lats"
Particulars	Note	31-03-2023	31-03-2022
ASSETS			
1) Non-current assets	100	950,000	10.000.000
(a) Property, Plant and Equipment	- 3	94.48	119.38
(h) Capital work-in-Programs	3	* 1	
(h) Financial Asseta			
(i) Loans		7.56	7.36
(ii) Others	5	April 4, 4, 1, 1	2.31
(i) Deferred ass assets (net)		3130	14.35
(j) Other non-current assets	-		14.20
(2) Current assets			
(a) beventories	2.	767.44	496,62
(b) Financial Assets			
(i) Investments			11/2/2000
(iii) Teads receivables	9	557 13	195.84
(iii) Cash and cash equivalents	9	11.31	61.60
(iv). Bank Judences other than (iii) above		7.0	
(v) Loam	10	0.75	0.89
(vi) Others	10.50		574
(c) Curent Tax Assets	112		1.62
(d) Other current assers	12	7436	51.46
Tutal Assets		1,524.97	950.92
EQUITY			
(a) Equity Share Capital	137	16.43	66.4
(b) Other Equity	14	537.41	454.6
AND ADDRESS ASSESSED.	1002.01	657707	
LIABILITIES			
(1) Nun-current liabilities			
(a) Financial Liabilities	1000		
(i) Borrowings	15	**	14.0
(ia) Lease liabilities		9	
(ii) Trade psyables;			1.00
(2) Current liubilities			
(a) Financial Liabilities			
(i) Borrowings	16	386.48	138.8
(sa) Lease liabilities	1000		1790
(ii) Trade payables:			
(A)Total ourstanding dues of micro encorprises and small emorprises		*****	
(B) Total ounstanding dates of creditors other than micro enterprises and	17	256,97	234.5
small enterprises (i) Other financial liabilities other than those specified in item(e)		04.0	
(1) cycles caracters assumed and again cause short and account			
(8) Other current liabilities	18	46.38	12.4
(g) Provisions	19	14.37	- 2
(d) Current Tax Liabilities	20	13.93	
Total Equity and Liabilities		1,524.97	950,9
Total Editor and Editoriales	£ 10: 54	Tipe with 1	

See accompanying notes to the financial statements

1 to 55

As per our Audit report of even state struction.

for and on behalf of AJAY PALIWAL & CO., Charrened Accountants

FRN: 012345C

AZAY PALIWAL Proprietor. M.No. 403290 Udnipur, May 5,2023 UDIN 234032909GXWBV2966

SULIVA. UDAIPUR for sed on hebalf of the Board

Mertion Ali Moti Director

DIN No: 07876224

Director

DIN No: 07876195

	STATISHENT OF BROKET INDIC	nes FORT	WE VEAR ENDED MALE	023
_	STATEMENT OF PROFIT AND LA	USS FOR T	Year Ended	Vear Ended
_	Particulars	Note	31.03.2023	31 03 2022
-	1 411)		Amount in Lucs	Amount in Lacs
		1 1		TAUL STATE
1	Revenue from operations	21	3,969.25	3,408.29
II.	Other income	22	41.34	21.33
111	Total Income (I-II)		4,010.59	3,429.61
		I [
IV.	Expenses			
	Cost of Materials consumed	23	2,784.18	2,396.43
	Purchases of Stock-in-Trade			-
	Changes in inventories of finished goods	24	(83.62)	1.92
	Work-in-progress and Stock -in-Trade		3.	96
	Employee benefits expense	25	157.48	128.9
	Finance costs	26	35.30	21:28
	Depreciation and amortization expense	3	27.78	30.25
	Other expenses	27	987.48	706.00
	Total expenses	1 1	3,908.70	3,286,86
V	Profit before exceptional items and tax(III-IV)		101.89	142.73
¥3.	Exceptional stems	1 1		75
VII	Profit (loss) before tax (V-VI)		101.89	142.7
VIII	Tay expetite:	- 28		
	(1) Current tax		35.95	34
	(2) Deferred tax		(6.85)	- 3
174	Profit(loss)for the period from continuing operation (VII-VIII)		72.79	142.75
X	Profit/(Loss) from discontinued operations.	l - I	32.77	1,120
XI	Tax expense of discontinued operations			
XII	Profit/Goan from discontinued operation (X-XI)			
XIII	Profit(kms) for the period (IX-XII)			442.7
			72.79	142.75
AL V	Other Comprehensive Income A(i) Turn that will not be reclassified, to profit or loss	- I		
	NOT VIRILL TIME ANY DOC DE SECONDATION NO DESENTE ON 1970		- 5	
	(ii) Income tax relating to hom that will not be reclassifted to profit or ions.	1 1		
	B(i) Item that will be reclassified to profit or loss		3	
ΧV	(iii) Income tax relating to item that will be reclamified to profit or loss		- 2	- 6
XVI	Total Comprehensive Income for the period (XIII-XIV) (Comprising profit	1 - 1		
	(loss) and other Comprehensive Income for the period)		72.79	142.73
COTT	Earnings per equity share (for continued Operation)	l 1	74-09	100
	(1) Basic	29.	109.58	196.9
	(2) Diluted	29	109.58	196.55
csm	Entrings per equity share after discontinued Operation)	CALC.	101.20	1,79,00
57.55	(1) Bank			
	(2) Diluted			17
cym	Farmings per equity share (for discontinued & continuing operations)		"	
	(1) Basic	29	109:58	196.55
	(2) Diluted	20	109 58	196.55
See	ANT TO THE TAXABLE PARTY OF THE TAXABLE PARTY OF THE TAXABLE PARTY OF THE TAXABLE PARTY OF THE TAXABLE PARTY OF THE TAXABLE PARTY OF THE TAXABLE PARTY OF THE TAXABLE PARTY OF THE TAXABLE PARTY OF THE TAXABLE PARTY OF THE TAXABLE PARTY OF THE TAXABLE PARTY OF THE TAXABLE PARTY OF THE TAXABLE PARTY OF THE TAXABLE PARTY OF THE TAXABLE PARTY OF THE TAXABLE PARTY OF THE TAXABLE PARTY OF THE TAXABLE PARTY OF THE TAXABLE PARTY OF THE TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF TAXABLE PARTY OF	1 to 55	100,540	1,790.00

acco. As per our Audit report of even date attached.

for and on behalf of

AJAY PALIWAL & CO.,

Chartered Accountants

AJAY PALIWAL

Proprietor

M No. 403290

Udaipur, May 5,2023

UDIN 23403290BGXWBV2966

for and on behalf of the Bounl

Murtica Ali Moti

DIN No. 07876224

Director

Fatima Moti Director DIN No: 07876195

Wend Aus

FIBCORP POLYWEAVE PRIVATE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2023

(in tacs)

r. No.	Paeticulars	Year ended 31.03.2023	Year ended 31.03.2922
A	Cash Flow from Operating Activities	30,000	.5%500
	Net Profit before tax	101.89	142.74
	Adjustments for:		
	Depreciation	27.78	30.25
	Interest Charges	35.39	20.70
	Interest Received		0.04
	Misc. Balance Written off	3.20	0.90
	Gratuity and leave encashment	14.37	
	Foreign Exchange gain / loss	41.02	20.29
	(Profit)/Loss on sale of property, plant and equipment	11.00.000	
	Operating Profit before working capital changes	223.66	214.91
	Adjustment for Changes in Working Capital:	Caracia	
	Decrease/(Increase) in Trade Receivables	(400.61)	(65.73
	Increase/(Decrease) in other current liabilities	33.94	9.41
	Increase in non-current financial assets	(0.30)	2.00
	Increase /Decrease in Loan	0.13	1.33
	Increase/(Decrease) in Trade Payables	39.38	7.64
	Increase in other assets	(22 90)	26.85
	Increase in tax assets	1.62	(0.94
	Decrease/(Increase) in Stock	(271.42)	(96.1)
	Cash Generated from Operations	(396.50)	99.27
	Income Taxes Refund / (Paid)	29.10	99.23
	Net Cash Inflow /(Out Flow) from Operation (A)	(425.60)	99.27
	Net Cash Innow / (Out Flow) from Operation (A)	(425.00)	33.27
В	Cash Flow from Investing Activities:		
	Sale of Plant & Machinery	7.73	2.36
	Purchase of fixed assets	(10.64)	(62.82
	Interest received		(0.04
	Net Cash Inflow/(Outflow) from investing Activities (B)	(2.90)	(50.50
C	Cash flow from Financing Activities	7,000,000	\$1000 C
	Net increase / (Decrease) in Short term borrowings	(14.04)	(90.88
	Proceeds From shares issue		99 30
	Net increase / (Decrease) in Short term borrowings	323.33	(1.01
	Interest Paid	(35 39)	* (20.70
	Net Cash Inflow /(Out Flow) from Financing Activities (C)	273.89	16.71
	100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 100 - 1	120202	
	Net Increase/Decrease in cash & Cash equivalents (A+8+C)	(154.61)	65.48
	CASH AND CASH EQUIVALENTS	100.000.00	1850.00
	As at the beginning of the year (Refer Note 9)		
	Cash & Cash equivalents	61.63	10.25
	Cash Credit	137.19	151.32
	As at the end of the year (Refer Note 9)	(SE)11236	180 57450
	Cash & Cash equivalents	11.31	61.63
	Cash Credit	241.48	137.19
	Net Increase/Decrease in cash & Cash equivalents	(154.61)	65.48

As per our Audit report of even date attached

Notes:

t. The Cash Flow Statement has been prepared in accordance with the "Indirect Method" specified in the Ind-AS-7- "Statement of Cash Flows"

for and on behalf of AJAY PALIWAL & CO., Chartered Accountants

AJAY PALIWAL
Proprietor
M.No. 403290
Udaipur May 5,2023
UDDN 2340329036XWBV2986

W UDAIPUR &

Murtiaza Ali Moti Director DIN No: 07876224 Fatima Mot Director DIN No. 07876195

FIBCORP POLYWEAVE PRIVATE LIMITED

Notes to the Financial Statements

1.Company Information

Fibeory Polyweave Private Limited (FPWPL) is a private limited Company demiciled in India and is incorporated under the provisions of the Companies Act, 2013. FPWPL is ungaged in the manufacture of PP woven Bags and sacks with annual production capacity of 2400. MT. The manufacturing capacities are situated at Udaipur (Rajasthan). The PP Woven Bags and sacks find applications in the packing of cement, minutals, food prairies etc.

2. Significant Accounting Policies

Statement of Compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companie Act, 2013. The financial statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013.

Busis of Preparation

The financial statements are prepared in accordance with the historical cost convention, except for certain items that are measured at fair values, an explained in the accounting policies.

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and / or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102 - Share-based Payment, leasing transactions that are within the scope of Ind AS 116 - Leases, and measurements that have some similarities to fair value but are not fair value, such as not realisable value in Ind AS 2 - Inventories or value in use in Ind AS 36 - Importment of Assets.

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assist priors that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of seventes and expenses during the year. Actual results could differ from those extinates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, they are recognised in the period of the revision and future periods if the revision affects both current and future periods.

Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set that in the Schedule III to the Companies Act, 2013 and Ind AS 1 - Presentation of Financial Statements based on the nature of products and the time between the

Property, Plant and Equipment - Tangible Assets

acquisition of assets for processing and their realisation in cash and cash equivalents.

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any

Cost is inclusive of inward freight, duties and taxes and incidental expenses related to acquisition. In respect of major projects involving construction, related pre-operational expenses form part of the value of easets capitalised. Expenses capitalised also include applicable borrowing costs for qualifying assets. If any All up-gradation i enhancements are charged off as revenue expenditure unless they bring rimitar significant additional benefits. An item of property, plant and equipment is descognised upon disposal or when no future economic benefits are expected to arrive from the continued

use of asset. Any gum to loss utining on the disposal or retirement of an item of property, plant and equipment is determined as the difference between

the sales proceeds and the currying unount of the unset and in recognited in the Statement of Profit and Loss.

Depreciation of these assets commences when the assets are ready for their intended use which is generally on communicationing. Items of property, plant

and equipment are depreciated in a manner that amortizes the cost (or other amount substituted for cost) of the testets after commissioning, less its

residual value, over their useful lives as specified in Schedule II of the Companies Act, 2013 on a straight line basis. Land is not depreciated.



The estimated useful lives of property, plant and equipment of the Company are as follows:

Buildings

30 Усыга

Plant and Equipment

15 Yenra

Furniture and Fixtures

10 Years 10 Years

Vehicles Office Equipment

5 Years

Property, plant and equipment's residual values and useful lives are reviewed at each Balance Sheet date and changes, if any, are treated as changes in accounting estimate.

Intangible Assets

Intangible Assets that the Company controls and from which it expects future economic benefits are capitalised upon acquisition and measured initially:

a. for assets acquired in a business combination or by way of a government grant, at fair value on the date of acquisition/grant

b. for separately acquired assets, at cost comprising the purchase price (including import duties and conretundable taxes)
 and directly attributable costs to prepare the asset for its intended use.

Internally generated assets for which the cost is clearly identifiable are capitalised at cost. Research expenditure is recognised as an expense when it is incurred. Development costs are capitalised only after the technical and commercial feasibility of the asset for sale or use has been established. Thereafter, all directly attributable expenditure incurred to prepare the asset for its intended use are recognised as the cost of such assets. Internally generated brands, websites and customer lists are not recognised as intangible assets.

The useful life of an intangible asset is considered finite where the rights to such assets are limited to a specified period of time by contract or law (e.g., patents, licenses, trademarks, franchise and servicing rights) or the likelihood of technical, technological obsolescence (e.g., tesser known brands are those to which adequate marketing support may not be provided). If, there are no such limitations, the useful life is taken to be indefinite. Intangible assets that have finite lives are amortized over their estimated useful lives by the straight line method unless it is practical to reliably determine the pattern of benefits arising from the asset. An intangible asset with an indefinite useful life is not amortized.

All intangible assets are tested for impairment. Amortization expenses and impairment losses and reversal of impairment losses are taken to the Statement of Profit and Loss. Thus, after initial recognition, an intangible asset is carried at its cost

less accumulated amortization and / or impairment losses.

The useful lives of intangible assets are reviewed annually to determine if a reset of such useful life is required for assets with finite lives and to confirm that business circumstances continue to support an indefinite useful life assessment for assets so classified. Based on such review, the useful life may change or the useful life assessment may change from undefinite to finite. The impact of such changes is accounted for as a change in accounting estimate.

Impairment of Assets

impairment loss, if any, is provided to the extent, the carrying amount of assets or cash generating units exceed their recoverable amount.

Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life.

Impairment losses recognised in prior years are reversed when there is an indication that the impairment losses recognised no longer exist or have decreased. Such reversals are recognised as an increase in carrying amounts of assets to the extent that it does not exceed the carrying amounts that would have been determined (net of amortization or depreciation) had no impairment loss been recognised in previous years.

Inventories

Inventories are stated at lower of cost and not realisable value. The cost is calculated on weighted average method. Cost comprises expenditure incurred in the normal course of business in bringing such inventories to its present location and condition and includes, where applicable, appropriate overheads based on normal level of activity. Net realisable value is the estimated selling price less estimated costs for completion and sale.

Obsolete, slow moving and defective inventories are identified from time to time and, where necessary, a provision in made for such inventories.

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Foreign Currency Transactions

The functional and presentation currency of the Company is Indian Rupee.

Transactions in foreign currency are accounted for at the exchange rate prevailing on the transaction date. Gains/ losses

arraing on acttlement as also on translation of monetary items are recognised in the Statement of Profit and Loss.

Exchange differences arising on monetary items that, in substance, form part of the Company's net investment in a foreign

operation (having a functional currency other than Indian Rupes) are accumulated in Foreign Currency Translation Reserve. Financial instruments, Financial assets, Financial liabilities and Equity instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value on initial recognition of financial assets or financial liabilities. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date when the Company commits to purchase or sell the asset.

Financial Assets

Recognition:

Pinancial assets include Investments, Trade receivables, Advances, Security Deposits, Cash and cash equivalents. Such assets are initially recognised at transaction price when the Company becomes party to contractual obligations. The

transaction price includes transaction costs unless the asset is being fair valued through the Statement of Profit and Loss.

Classification:

Management determines the classification of an asset at initial recognition depending on the purpose for which the assets

were acquired. The subsequent measurement of financial assets depends on such classification.

Financial assets are classified as those measured at:

(a) amortised cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and/or interest.

(b) fair value through other comprehensive income (FVFOCI), where the financial assets are held not only for collection of cash flows unsing from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in other comprehensive income.

(c) fair value through prafit or loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that traggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at bur value, with unrealised gains and losses arising from changes in the fair value being recognised in the Statement of Profit and Loss in the period in which they arise.

Trade receivables, Advances, Security Deposits, Cash and cash equivalents etc. are classified for measurement at amortised cost while investments may fall under any of the aforesaid classes. However, in respect of particular investments in equity instruments that would otherwise he measured at fair value through profit or loss, an irrevocable election at initial recognition may be made to present aubsequent changes in fair value through other comprehensive income.

Impalements

The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortised cost and financial assets that are measured at four value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognised if the credit quality of the financial asset has deteriorated significantly since initial recognition.

Reclassification: When and only when the business model is changed, the Company shall reclassify all affected (mancial assets prospectively from the reclassification date as subsequently measured at amortised cost, fair value through other comprehensive income, fair value through profit or loss without restating the previously recognised gains, losses or interest and in terms of the reclassification promples laid down in the laid 48 relating to Financial Instruments.



De-recognition: Financial assets are derecognised when the right to receive cash flows from the assets has expired, or has been transferred, and the Company has transferred substantially all of the risks and rewards of ownership. Concomitantly, if the asset is one that is measured at:

(a) amortised cost, the gain or less is recognised in the Statement of Profit and Loss;

(b) fair value through other comprehensive income, the cumulative fair value adjustments previously taken to reserves are reclassified to the Statement of Profit and Loss unless the asset represents an equity investment in which case the

cumulative fair value adjustments previously taken to reserves is reclassified within equity.

Income Recognition:

interest income is recognised in the Statement of Profit and Loss using the effective interest method. Dividend income is

recognised in the Statement of Profit and Losa when the right to receive dividend is established.

Financial Liabilities

Horrowings, trade payables and other financial liabilities are initially recognised at the value of the respective contractual obligations. They are subsequently measured at amortised cost. Any discount or premium on redemption / settlement is recognised in the Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet.

Financial liabilities are derecognised when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled and on expiry.

Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is included in the Balance Sheet where there is a legally enforceable right to effset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

Equity Instruments

Equity instruments are recognised at the value of the proceeds, net of direct coats of the capital issue.

Revenue

Revenue is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of returns and discounts to customers. The company collects Goods and Service Tax (I-ST) on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue.

Revenue from the sale of goods is recognised when significant risks and rewards of ownership/control have been transferred to the customer, which is mainly upon delivery, the amount of revenue can be measured reliably and recovery of the

consideration is probable. Revenue from services is recognised in the periods in which the services are rendered.

Government Grant

The Company may receive government grants that require compliance with certain conditions related to the Company's

operating activities on are provided to the Company by way of financial assistance on the basis of certain qualifying criteria. Government grants are recognised when there is reasonable assurance that the grant will be received, and the Company will

comply with the conditions attached to the grant. Accordingly, government grants:

(a) related to or used for assets are included in the Balance Sheet as deferred income and recognised as income over the useful life of the assets.

(b) related to incurring specific expenditures are taken to the Statement of Profit and Loss on the same basis and in the same periods as the expenditures incurred.

(c) by way of financial assistance on the basis of certain qualifying criteria are recognised as they become receivable.

In the unlikely event that a grant previously recognised is ultimately not received, it is treated as a change in estimate and the amount cumulatively recognised is expensed in the Statement of Profit and Loss.

Employee Benefits

i) Short-term Employee benefits Liabilities for wages and salaries including nonmonerary benefits that are expected to be settled wholly within twelve menths after the end of the period in which the employees render the related service are classified as about term employee benefits and are recognized as an expense in the Statement of Profit and Loss as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

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iii) Post-Employment Benefits Defined Contribution Plans

Payments made to a defined contribution plan such as Provident Fund maintained with Regional Provident Fund Office and

Superannuation Fund are charged as an expense in the Statement of Profit and Loss as they fall due.

Defined Benefit Plans

Granuity Fund

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. Gratuity is

payable to all eligible employees on death or on separation/ termination in terms of the provisions of the payment of the

Gratuity (Amendment) Act, 1997 or as per the Company's scheme whichever is more beneficial to the employees.

Provident Fund

The contributions to the Provident Fund of employees are made to a Government administered Provident Fund and there are no further obligations beyond making such contribution.

iv) Other Long Term Employee Benefits

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by the employees upto the end of the reporting period using the projected unit credit method.

Re-measurements are recognised in profit or loss in the period in which they arise. Actuarial gains and losses in respect of

such benefits are charged to Statement of Profit and Loss in the period in which they arise.

Tuxes on Income

Taxes on income comprises of current taxes and deferred taxes. Current tax in the Statement of Profit and Loss is provided

as the amount of tax payable in respect of taxable income for the period using tax rates and tax have enacted during the

period, together with any adjustment to fax payable in respect of previous years.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities and the amounts used for usuation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognised for the future tax consequences to the extent it is probable that future taxable profits will

be available against which the deductible temporary differences can be utilised.

financial information appropriate to the businesses and facilitate Internal Control.

Income tax, in so far as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

Deferred tax assets and liabilities are offset when there is legally enforcesble right to offset current tax assets and liabilities and when the deferred tax balances related to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on net basis, or to realize the asset and settle the liability simultaneously.

Claims

Claims against the Company not acknowledged as debts are disclosed after a careful evaluation of the facts and legal aspects of the matter involved.

Provisions

Provisions are recognised when, as a result of a past event, the Company has a legal or constructive obligation; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. The amount so recognised is a best estimate of the consideration required to settle the obligation at the reputting date, taking into account the risks and uncertainties surrounding the obligation. In an event when the time value of money is material, the provision is carried at the present value of the cash flows estimated to settle the obligation.

Financial and Management Information Systems

The Company's Accounting System is designed to comply with the relevant provisions of the Companies Act, 2013, to provide

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Use of estimates and judgements

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of confingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

A. Judgements in applying accounting policies

The judgements, spert from those involving estimations (see note below), that the Company has made in the process of applying its accounting policies and that have a significant effect on the amounts recognised in these financial statements pertain to useful life of intangible assets. The Company is required to determine whether its intangible assets have indefinite or finite life which is a subject matter of judgement. Certain trademarks have been considered of having an indefinite useful life taking into account that there are no technical, technological or commercial make of obsolescence or limitations under contract or law. Other trademarks have been amortized over their useful economic life. Refer notes to the financial statements.

B. Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the currying amounts of assets and liabilities within the next financial year.

1. Useful lives of property, plant and equipment and intangible assets:

As described in the significant accounting policies, the Company reviews the estimated useful lives of property, plant and

equipment and intangible assets at the end of each reporting period.

2. Fair value measurements and valuation processes:

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the foir value of an asset or a liability, the Company uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Company engages that party valuers, where required, to perform the valuation. Information about the valuation techniques and inputs used in determining the fair value of various assets, liabilities and share based payments are disclosed in the notes to the financial statements.

3. Actuarial Valuation:

The determination of Company's habitity towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in other comprehensive income. Such valuation depend upon assumptions determined after taking into account infinition, semiority, promotion and other relevant factors such as supply and demand factors in the employment market. Information about such valuation is provided in notes to the financial statements.

4. Claims, Provisions and Contingent Liabilities:

In the case of lingations where an outflow of funds is believed to be probable and a reliable estimate of the outcome of the chapute can be made based on management's assessment of specific circumstances of each dispute and relevant external advice, management provides for its best estimate of the liability. Such accruals are by nature complex and can take number of years to resolve and can involve estimation uncertainty. Information about such litigations is provided in notes to the financial statements.



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For the year unded on 31-03-2023.

NOTE NO. -3 PROPERTY

Particulars	Office	Plant and Equipment	Furniture and fixtures	Vehirles	Office	Laboratory equipment	Exectrical Installations and Equipment	Cumpatura	Total
Far Year unded March 2023									
GROSS CARRYING AMOUNT									
Oponing Gross Caryllag Amount	8.51	104.21	24.04	4.69	12.51	3.00	30.11	8,17	195.24
		4		*		1	4	+	1
Additions			0.04	.00	7,44	1	1,00	2.12	10.64
Disposate/Administr		世日	+		7.50			100	21.34
Chisage Grass Carrying Amount	8.51	90,37	24.08	4.69	12.47	3,00	31.12	10.30	184.54
ACCEMULATED DEPRICIATION	4		+		.63				1
Orienting Accumulated Depreciation	59'0	39.36	9,12	1,46	821	2.09	9,78	5.10	15,88
Department charge during the Period	0.75	11,27		0.71	1.82	0.23	3.76	336	AT,775
Disposals Adjuments	*	7,44			6.13		+1	14.	13.61
Closing Accumulated Depreciation	1,40	43.19	13,00	2,07	3.86	233	15.04	A.57	50'06
Net Carrying Amount	227	47.18	11.08	2.02	850	29'0	16.09	1,73	94.48
					0.00				
For Year ended Macch, 2022	0.		9	.85	+	100	+1	4	
GROSS CARRYING AMOUNT			4	4	+	4.			
Opening Gross Catying Ammin	3.13	29.58	15.46	4.69	11.60	3.00	21,68	4.15	143,39
			P	. 4				100	
Additions	3.28	26.99	寄せ		10.01		8.03	4.02	54.21
Osponsalst/Adjustment	140	2.36		V.	4	7		(800)	336
Chaing Grass Carrying Amount	153	104.11	34.04	4,69	12:31	3.00	36.15	8.17	195.24
ACCUMULATED DEPRECIATION							190	4	*
Opening Accumulated Depreciation	0.02	1812	2859	1005	130	1.78	2.95	2.12	45.43
Depreciation charge during the year	199	11.40	4.30	6.95	333	0.33	96,90	300K	30.25
Disposals/Adjustments				4		+:	4		*
Clashig Accumulated Depreciation	990	96.66		1196	821	2.00		(F)	75.88
Net Carrying Amount	7.85	64.85	14.42	2,73	4.30	05:0	20.83	1.97	119.36



FIBCORP POLYWEAVE PRIVATE LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31.03.2023

Note 4		100
OTHER NON-CURRENT FINANCIAL ASSETS	As at 31.03.2023	As at 31.03,2022
Security Deposits	7.66	7.36
PUNNICUQUATE SOCIAL I	7.66	7.36

DEFERRED TAX ASSETS	As at 31.03.2023	As at 31.03,2022
Deferred tax Assets- Opening	9.227 6.85 9.12	2:27
Deferred-Provision	9.13	2,27
(b) MAT credit -Opening Addition MAT credit MAT credit utilized	0.08 21.18 18.55	//0.09
Net MAT Credit available	2.71	0.08
	13.83	2.35

NOTE 6 OTHER NON-CURRENT ASSETS	Ax at 31.03.2023	As at 31,03,2022
Capital Advances	II TE	0.02
Advances other than capital advances: Other Assets	-	14.32
Dille Page 3		14.35

Note 7 INVENTORIES	As at 31.03,2023	As at 31.03.2022
At lower of cost and net realisable value	Assembly 1	1
Raw material	583.65 67.50	402.5
Work-in-progress Finished Goods	190.27	84,3
Consumable Stores and Spores	16.02	9.3
MANUAL MANAGAMAN MASSANCE	767,44	496,0

Note 8 TRADE RECEIVABLE	As at 31,03,2923	As at 31,03,2022
Trade Receivables considered cood-secural Trade Receivables considered good-unsecured CTrade Receivables which have significant increase in Credit Risk	157 13	192.98 2.87
d) Trade Receivables - Coedb impaired	557,43	195.84
Less: Allowance for doubtful receivables	557.13	195.84

Particulars	Outstanding for following periods from due date of payment							
X10:11	Less than 6 Mooths	6 munshs-1 year	I-2 years	2-3 years	More than 3	Total		
(i) Undisputed Trade receivables— considered good (ii) Undisputed Trade receivables— which have significant increase in	491,11	66.02	7			557.13		
eredir risk (iii) Undisputed Trade Receivables— tredit impaited			-					
(iv) Disputed Trade Receivables- considered good			9		30			
(v) Disputed Trade Receivables – credit impuired	-		19			*		
(vi) Disputed Trade Receivables- which have significant mereuse in credit risk		1,2	- 5		20			
Total	491.11	66.02				557.11		



Trade receivables ageing schedule as at 31st March 202.

Parriculars	Ontstanding	for following periods (rom due date of pay	ment	
13341134	Less than 6 Months	6 months Lyvar	1-2 years	More Than 2-3 years	Total
(i) Undisputed Trisle receivables - considered good.	192.98	0.32	0.17	2.37	195.84
(ii) Undisputed Trade receivables – which have significant increase in credit risk			74	*	
(iii) Undisputed Trade Receivables - credit impaired	2	1	22	-	.83
(iv) Disputed Trade Receivables- considered good	1 2	-	50		100
(v) Disputed Trace Receivables - credit impaired	20	-	- 9	.+.	F.
(vi) Disputed Trade Receivables, which have significant increase in credit risk	1		- 5		
Total	192:98	0.32	0.17	2,37	195,84

Note: 9

CASH AND CASH EQUIVALENTS	As at 31.03.2023	As at 31,03,2022
(b) Cash on hand	10:53 0:56	60.40 1.23
A N. W. STORY CO. STORY OF THE PARTY OF THE	11.31	61.63

Note-11

LOANS (CURRENT)	As at 31:03/2023	As at 31,03,2022
a) Lean Receivables considered good-secured b) Lean Receivables considered good-insecured c) Loan Receivables which have significant increase in credit risk d) Trade Receivables, credit impaired	0,75	0.88
a) man seccitations creat impatred	0.75	0.88
Less: Allowance for doubtful Joans	20	
	0.75	6,88

No Leans or advances granted to promoters, directors , KMPS and the related parties

Note-1

CURRENT TAX ASSETS	As at 31,03,2023	An at 31,03,2022
TDS-TCS receivable	3.48	1:62
DWG BAN SERWARE	3.48	1,62

Note 12

OTHER CURRENT ASSETS.	As at 31,03,2023	As at 31,03:2022
Advances other than expital advances : Other advances : CNT toccivable Advance to creditors -prepaid expenses -employees advances Other Current Assets : MEIS Receivable Chier Assets	30.67 9.86 1.06 1.48 31.03 0.50 74.36	3.80 7.09 1.36 1.61 31.05 5.56 51.46

Note 13

SHARE CAPITAL:	As at 31.03.2023	As at 31.03.2022
Authorised*; 72000 (P.Y.72000) Equity Share of Rs 100/-cects	72,00	- 72.00 72.00
bsord subscribed and fully paid 66430 (P.Y. 66430) Equity Share of Ra.100/each	66.43	66.43
The state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the s	66.43	66,43

Reconciliation of number of shares:	As at 31,03,2023	As at 31.03,2022
Face value per share (R4.) Nomber of Equity Shares constanding at the beginning of the reporting period	100 66,130	100 60,430 6,090
No. of Equity Stures issued during the year	66,430	56,430
Less / Deduction during the year Number of Enginy Shares ourstanding at the end of the reporting period	66,438	56,430



Name of the shareholders holding more than 5% shares in the compar	y.	As at 31.03.2023		As at 31,03,2023 As at 31,03,20	
Name of shareholder	Class	No. of shares	%	No. of shares	%
Sah Polymera Limited	Equity	33884	51:01	33864	51.01
Futinus Moti	Equity	4500	6.77	4500	0.77
Murtara Moti	Equity	28046	42.22	28946	49.22

Sheres held by promoters at the end of the period			% Charger dur	mg the Pened
Promoter name	No. of shares	% of total shares	As at 31 03 2023	Asiat 31.03-2022
Sah Polymers Limited	33884	51,01	0	51.0
Total	33884	51.01	0	51.01

Shares held by holding Compar	ly .	As at 3	1.03,2023	As at 31.05	3.2022
Name of holding Company	Class	No.of shares	% Holding	No of shares	% Holding
San Polymeis Limited	Equity	33884	51.01	3388#	51.0

The Company has only one class of shares referred to as the equity shares having face value of Rs. 1007, each. Each holder of equity share is entitled to one vote per share. The holders of equity shares are entitled to dividends, if any, proposed by the ficand of Directors and approved by the Shareholders at the Aurual General Meting.

The Company has not allotted any shares pursuant to contract without payment being received in cash.

There are no call unpaid on equity shares.

No shares have been reserved for issue on option.

No equity shares have been forfeited.

Note 14 OTHER EQUITY

Particulars:	As at 31.03;2923	As at 31.03.2022
SECRITIES PREMIUM As per the last cear accounts add: Acidition iluring the period.	380.93	267.61 93.30
yate. Actuation during the person.	360.91	360.91
2. RETAINED EARNINGS As per the last year accounts Add: Surplus for the period	83.71 72.79	(59.04) 142.75
read complete for the period.	156.50	83,71
TOTAL	537.41	464.62

L. Share Premium:

The amount received in escens of face value of the equity shares is recognized in Securities Premium Reserve. The reserve is utilized in accordance with the pravisions of the Aut.

2 Retained Earnings

This Reserve represents the comulative profits of the Company and offices of re-measurement of defined benefit obligations. This Reserve can be utilized in accompanies with the provisions of the Companies Act; 2013.

Sete 15

BORROWINGS -NON CURRENT:	As at 31.03.2023	As at 31,03,2022
	Non-Current	Non-Current
SECURED : from banks : (DELCGS scheme logs) from Industrial Bank		14,04
The state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the s		14,64
UNSECURED:		
		14.04

Note 16

BORROWINGS - CURRENT :	As at 31,03,2023	As at 31,03,2022
SECURED:		
From backs: (I) UCO Bank - CC*	241.48	
(E) FCTL (EPC) from Indexind Blank		16,44
(III)ELCOS scheme loan from Indusind Bank		11.24
(IV)- Pre-shipment credit (EPC).		31.73
Cash Credit, a/c with Industrid Bank Export Packing Credit a/c with Industrid Bank		105;44
Differs a serving triangle as with standard stand	241.48	158,86
UNSECURED:		
From Other Than banks	345.00	
(V) Sult Polymer Etd. (Republe on demand)	345.00	
Distriction Statements	586,48	158.86

UDAIFUR

337

*(i) Borrowings from UCO Bank is a fund based code credit facility and it insecured against all present and future-current assets and fixed mosts insulading immuovable assets of the Company situated at G-1 202-203 ED center RECO, kaladway, Udaspor and E-260-261, Mewar Industrial Area Madri, Udaspor The loan is repayable on demand. It is also secured by personal guarantee of directors Mr Murtaga Ali Moti and corporate guarantee of Sub Polymers Ltd.

(II-III & IV) Borrowings from Inclusing bank was repind during the current year

(V) Loan Taken from Holding Company ill: 12% Interest p.a.

There is no continuing definalt in the payment of interest,

TRADE PAYABLES	As at 31.03.2023	As at 31,03,2022
Total outstanding dues of inicro enterprises and small enterprises Total outstanding dues of creditors other than micro enterprises and small emerprises	259.97	234.53
Assessment that we wisher that electronic and control of the control of the electronic and control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the contr	259,97	234.53

Trade payables ageing schedule as at 31st March 2023

Particulars	Outstanding for following periods from due date of payment				
	Less than 6	6 months-1 year	1-2 years	More Than 2-3 years	TOTAL
(i) Undisputed -Micro & small enterprises				4	
(ii) Undesputed Others	258.92			4 -	258.93
(iii) Disputed dues - Micro & small enterposes	-	- 1		4	
(iv) Disputed dues - Others	0.40	0.65			
Total	259.32	0.65		4	759.0

Trade payables agoing schedule as at 31st March 2022

Particulars	Cutstanding for following periods from due date of payment				
	Less thus 6	n months- 1 year	1-2 years	More Than 2-3 years	TOTAL
(i) Undisputed -Micro & small enterprises	I HOUSE				to High
(ii) Undisputed Others	223.17	1.33		4	234,51
(iii) Disputed does - Micro & small enterprises	-	1.17	(4)		- 77
(iv) Disputed dises - Others				0.02	0.02
Total	233,17	1.33		0.02	234,32

Note 15

OTHER CURENT LIABILITIES	As at 31,03,2023	As at 51,03,2022
Statutory Liabilities Advance received from customers Other Payable	3.67 42.68 0.96	2.33 8.68 1.43
MEN DESCRIPTION OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERT	46.38	12.44

Note 19

PROVISIONS	As at 31.03.2023	As at 31.03,2022
Provisions for Leave emissionent	1.13	
Provisions for Grammy	13-24	
1001/4.pri/00001879/00	14.37	+

Note 20

CURRENT TAX LIABILITIES	Av.at 31.03,2823	As at 31.03.2022
(focome Tux Psyable (Net of crods)	13.93	
TO A DO 124-1200 ST 200 DE SECURE A SECURE	13.93	



REVENUE FROM OPERATIONS	For the year ended 31,03,2023	For the year ended 31.03.2022
ii) Manufactured Goods	3,856.43	3,305.20
(b) Sale of services 1) Job work II) Marketing research Services	112.02	12.85 90.24
	112.82	163.09
	3,969,25	3,408.29

OTHER INCOME.	For the year ended 31.03.2023	For the year ended 31.03.2022
Exchange Rate Fluctuation Interest on Income Tax refund Othe Misc Income Sundry Balances Written Off	41.02 0.32	20,28 0.04 0.09 0.90

COST OF MATERIAL CONSUMED	For the year ended 31.03.2023	For the year ended 31.03.2022
Opening Stock Add: Purchases + Expenses	402.51 2.955.33	309.34 2,486.59
bers Cleane Stock	5,867.83 583.65	2,798.93 402.51
Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Control of the Contro	2,784,18	2,396,42

Note: 24 CHANGES IN INVENTORIES	For the year ended 31,03,2023	For the year ended 31.03.2022
Opening Stock : Finished Goods Work-in-progress	84,15	16,97
	84.15	86,07
Less :Closing Stuck : Finished Goods Work-in-progress	1(0) 27 67 50	84.15
	167,77	84.15
	(83.62)	1,92

Note 25 EMPLOYEE BENEFITS	For the year unded 31,03,2023	Fur the year ended 33,03,2022
(i) Salaries, wages and home (ii) Contribution to provident and other finids (iii) Cranaty (iv) Leave encodement (iii) Staff welfare expression	1)1.58 4.78 13.24 1.26 26.61	98,52 3,95 - - - - - - -
Hill Source Astroney, as Recognic	157.48	128,91

Note 26 FINANCE COSTS	For the year ended 31,03,3023	For the year raded 31,03,2022
(i) Interest on Total (ii) Interest on TCS /TDS (ii) Bunk Laon Progressing Charges	31.88 2.40 L.10	20.65 0.05 0.38
Distriction and Comments of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Section of the Sect	35.39	21.28

OTHER EXPENSES	Far the year ended 31,03,2023	For the year suded 31,03,2022
Joh work charges	300,29	143.06
Store & Spares	24.19	32.38
Power & Fuel Expenses	30,49	22.75
Rent of Plant & Machinery	10.12	10.56
Packing Material	25.58	10.22
Repaire & Maintenance-Plant & Machinery	8.11	3.38
Bag Printing Expenses	536	2.48
Factory Expenses	3.34	1.7
Quality Control Expenses	1.70	0.93
Other manufacturing expenses	308.25	1150.00
Rent of Land & Building	31.29	39.11 3.50 4.46
The strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of the strain of th	6.23	3.50
Logal & Professional Fees	524	4.46
Conveyance Expenses Insurance-Expenses	1.08	1.05

Payment to Andirors:	0.13	1	0.13
(i) Statistory Audit	0.13		0.13
(ii) Tax Audit.			1.32
Rupnir & Maintenance-Building & Others	3.84		
Security & Safety Expenses	(1.0)		0.06
Printing & Stationery Expenses	1.85		0.44
Telephone & Internet	0.65		0.82
Software & License Fees	0.14		0.05
Postage & Courier Exp	3.50	- 1	1.59
Membership & Subscription	1.36		0.11
	0.21		0.27
Other Administrative Expenses	3.70		300
Sundry Balance Written Off	2.0000000000000000000000000000000000000	11	7000
Freight Charges	146.20		169,17
Clearing & Forwarding	28.40		21 25
Business promotion exp	21.28		7,21
Commission Expenses	3,17		5.42
Londing & Unloading Charges	2.96		2.01
Other Selling & Distribution Expenses	1.72		0:56
Bunk Charges	3.12		6.70
Land College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College College C	1.27		0.80
Vehicle Running & Maintenance Expenses			0.24
Travelling Expenses	1,94		
Cash Discount	1:58		2.47
	987.48	- 4	798.08

Note 28 Tax expense

	For the year ended 31.03.2023		For the year ended 31,03,2022
Tax expenses recognised in the Statement of Profit and Luss			
Current Tax :	200		
Current tax	35.95	571	
Deferred tox (Net)	(6.85)	10-	
MAT Credit Entittlement			
Total tax expenses	29.10	16.	

Reconcilisation of tax, expenses and the accounting profit

The reconcilisation between estimated income tax, at attributory income tax rate into income tax expenses reported in Statement of Profit and Less, is given below.

	For the year coded 31.03.2023	For the year noded 31.03,2022
Profit before income tan Indian statetory income tax rate Expected income tax expenses Tax effect of adjustment to reconcile expected income tax Expenses to reported income tax	101;89. 27.52% 28.35	142.75 27.82% 39.71
Expenses Tax impact of income not subject to tax		(30.41)
Tax effects of amounts which are not deductible for taxable income	4.67	1 1
Tax impact due to 43th of the Income tax Act, 1961 MAT credit adjustments	(18.35)	E 1
Others	2.98	1
	(10,94)	(39.71)
Fotal income tax expenses	17.41	3-10
Effoctive rate of tax (%)	17.09	

Note 29 Euroings per share

Catungs per mare	For the year ended 31,03,2923	For the year ended \$1.03.2022
Facuting per share has been computed as under (a) Profit for the year (b) Weighted average mumber of Onliners shares existentling for the purpose of basic earnings per share	72: 70: 66430 (X)	142:75 6:844.00
(c) Effect of potential Equity shares on conversion of numerical share warrants		3.
 (d) Weighted average number of equity shares in computing diluted cartilings per share (b) + (c) 	66430,00	61844.00
(c) Earnings per share on profit for the year (Fosc Value Rs. 100 M) per share) -Basic (a/b) -Diluted (a/d)	109.58 109.58	196.55 196.55

Note 30 Contingent liabilities and accommons

There are no contingent liabilities or Communicals for the company as on 31.03-2023



Note 31

Emmocrif Instruments and Richard Disclosures:

1. Capital Management

The Company's financial strategy aims to support its strategic priorities and provide adequate capital to its businesses for growth and creation of sustainable stakeholder value. The Company funds its operations through internal accruals, borrowings etc. The Company aims at maintaining a strong capital base largely towards supporting the fidure growth of its businesses as a going concern.

2. Categories of financial Instruments

Particulars	Note	As at 31st March, 2023		As at 31st Marc	14,2022
A3VVGZAMZZ	0000000	Carrying Velue	Fair Varue:	Carrying Value	Fair Value
Financial assets Measured at amortised cost () Cash and cash squivalent (ii) Trude receivables (iii) Other financial assets Total Financial assets	9 8 4,40	11.31 557.13 8,41 576.83	\$1.31 \$57.13 8.41 \$76.85	61,63 195,84 8,24 265,72	61,63 195,84 8,24 265,72
Financial Liabilities Measured at amortised cost () Cash Credit Declines (i)Borrowings (ii) Trade payables (v) Other financial liabilities	16 15 17 18-30	241.48 586.48 259.97 74.68	241.48 586.48 259.97 74.68	137, 19 55, 72 234, 53 12, 44	137,19 35,72 234,53 12,44
Total financial liabilities		1,162.60	1,162.60	419.87	419.83

3 : FINANCIAL RISK MANAGEMENT

The activities of the Company exposes if to a number of financial risks namely market risk, credit risk and liquidity risk. The Company seeks to minimize the potential impact of unpredictability of the financial markets on its financial performance. The Company does regularly maintur, analyze and manage the risks faced by the Company and to set and monitor appropriate risk limits and controls for mitigation of the risks.

A. MANAGEMENT OF MARKET RISK:

Market risk in the risk that the fair value or future cash flows of a lineacial instrument will flootunte because of changes in market prices. Market risk compenses of these types of risks, interest taste risk, price risk and currency rate risk. Financial instruments affected by market risk indicates borrowings and investments. The Company has intermitted affected by market risk indicates borrowings and investments.

(i) Management of interest rate risk:

Interest rate tisk is the cisk that the fair value or future each flavor of a financial instruction will fluctuate because of changes in market interest rates. The Computer does not have any exposure to interest rate risks since its borrowings and investments are all in fixed rate instruments.

(iii) Munagement of price risk:

The Company has no surplus for investment in delti mutual funds, deposits etc. The Company does make deposit with the banks to provide accurre/margin against guarantee gives by the hards. Deposit is made in fixed rate instruments. In seew of this it is not susceptible to market price risk, arising from changes in increas rates or market yields which may impact the return and value of the investments.

(iii) Management of currency risk:

Conveyor risk is the risk that the fair value or luture each flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company has foreign currency made receivables and is therefore exposed to foreign exchange risk. The Company untigates the foreign exchange risk by setting appropriate exposure limits, periodic monitoring of the exposures etc. The exchange rates have been volutile in the recent years and may continue to be volutile in the future. Hence the operating results and financials of the Company may be impacted due to volutility of the ropes against foreign currencies.

Exposure to currency ride (The Company has reported only in USD/ELIRO/CHP convened to functional currency) is INR)

The currency profile of financial assets and financial fundities as at 31-03-2023 are as below

Finançal assots	Exposure currency	As at 21,03:2023		As at 51.03.20	22
		FC	Rs. lictoris	100	Rs. in local
Trade receivables		124.09	1.23	92 18	
	EURO	4,16,196.93	361.52		30121-005
	GMP				-
		5.68.354.55	485.61	1.23	92.18

Financial Liability	Ехроиле с инелеу	Ata(31.03	2029	As at 31.03.20	122
		PC	Ra. in Incs	FC	Ru In Ency
Trude Pavable	USD	39.00	0.0317400	-	- averagion
	GBP	45,W28.D8	42 1709992		
	EURO	Company of the last		0.10	1,56
		45,867.08	42.20	0.10	8.56

A reasonably possible 5% strengthening (weakening) of the Indian Rupee against USD/EURO in the and of the period would have affected the measurement of financial instruments denominated in USE/EURO and affected profit or loss by the amounts shown below. This analysis insures that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.



	PC	Avar	Strengthening PC	Weakening PC
Prafit/(Loss)	UND	31.03.2022	6,128.80	6:128.80
CHONGEN CONT.	ELRO	11.03.2022	500.00	580.00
	USD	31.03.2023	7,605,93	7,605.93
	GBP	31.03.2023	2,291,40	2,291.40
	EURO	31.03.2023	20,809.85	20,809.83

II. MANAGEMENT OF CREDET RISK:

Credit risk refers to the risk of default on its obligations by a counterparty to the Company resulting in a financial loss to the Company. The Company is expected to

credit risk from its operating activities (trade receivables) and, foreign exchange transactions and financial instruments,

Credit risk from trade receivables is managed through the Company's policies, procedures and controls relating to customer credit risk management by establishing credit limits, tredit approvals and maintening credit worthiness of the customers to which the Company extends credit in the normal course of business. Outstanding customer receivables are regularly monitored. The Company has no concentration of credit risk as the customer base is widely distributed.

The Company's historical experience of collecting receivables and the fevel of default indicate that credit risk is low and generally uniform across markets, consequently, inde receivables are considered to be a single class of financial assets. All overdue customer balances are evaluated taking into account the age of the dues, specific credit circumstances, the track record of the counterjumy etc. Loss allowances and impairment is recognised, where considered appropriate by responsible numerous.

C. MANAGEMENT OF LIQUIDITY RISK.

Liquidity risk is the risk that the Company may not be able to meet its present and future cash obligations without incurring unacceptable losses. The Company's objective is to maintain at all times, optimum levels of liquidity to meet its obligations. The Company closely monitors its liquidity position and has a cash management system. The Company maintains adequate sources of financing including debt and overdraft from domestic and international bunks and financial markets at optimized cost.

D. Fair volue measurement

Fair value hierarchy

Fair value of the fluencial instruments is classified in various fair value hierarchies based on the following three levels.

Level 1: Quoted prices (unadjusted) in active market for identical assets or liabilities.

Level 2, Inputs other than quoted price included within level 1 that are observable for the asset or hability, either directly (i.e. at prices) or indirectly (i.e. derived from prices)

The fair value of financial instruments that are not traded in an active market is determined using market approach and values on techniques which maximize the use of observable market data and rely as little as possible on conty-specific estimates. If significant inputs required to fair value an instrument are observable, the marketes is recluded in Level 2.

Level 3. Inputs for the assets of liabilities that are not based on observable market data (analyservable inputs).

If one or more of the significant inputs is not besed on observable market data, the fair value is determined using generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparty.

The fair value of trade receivables, trade psycholes and other Current transcrib nodes and habitates is considered to be equal to the entrying amounts of these stems due to their short-term nature. Where such items are Non-current in nature, the same has been classified as Level 3 and fair value determined using discounted cash flow basis. Similarly, improved equity instruments where must recent information to material fair value is insufficient, or if there is a wide range of possible fair value measurements, cost has been considered as the best committee of fair value.

There has been no change in the valuation methodology for Level 3 inputs during the year. The Company has not classified any material financial instruments under Level 3 of the flux value hierarchy. These were no transfers between Level 3 and Level 2 during the year.

The following table presents the fair value hierarchy of assets and fishilities measured at fair value on a recurring basis:

Particulars	Fair value inexarchy	As at 31st March,2023	Avat 51st March 2022
		Fair Value	Fact Value
Financial assets Neatured at amortised cost () Costs and cost equivelent (a) Other Bank solution (b) Trade receivables (c) Other Financial assets Total Financial assets	1.2 1.2 1.2	\$11.31 \$17.13 \$41 576.85	61.63 195.84 8.24 265.72
Financial Liabilities Measured at amostised cost if Cash Costal lacilities if Form Joens iii) Trade payables iv) Other Brancial habilities	1.2 1.3 1.2 1.2	211.48 259.97 74.68	137 19 35 12 234 53 12.44
Total fanneral Labilities		576(12	419.87



Disclusures in respect of related parties pursuant to Inc. AS 24

During the year following transactions were carried out with the related parties in the ordinary course of business at arm's length price

Name of related party	Nature of relation	For the year ended 31.03.2023	For the year ended 31 05 2022	Nature of transaction
Sah Polymers Limited	Holding Company	Lagrance	50000	Job work
		71.53	55:15	
		10.12	2.64	Lease rest
		1,358.42	398.28	Sales
		1,235.75	117.99	Purchase
		6.40	2,36	rates of P&M
		345.00	-	Loan Taken
		4.27		Interest Paid on loan
Salary	Key Management Personnel	16.45	18307	Stiary
Fatima Moti	Key Management Personnel	6.00	0.51	Repuyment of unsecured loan
Fatima Moti	Key Management Personnel	0.63	-	Interest on unsecured foan
Fatima Moti	Key Management Personnel	600	8	Unsecured loan Taken
Murtaza Ali Moti	Key Management Personnel	5.00		Unsecured loan Taken
Murtaza Ali Moti	Key Management Personnel	5.00		Repayment of unscented loan

Closing ludances		T
Name	As at 31/03/2023	As at 31/03/2922
Salt Potymers Limited	441.92 cr	22.20 cr

two amount in respect of the related parties have been written off/back are provided for during the period. Related party relationship has been identified by the Management, and relied upon by the auditors.

Note 33

EMPLOYEE BENEFITS

a) DEFINED CONTRIBUTION PLAN

Provident Fund

The contributions to the Provident Fund of amployees are made to a Government administered Provident Fund and there are no further obligations beyond making such contribution.

b) DEFINED BENEFIT PLAN

Controlly:

The Company offers its employees defined benefit Pleas in the form of a Granuty Scheme. Benefits under the defined benefit plan is typically based at the on years of service and the employee's compensation (generally immediately before retirement). The Granuty scheme covers substantially all regular employees. The Company contributes funds to Life Insurance Corporation of India, which is irrevocable. Commitments are actuarially determined at year end. The actuarial valuation is done based on "Projected Unit Credit" method. Gains & Loxes of changed actuarial assumptions are charged to the profit and loss account. The obligations for leave Encardment is recognised in the serie manner as gratuity.

Provident Fund:

The Company makes Provident Fund contribution to the Government administered Provident fund. The Company has to part to play in this respect.

c) Amounts Recognised as Expense:

i) Defined Contribution Plan

Employer's Contribution to Provident Fund including contribution to Family Penninn Fund amounting to Rg. 3,20 lacs (as on 31-03-21) Rs. 2 90 lacs (as on 31-03-22) has been included under Contribution to Provident and Other Funds.

ii) Defined Benefit Plan

Gratuity amount has been included in Note 29 under

Deferred Tax Assets Liability

	For the year ended 31.03,2923	For the year ended 31,03,2022
Provisions	6.83	2,27
Others Total Deferred Tax Assets/Liability	6.85	2.17

	V sign	79:19/9
Nev Deferred tax (Lintrilines)(Asset)	0.80	- Call 18 E.
ATTAC SEPTEMBER DESCRIPTION OF STREET		

Movement in Deferred tax Liabilities / Assets

3.27
2.07
6.86
9.13



The company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax habilities relate to income taxes levied by the same has habilities relate to income taxes levied by the same has habilities.

Significant immagement judgment is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

Note 34

There are no Micle. Small and Medium Enterprises, to whem the Company owes dues (principal and/or interest), which are obstanding for more than 45 days as at the balance sheet date. During the year, there have been no payments made to Micro. Small and Medium Enterprises beyond 45 days. There were no amounts on account of interest due that were payable for the petitud where the principal has been gald but interest under the MSMED Act, 2006 out paid. Further, there were no amounts towards interest accrued that were remaining targeted at the end of accounting year. Accordingly, there were no amounts due to further interest due and payable in the succeeding years. The above information regarding Micro. Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

Information relating to the Micro, Small and Medium Enterprises	For the year ended 31 03 2023		For the year lended 31.03.3022
 (ii) The principal amount and the interest one thereon remaining supaid to any supplier at the end of each accounting year. (i) Principal amount (ii) Interest 			
(b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each appointing year.		=	*
(a) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006		(2)	
(d) The amount of interest accrard and remaining impaid at the end of each accounting year.	85		17
(e) The announce of interest account and remaining unpaid at the ond of each accounting year,	33	(6)	

Note 35

SEGMENT INFORMATION

The Company operates in one primary business segment via Manufacturing of PP Woven Bugs & Sicks.

Secondary GEOGRAPHICAL INFORMATION Non-Current Assets - Within India	March 31,2023 153,98	b	darch 51,2022 143.47
- Outside India	£		11/20/11/20
Revenue from external customers - Within India	2,057.40	+	1,787.11
Chatride India	1.911.85		1,621.10

Note 36

The Company has elected not apply the Indian Accounting Standard (Ind AS) 116- Leases to account for those leases where underlying assets in of low value.

Note 37

Bulances of banks, sundry deletors and trade payables, current liabilities etc. as on 31,03,2023 are subject to confirmation and reconciliation

Note 38

In the opinion of the Management, there is no impairment of assets in accordance with the Ind AS -16 as on the Balance Sheet date

Note 39

There are no amounts due to be gredited to Investor Education and Protection Fund in accordance with Section 125 of the Companies Act, 2013 as at the year and

Note 40

In the opinion of the Management there is no impairment of users in accordance with the Ind A5 -36, as on the Malance Short date

Note 41

There are no significant subsequent events that would require adjustments or disclosures in the financial statements as on the balance sheet date

Note 42

The financial statements were nuthorised for issue by the Board of Directors on 06-05-2023

Note 43

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lights and decimal thereof as per the requirements of Schedule III to the Companies Act, 2013, unless otherwise stated.

Note 44

Previous year's figures have been reclassified/regrouped wherever necessary to conform with the current Financial Statements.

Note 45

No proceeding has been initiated or pending against the Company for holding any humpir property under the Benami Transactions (Prohibition) Act 1988 and roles made forceunder

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Note 46

The Company is not a declared willful defaulter by any bank or financial institution or other lender.

Note 47

The Company has no transaction with companies struck off under section 248 of the Companies Act 2013

Note: 48.

There is no charges or satisfaction yet to be registered with ROC beyond the statutory period.

Note 49

The Company has no subsidiary, therefore compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act.2013 read with the Companies (Restriction, on number of Layers) Rules.2017, is not applicable.

Nutr. 50

Ranco

	R		
Particulars	For the year coded 31.03.2023	For the year ended 31 03 2022	Explantion*
a) Current ratio	1.53	1,99	culinges in CA & decrease in CI
b) Debt equity ratio	0.97	0.33	caleges in horrowing & equity
c) Return on Equity Ratio	2.10	2.15	cithnges in turnover
d) liwentory turnover ratio	5.17	6.87	changes in turnover
 e) Trade Receivables turnover ratio 	0.14	0.06	calinges in debiors/turnover
f) Trade payables turnover ratio	0.07	0.07	cahnges in liability & Turnover
g) Net capital turnover ratio	8.10	8.49	calinges turnover
h) Net profit rano	1.83	4.19	cahnges in turnover
i) Return on Capital employed	0.37	0.26	changes in turnover & margin
)) Return on investment	1.53	1.77	cubinges in turnover & margin

^{*} Explanation for any change in ratio by more than 25% as compared to previous year.

Note 51

No. Scheme of Arrangement, has been approved by the Competent Authority in turns of sections 230 to 237 of the Companies Act, 2013.

Note 52

Unlisation of Borrowed finals and share premium

(a) The Company has not advanced or intend or invested funds (either horrowed family or share premium or any other source or kind of funds) to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) the the Intermediary (i) directly or indirectly lend or invest in other persons or entities identified in any mainer whatsoever by or on behalf of the company) ultimate Beneficiaries (iii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(b) The Company has not received any land from any other person(s) or entity(ses), including foreign cruities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the Company shall (i) directly or indirectly lend or arrest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

Sate 53

There is no transaction recorded in the books of account that has been surrendered, or disclosed, as recome during the period as the tax assessments under the Income Tax Act, 1961. Further there is no previously unrecorded, income and related assets requiring recording in the books of account during the

Note 54

The Company is not covered under section 135 of the Companies Act, 2013.

Note 55

The Company has not traded or invested in Crypto carency or Virtual Currency during the period.

for and on behalf of AJAY PALIWAL & CO Chartered Accountants FRN: 12345C 1

APN PALIWAL
Proprietor
M.No. 403290
Udanpur May 3,2023
UDDN 234052908033W8V2966

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Director
Director
Director
Director

Director DIN No. UTR76195

FIBCORP POLYWEAVE PRIVATE LIMITED

Note: 15

Statement of Changes in equity

A. Equity Share Capital

(1) Current reporting period-31/03/2023

Balance at the beginning of the current reporting period	Equity Share	Restated balance at the beginning of the current reporting period	INCOME AND PROPERTY OF THE PARTY.	and of the
66.43	1.4	66.43	0.00	66.43

(2) Previous reporting period

As at 31/03/2022

Balance at the reporting pe	ne beginning of the current riod	Equity Share	Restated balance at the beginning of the current reporting period	share capital during the current	end of the
75	60.43	-	-60,43	6.00	66.43

B. Other equity

Particulars	Capital Reserve	Securities premium	Other Reserves(specify nature-Capital Subside)	Retained earnings	Total
Balance as at 31/03/2022		380.91	1	#3.70	464.62
Profit for the year				72.79	72.79
Other comprehensive income		-			
Restated balance at the beginning of the reporting period					
Total Comprehensive income for the year					
Balance as at 31/03/2023		380.91		156,49	535.13
ance as at 31/03/2021	-	287.61		(59.04)	228.57
Profit for the year				142.74	142.74
Share premium		93.30			93.30
Restated halance at the beginning of the reporting period					
Total Comprehensive income for the year					
Balance av at 51/03/2022		380.91		83,70	464.62

for and on behalf of AJAY PALIWAL & CO., Chartered Accountants FRN: 0123456

AJAY PALIWAL Proprietor M.No. 403290 Udaipur, May 5,2023 UDIN: 23403290BGXWBV2966 for and on behalf of the Board

Oirector
Div No: 07876224

Fatima Moti Director DIN No: 07876195

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INDEPENDENT AUDITOR'S REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

To the Members of Sah Polymers Limited

Opinion

We have audited the standalone financial statements of Sah Polymers Limited ("the Company"), which comprise the balance sheet as at 31st March 2023, and the statement of Profit and Loss, Statement of changes in equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Beard's Report along with its Annexures and Financial Highlights included in the Company's Annual Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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In connection with our sudit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibility of Management for Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements are free from material misstatement, whether due to fraud or error, and to issue arrendstor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always object a material misstatement when it exists. Misstatements can arise from irractor error and are considered material if, individually or in the aggregate, they could

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reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgety, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them and relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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Report on Other Legal and Regulatory Requirements

(i)As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, in terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we give in the Annexure - "A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

- (ii) As required by Section 143(3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (c) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls with reference to the financial statement of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended; In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

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(i) The Company does not have any pending litigations which would impact its financial position.

- (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- (iv) (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on such audit procedures that the auditor has considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.

(v) During the year the Company has neither declared nor paid any dividend,

For H R JAIN & CO.,

Chartered Accountants

Firm's Registration No. 2002

Manoj Jain

Place of signature: Udaip@acco Membership No.: 400459

Date: May 18, 2023

ICAJ UDIN: 22400459 BGW ZW 9666

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Annexure - A to the Independent Auditor's Report (Referred to in paragraph (i) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and the situation of property, plant and equipment.
- (B) The Company has maintained proper records showing full particulars intangible Assets.
- (b) These property, plant and equipment were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the property, plant and equipment at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties (other than properties where the Company is lessee and the lease agreements are duly executed in favour of the lessee), are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer; specifying the amount of change, if change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment or intangible assets does not arise.
- (e) Based on the information and explanations furnished to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statement does not arise;
- (ii) (a) The physical verification of inventory (excluding stocks with third parties) have been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedure of such verification by Management is appropriate. In respect of inventory lying with the third parties, these have substantially been confirmed by the third parties. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.
- (b) During the year the Company has been sanctioned working capital limits in excess of five orbite rupees, in aggregate, from banks or financial institutions on the basis of security of current assets and the quarterly returns or statements filed by the Company with buch beat or financial institutions are in agreement with the books of account of the Company

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(iii) During the year the Company has neither made investment nor provided any security but has, however, provided guarantee and unsecured loans and advances in the nature of loans, to companies, firms, Limited Liability Partnerships or any other parties:

(a) During the year the company has provided loans or provided advances in the nature of loans and stood guarantee but has not provided security to any other entity

(A) & (B) the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees to:

(Rs. in lakhs)

	for the financial		Balance outstanding as a 31/03/2023	
	Loan	Guarantee	Loan	Guarantee
Subsidiaries, joint ventures and associates	345,00	300.00.	345.00	360.00
Other than subsidiaries, joint ventures and associates	839.98	0.00	841.95	0.00

(b) the Company has neither made investment nor given security. Further the terms and conditions of the grant of all loans and advances in the nature of loans and guarantee provided are not prejudicial to the Company's interest.

(c) in respect of loans and advances in the nature of loans, no schedule of repayment of principal and payment of interest has been stipulated.

(d) In respect of the aforesaid loans, there is no amount overdue for more than ninety days.

(e) During the year no loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.

(f) During the year the Company has granted loans or advances in the nature of loans either reperable on demand or without specifying any terms or period of repayment, the aggregate abount, percentage thereof to the total loans granted, aggregate amount of loans granted (O) Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013 are as under;

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Aggregate amount (Rs. In lakhs)	% of the total loans granted	Aggregate amount of loans granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013 (Rs. In lakhs)
1184,98	99.83	345.00

(iv) In our opinion and according to the information and explanations given to us the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013, in respect of loans granted, investments made, guarantees, and security provided;

(v) According to the information and explanations given to us, the Company has not accepted any deposit during the year and accordingly the question of complying with Sections 73 and 76 of the Companies Act, 2013 does not arise. In respect of unclaimed deposits, the Company has complied with the provisions of Sections 74 and 75 or any other relevant provisions of the Companies Act, 2013. According to the information and explanations given to us, no Order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal on the Company.

(vi) The maintenance of cost records has not been prescribed by the Central Government under Section 148(1) of the Companies Act, 2013 in respect of products of the Company.

(vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.

(b) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, details of statutory dues referred to in subclause (a) have not been deposited as on 31st March, 2023 on account of disputes are given below:





NO ACCOUNT

HRJAIN & CO

CHARTERED ACCOUNTANTS

Name of statutes	Nature of dues	Amount Rs. In lakhs	The period to which the amount relates	Forum where dispute is pending CIT (Appeal)	
Income Tax Act,1961	Income tax demand	0.79 (Net of deposit)	FY 2014-15		

(viii) According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961), that has not been recorded in the books of account.

(ix) (a) According to the information and explanations given to us and the records of the Company examined by us, the Company has not defaulted on repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Willful Defaulter by any bank or financial institution or other lender.

(c) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, term loans were applied for the purpose for which the loans were obtained.

(d) According to the information and explanations given to us, and the procedure performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short term basis have been utilised for long term purposes by the Company.

(e) According to the information and explanations given to us, and the procedure performed by us, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) According to the information and explanations given to us, and the procedure performed by us, we report that the company has not raised loans during the year on the pledged of securities held in its subsidiaries, joint venture, or associate companies.

(x) (a) During the year the Company raised Rs. 6630 lakes by way of initial public offer. In ONE Nation and according to the information and explanations given to us, the Company has utilized the money raised by way of initial public offer for the purposes for which they here raised, except for the following:

310-313, Arihant Plaza, Near State Bank of India, Udiyapole, Udaipur-313001 i: 97853 90875 hrjainca@gmail.com



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CHARTERED ACCOUNTANTS

(Rs. in lakhs)

Nature of the fund raised	Purpose for which funds were raised	Total Amount Raised /opening un- utilized balance	Amount utilized for the other purpose	Unutifize d batance as at Balance sheet date	Details of default (Reason /Defay	Subsequently rectified (Yes/No) and details
Initial Public Offer	Setting up of a new manufacturing facility to manufacture new variant of Flexible Intermediate Bulk Containers (FIBC)	817, 18	412 16	405,02	Amount was raised during the fag end of the financial year	NA:
	Repayment of certain secured and unsecured borrowings	1,966.15	1,966 15	0	8	
	Funding the working capital requirements	1,495.81	1495.81	007	0	NA
	General corporate purposes	1250.47	0.00	1250,47	Amount was raised during the last lag of the financial year	NA
	Issue related expenses	1100.39	1090.38	10.01	Amount was raised during the last lag of the financial year	NA

We further report that the pending utilisation, the Company has temporarily invested the unutilised amount as on March 31,2023, in fixed deposits with the scheduled commercial bank.

(b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible). Accordingly, reporting under clause 3(xx) (b) of the Order is not applicable to the Company.

(xi) (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

(b) Turing the dourse of our examination of the books and records of the Company, cathled out its accordance with the generally accepted auditing practices in India, and

HRJAIN & CO

CHARTERED ACCOUNTANTS

according to the information and explanation given to us, a report under section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014, was not required to be filed with the Central Government. Accordingly, reporting under clause 3(xi) (b)of the Order is not applicable to the Company.

- (c) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us and as represented by the Management, the Company has received no whistle -blower complaints during the year. Accordingly, reporting under clause 3(xi) (c)of the Order is not applicable to the Company.
- (xii) (a) As the Company is not a Nidhi company, therefore, the clauses (xii)(a), (b) and (c) of the Order are not applicable to the Company.
- (xiii) All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act and the details have been disclosed in the financial statements, etc., as required by the Indian Accounting Standard 24 "Related Party Disclosures" specified under section 133 of the Act.
- (xiv) (a) In our opinion and According to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) The reports of the Internal Auditors for the period under audit were considered by us.
- (xv) The company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, the reporting under clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) In our opinion and according to the information and explanation given to us the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934);
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (COR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934; Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, Accordingly, the reporting under clause 3(xv)(c) of the Order is not applicable to the Company.
- (d) Based on the information and explanations provided by the Management of the Company the Group does not have any CIC, which is part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete: Accordingly, the reporting under clause 3(xv)(d) of the Order is not applicable to the Company.

310-313, Arihant Plaza, Near State Bank of India, Udiyapole, Udaipur-313001

HRJAIN & CO

CHARTERED ACCOUNTANTS

(xvii) The Company has not incurred cash losses in the financial year and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly, the reporting under clause 3(xviii) of the Order is not applicable to the Company:

(xix) According to the information and explanation given to us and on the basis of the financial ratios (also refer Note 57 to the financial statements), ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumption ,nothing has come to our attention , which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the Balance Sheet date will get discharged by the Company as and when they fail due.

(xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second provise to sub section 5 of section 135 of the Act. This matter has been disclosed in note 61 to the financial statements.

(b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For H R JAIN & CO.,

Chartered Accountants

Firm's Registration No. 000262C

Mano Jan

Partner

Place of signature: Udap Co Acces

Membership No.: 400459

Date: May 18, 2023

ICAI UDIN: 23 400459 BG WJ ZW9666

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HR JAIN & Co

CHARTERED ACCOUNTANTS

Annexure - B to the Independent Auditor's Report on the Internal Financial Controls with reference to financial statement under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of SAH POLYMERS LIMITED ("the Company") as of 31st March, 2023 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the

310-313, Arihant Plaza, Near State Bank of India, ⊍diyapole, Udaipur-313001 ≰: 97853 90875 ♠: hrjainca@gmail.com



H R JAIN & CO

risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to (Referred to in paragraph (ii) (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date) the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



HR JAIN & CO CHARTERED ACCOUNTANTS

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For H R JAIN & CO.,

Chartered Accountants

Firm's Registration No. 000262C

Manoj Jain

Partner

Place of signature: Udaipur Membership No.: 400459

Date: May 18, 2023

ICAI UDIN: 23400 419 BGUTZW9666

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Fdaipur, May (8) 2023

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181, MT 2334 N.A. Company Secretary

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As per our Audit report of even date acached

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	Depression	1.544	85
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	Net Cash Influe:(Detflue) from our esting, Activities (B)	[2,490.10]	11.723
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	CANH AND CASH EQUIVALUNES		
	As at the beginning all the year (Meder Anie III)	128 15	194
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	Not Ingregoe Degrees in gash & Cash equivalents	741.16	18



I. Cash and cash equivalents as per above comprise of the following:	Year ended 31.03.2023) car Ended 31,03,2022
Cash on hand	<u>49-</u>	2 21
- dalarnous with scheduled banks: - On oursent accounts	34 86	125 94
-Our deposit accounts	1 010 24	-
(deposits having an original maturity of 3 months or less)		
Cash and eash equivalent as per twice	1 050 04	128.15

I. The above Statement of Cash Flows has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (indiAS), 7 - "Statement of Cash Flows" specified under Section 133 of the Companies Art, 7014.

The instes I to 71 form an integral part of the financial statements.

(Pages)

This is the Strigment of thish bloods referred to in our report of even date.

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TRUAIN & CO.

Chartered Accountance FRS - 0002620

Matery laur

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Lea por May 18, 2021 UDIN 2340045 5 135037 W1666

Director ,

สนิงเมารถชอรก

Company Secretary MINA 28022

Jor and an behalf of the Briand

รางเลขางสมหารีวิวิ (การจะเกล

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ASSETS FALLS

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AZA AL MOTE

SAN POLYMERS LIMITED

Notes in the Environic Statements

1.Company Information

a) Sah Privoteta Limited (the Company), is a gubble himsed Company immorfed in limita and recomposated under the provisions to the Companies Act applicable an India. Its shares are listed on two recognised speak exchanges in India. The registered effice of the Company is located at E-260-261. Mewip Indias tool Area, Madei, Utanbur 3 (3003).

b)The Company is increasily engaged in the manufacture of PTPS, PP waves falcies and sacks with annual production especies of 7920. MT. The manufacturing consques are smarted at and around Udainus (Papasthan). The labrate and sacks find applications in the parking of contest, in morals, food groups etc.

2 Significant Accounting Policies

Statement of Compliance

These fundament statements have been prepared in secondarity with bother Accounting Standards (Ind. AS) notified under Section 133 of the Companies Act, 2013. The financial statements have blee bleen prepared to excurdance with the relevant presentation requirements of the Companies Act, 2013.

Busia of Preparation

The financial statements are prepared in accordance with the Instantal cost contention, except for certain terms than are measured at fair values, as explained in the accounting publics.

For Value is the prior that would be received to self on agent or paid to transfer a liability in an orderly frameaction between market participants at the communicated date organities of whether that price is directly observable or estimated using exother valuation technique. In estimating the law table or an asset or liability of market portequants would take those characteristics into account the characteristics of the asset or liability of market portequants would take those characteristics into account when pricing the asset or liability of the measurement date. Fair value for measurement and / or disclosure purposes in these financial statements is determined on auch a basis, except for above based payment transactions that are within the scope of find AS 102. Share based Byzannt, lensing transactions that are within the scope of find AS 102. Share based some similarities to fair value but are not fair value, such as net realisable value in find AS 2. Inventories or value in find AS 36.—Invasionant of Assets.

The preparation of financial statements in conforming with Ind AS requires management to make judgements, estimates and assumentials affect the application of the accounting policies and the reported amounts of assets and helphites, the disclosure of contingent assets and habities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The estimates and underlying assumptions are insteaded on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects both that period; they are recognised in the period of the revision and future periods if the revision affects both extremt and future periods.

Operating Cycle

All basets and Babilities have been classified as current or non-numeral as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act. 2013 and Ind AS 1 - Presentation of Financial Statements based on the nature of pood tera and the rone between the arquisition of assets for paperssing and their realisation in cost and cash equivalents.

Property, Plant and Equipment - Tangible Assets

Property, plant and equipment are stated at cost of acquisition or construction less we unrulated depreciation and impairment, if any.

Coar is inclusive of inward freight duries and reves and incidental expenses related to acquisition ib: inalted of major projects involving construction, related pre-operational expenses form part of the value of assets capitalised. Expenses capitalised also include applicable borrowing costs for qualifying assets, if any All implication / cohangements are charged oil as revenue expectations unless they bring similar augusticates additional benefits.

An case of property, plant and equipment is determined upon disposal or when no future constant benefits are expected to arise from the continued use of asset. Any gain or loss aliesing on the dispusal or retirement of an near of property, plant and equipment is determined as the difference between the seles proceeds and the carrying amount of the asset such a recognised in the Statement of Profit and Loss.

Depreciation of these assets commences when the assets are confly for their interacted use which is generally on commissioning fitting of property, plant and equipment are depreciated in a manner that amortises the cost for other amount substituted for cost of the assets after commissioning, less its resultant value, over their useful tives as specularly in Schedule II of the Companies Act, 2013 on a strongly line basis. Land is not depreciated

Assers an rice transfer at construction are napiralised in the assers unifer napiral work in proceeds account (0.998). At the good when we asser is openeding at mortagement's intended use, the cost of negativation is transferred to the appropriate category of property, plant and equipment and deprecention commences. Where an abligation, flegal or construction exists to dismanue or remove an assert or reside a size to its former conduction of the coding the interpretation of the example of cost or dismanuling, removing or restoring the site is capitalized along with the rost of encounting or construction and a corresponding habitary is recognized. Revenue generated from production during the trial period is expendently

= Prophaig land rupp: decrepated

The estimated useful lives of property, plant and equipment of the Company are as follows:

Buildings J0 Years
Plant and Equipment 25 Years
Fusionize and Papers
Vehicles 8 Years
Office Equipment 5 Years

No write off is made or respect of leasehold land.

Assets held under linance leases are depreciated over their experied peoful hors on the same basis as award assets or awhere shower, the term of the relevant lease:

Property, plant and equipment's residual values and usoful lives are reviewed at each Balance Street date and changes, if any, are treated as changes in accounting estimate.

Intangible Assets

Intangible Assets that the Company controls and boso which is expects future economic benefits are capitalised upon acquisition and measured initially:

- all far assets arquired in a business combination or by way of a government grind, at fair value on the date of angularizary/grant
- b. for separately acquired assets, at cost comparing the purchase price faceback corporations and monrefundable toxes, and directly articlescent to prepare the asset for its intention use.

Intermally generated assets for which the cost is clearly identifiable are capitalised at cost. Research especialistic is recognised as an expense when it is incurred. Development cases are capitalised only idder the technical and commercial feasibility of the asset for sale of use has been established. Thereafter all directly attributable expenditure incurred to prepare the asset for its interned tios are recognised as the rost of such assets. Internally generated brands, websites and electronic lists are not tenograssed as intamplife assets.

The useful life of an intengible asset is considered finite where the rights to such assets are limited to a specified period of time by contrain or law (e.g., parents, briefles, trademarks, franchise and servicing rights) or the likelihood of technological obsolescence (e.g., computer software design, prototypes) or commercial obsolescence (e.g., tesser known brands are those to which adequate unreleting support may not be provided). If, there are no such limitations, the deefol life is taken to be indefinite. Intengible assets that have finite lives are amortized over their estimated useful lives by the straight line method unless it is practical to reliably determine the pattern of benefits onlying from the asset. An intengable asset with an indefinite useful life is not amortized.

All extensible assets are tested for improrment. Amortization expenses and importment losses and reversal of importment losses are taken to the Sixtemetr of Profit and Loss. Thus, eiter initial recognition, ac intengible

appet is capacity by its cost less accumulated amornization and / or impairment losses.

The useful lives of intangible assets are reviewed annually to determine if a reset of such useful life is required for assets with finite lives and to confirm that business crutimostances continue to support on indefinite matrix life assessment for assets an classified. Based on such review the useful life may change in the useful life may change in the useful life may change in the useful life macrosomer: may change how indefinite to finite. The impact of such changes is accounted for as a change in accounting estimate.

The estimated useful lives of intangible assets of the Company or 1.5 years.

Impolement of Assets

impairment loss, if any, is provided in the extent, the carrying amount of assets in cash generating units exceed their recoverable amount.

Renoverable amount is higher of an asset's not selling price and its value in use. Value in use is the present value of extinuated future cash flows expected to arise from the continuous use of an asset or cash generating unit and from its disposal at the end of its useful life.

Impairment losses recognised in prior years are reversed when there is an indication that the impairment losses recognised no braget exist in have decreased. Such reversals are recognised as an increase in carrying amounts of assets to the extent that is does not revers the carrying amounts that would have been determined piet of amountation or depreciation) had no impairment loss been recognised in previous years.

Inventories are stated at lower of (our end not realisable value. The cost is excurated on weighted average method. Cost comprises expendence incurred in the normal course of business in bringing such inventories to its present forction and condition and includes, where applicable, appropriate averbands based on normal level of activity. Net realisable value is the earitanced solving price less estimated birsts for our plenon and sale Obsalete, slow moving and defective inventories are identified from time to time and, where were source, a province is made for such inventories.

Foreign Currency Transactions

The functional and presentation currently of the Company is below Riper

Transactions in Loreign conferency are accommend for at the exchange rate provading on the transaction done. Cause, lassed anising on settlement as give on translation of conference least are recognised to the Statement of Profit and Love

Exchange differences unising on monerary from that, in substance form part of the Company's new investment in a longing operation fracting a functional corresponding than Indian Rupes are accumulated in Foreign Currency Translation Reserve

Tovestment in Subsidiary

Investment in subsidiary is carried at coscless acrustitated impaintent, if any

Financial instruments, Financial assets. Financial liabilities and Equity Instruments

Financial assets and financial backlines on recognised when the Company becomes a pany to the contrastual processors of the relevant matriximent and are unitally measured at large-like Transaction (1988) that are directly attributed to the acquisation or issue of financial assets and financial liabilities measured at the value through profit or loss are accept to undedicted from the fact value on unital recognition of financial assets or financial Labilities. Furthese or age of financial assets in the transaction of the contrast assets that require delivery of assets within a time frame equiphed by regulation or convention in the merket place regular way mades) are recognised on the trade date, i.e., the dire when the Company commits to purchase or ard the asset

Floracial Assers

Recognition:

Functional assets include Investments. Trade processions. Advances, Security Deposits, Cash and each equivalents. Such assets are contained recognised at transaction prior when the Company becomes party in contractual abbigations. The transaction prior includes transaction costs unless the asset is being fair cabled through the Statement of Profit and Loss.

Classification:

Management determines the classification of an exact of outsit recognition depending on the purpose for which the assets were arguined. The subsequent measurement of financial assets depends on such classification.

Financial assert are classified as their presenred ar-

(a) amornised cost, where the financial assets are beld solely for collection of cash flows arrang from payments of principal and/or interest.

(b) for value through other comprehensive infinite (PVTOCI), where the financial assets are held not only for collection of each flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured or two value, with unrealised gains and lasses arising from changes in the for value being recognised in other comprehensive measure.

(c) fair value through profit or loss (FV.C.), where the assets are enphaged in accordance with an approved advertisent strategy that triggers purchase and sale decisions based on the fact value of such assets. Such assets are subsequently threshold at fact value, with unrealised quark and losses arising from changes in the fair value being recognised in the Statement of Frofit and Loss in the period in which they arise

Trade remeabling Advances, Security Deposits, Cash and cash equivalents are are classified for measurement at amortised cost while investments may fell under may of the aforesaid classes. However, or respect of particular investments in equity investments that would otherwise be measured at fair value through profit or less, an irrewardic election at initial recognition may be made to present at hacquent charges in fair value through other completeness or income

Impairment:

The Company assesses at each rejoining dote whether a finantial asset for a group of financial assets; such as investments, trade secentables, advances and scounty deposits held at amortised cost and financial assets that are incasored at fair value through other comprehensive previous are tested for impartment based convidence or outground that is markable without under one on effort, expected credit losses are assessed and loss allowances recognised if the credit quality of the tinancial asset has determinated significantly since initial recognision.

Ecclassification. When and only when the business model is changed, the Company shall reclessify All affected financial assets prospectively from the reclassification date as subsequently measured in anartised clist, fair value through other comprehensive minime that value through profit or loss without resisting the previously recignised gauts, losses or interest and in terms of the reclassification principles laid down in the Lid AS relating to binancial histraments.

De recognition: Financial assets are derecognised when the right to orient cash flows from the assets has expected to has been transferred and the Company has transferred substantially all of the risks and rewards of expensive, determinantly, if the asset is one that is measured at:

[4] apportised dust, the gain or loss is recognised to the Statement of Profit and Loss.

(b) fan value through ether comprehensave infome. On hannalmak Am value adjustments previouely taken to

reserves are reclassified in the Statement of Profit and Loss unless the asset represents an equity investment.

on which case the consulative fair value ad usometrs preventely taken to reserves is teclars/fed within equity.

[Beome Recognition:

biterest income to recognised in the Statement of Profit and Loss using the effective interest method. Evidend

property a recognised on the Statement of Profit and Cases when the right to receive dividend to established.

Financial Lightities

Burrowings, made populates and other financial habilities are injustly recognised in the calle of the respective contractual obligations. They are subsequently incascined at minorized cost. Any discount of premutation redemination / settlement is recognised in the Statement of Profit and Loss as finance cost over the Fit of the hability using the effective increase medical and adjusted to the hability figure disclosed in the Balance Scient Financial lightlifes are decognised when the Fability is exposurabled, that is, when the contractual of tigation is discharged, concelled and on expiry

Officerting Financial Instruments

Financial assets and backlines are offset and the net amount is included in the Dalance Sheet where there is a legally encourable right to otise the decognised amounts and there is an internation of seater on a not besits at teacher the asset and settle the hability simultaneously.

Equity fastruments

Equity instruments are recognised at the value of the proceeds, not of direct costs of the capital saute

Revenu

Revenue is ancasured at the fair value of the consideration received or receivable for goods supplied and solvenes rendered, het of returns and decreams to continue s. Revenue from the sale of goods includes ideates which the Company pays as a principal but excludes amounts collected on behalf of that diparties, such as should said service to

Revenue from the sale of grods is recognised when significant criss and revertle of two makin/control. Lave been transferred to the customer, which is mainly upon fellocy, the amount of revenue ran he membered reliably and recovery of the consideration is probable. Revenue from someon is recognised in the periods in which the secures are rendered.

Government Great

The Company may receive government grants that recime compliance with restain conditions, claics to the Company's operating activities or are provided to the Company by way of financial assistance on the bases of Cotten qualifying stricts:

Government grants are recognised when there is reasonable assignment that the grant will be received, and

the Company will comply with the conditions attached to the grant. Accordingly, government grants

jai related to on used for assets are uncluded in the Balance Sheet as deferred incided and recognised as include over the useful life of the assets

(b) related to incurring specific expenditures are taken to the Statement of Problems (Loss on the same basis) and in the same periods as the expenditures incurred.

jor by way of binarious) associative on the basis of certain qualifying centeria are recognised as they become becomplific

In the unlikely event that a grant previously settigmised is ultimately not received, it is treated as a change in

estimate and the amount cumulatively recognised is expensed in the Statement of Profit and 1984

Employee Benefits

i) Short term Employee benefits Liabilities for wages and soldings including normomerary benefits that see expected to be settled wholly within two committe after the end of the period in which the employees render the related service are classified as shart from continuer benefits and are recognized as an expense in the Statement of Profit and I have as the related service is provided. A Substity is recognized for the amount expected to be paid if the Company has a process legal or constructive obliquous to pay this amount has a treat, of past service provided by the employee and the Obligation can be estimated reliable.

ii) Past Employment Republic Defined Contribution Plans

Payments orade to a defined contribution plot such as Provident Papel insulative with Regional Provident Fund Other and Superanticulum Fined and changed as an expense of the Statement of Profit and Loss as they fall due.

Defined Jenetit Plans

Gratuity Point

The Company has an obligation towards grainity, a defined benefit represent glob covering alignble employees but the September of the payable to all eligible employees on teams of the provisions of the payment of the Grafuity (Amendment) Act. 1997 or as per the Company's scheme whichever is more benefited to the complexes.

Provident Final

The contributions to the Provident Fund of comployees are made to a Government, editionstated Privatent Fund and there are no further obligations beyond making such contribution.

is, Other Long Trim Employed Benefits.

The habilities for earned leave and suck leave are not expected to be settled wholly within 12 months after the end of the period of which the employees results the related service. They are therefore measured as the present value of expected forms payments to be made in respect of accounts provided by the employees upon the end of the reporting period using the projected tion credit method.

We measurements are recugaized to profit or loss in the period to which they arrest Actitated gains and losses

on respect of such benefits and obligged to Statement of friefit and Less in the period of which they area.

Lenses

Deases are recognized as a finance lease whenever the terms in the lease transfer substantially all the traks and rewards of ownership to the lease. All other leases are classified as operating leases.

Соправу ва в Совеос

Assets used order finance leaves are ranguised as properly, plant and equipment in the Halance Sheet for on amount that corresponds to the lower of far value and the present value at mountin leave payments.

ptereconnect at the interption of the lease and a hability is perognised for an equipplent supporting

The musicum lease paraments are apportioned between surance charges and reduction of the lease hability so as to arbitrar a constant rate of interest on the armining hadance of the hability. Finance charges are recognised in the Statement of Profit and Loss

Republis payable under operating leases are charged to the Statement of Frota and Loss on a strongh line

has a (see the term of the relevant lesse indices the payments to the lessor ere suitchined to increase in land

with expected general inflation to compensate for the tessor's expected inflictimanty care increases.

Company as a Lessor

Leases in which the Company fires not transfer substantially all the risks and rewards of ownership of an asset are classified as ignitating leases. Where the Company is a lessur under an operating lease, the asset is capitalised within property, plant and equipment total depreciated over its useful economic larg. Partitions, received under operating leases are recognised in the Statement of Profit and Loss on a subsight larg basis agen the form of the lease.

Tayes on Income

Tasses on recome comprises of efficient tases and deletized tasses. Correct tax in the Statement of 150% and

loss of growths against an area of the payable in respect to take the proof of the period, and textured to see

ray laws engered during the period, tagether with any adjustinent to lax payable in respect of pursuoda years.

Deferred tax is recognised on temporary differences between the corrong amounts of assets and liab bines, and the amounts used for account purposes (see base), as the cus takes and the low-counted or submanticely expected by the end of the reporting period.

Deferred tax assets are recognised for the fature tax consequences to the essent it is probable that luture

passible professional he available against which the deductable temporary differences can be utilised.

Income tax, is, so far as it relates to items desclosed upder other comprehensive income or equal). Stell disclosed separately under other comprehensive module or equity, as applicable.

Deferred tax assets and habilities are offset when there is legally enhanceable sight to offset this probable and habilities and when the deferred tax balances related to the same taxation authority. Content tax assets and tax liabilities are offset where the entry has a legally enhanceable right to offset and intends onbet to sente on ner basis, or to realize the asset and settle the liability simultaneously.

Cialma

Claims against the Copagain; not notanowledged as debits are disclosed after a careful -valuation of the facts and aspects of the matter involved.

Provisions

Frowments are recognised when, as a result of a past event, the Company has a logal or constructive obligation; it is probable that an outflow of resources will be required to settle the obligation, and the account can be reliably estimated. The amount so recognised is a best extreme at the consideration required to settle the obligation at the reporting date, raising into account the risks and uncertainties sourceding the obligation. In an event when the time value of money is material, the poweral at the poweral value of the cash flows extension to settle the obligation.

Financial and Management Information Systems

The Company's Accounting System is designed to comply with the relevant provisions of the Companies Act. 2013, in provide financial information appropriate to the businesses and facilitate laternal Coulty'

Use of exclanates and judgements

The proparation of historical statements in confidently with generally accepted accounting principles esquires management to make estimates and essurableats that affect the reported amounts of assets and habitates and disclosure of contangent imburdes at the date of the financial statements and the results in operations during the reporting period and. Although these estimates are based upon management's bust knowledge of current events and actions, actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting

estimares are recognised in the period in which the estimate is recised if the revision affects only that period,

or in the period of the revision and future periods if the revision affects both current and future periods.

A. Judgements in applying accounting policies.

The judgeneous, apart from those involving estimations (see note below), that the Company bus mode of the process of applying its accounting policies and that have a significant effect on the amounts recognised in these financial statements pertain to itselful life of intergible spects. The Company is required to determine whether its intangible assets have indefinite or finite life which is a subject matter of judgeneous fertain trademarks have been considered of larving an undefinite useful life talang into account that there are no rechnical suchrological or commercial risks of obsolescence or limitations under contract or law. Other trademarks have been amortised over their useful economic life. Refer notes to the financial statements.

B. Key sources of estimation unvertainty

The following sure the key assumptions measuring the tature, and other sey sources of estimation universarity at the critical for the reporting period that may have a significant risk of coursing a material adjustment to the coursing amounts of assets and Sabilities within the dest linearial year.

1. Useful lives of property, plant and equipment and intangible assets:

As described in the significant accounting policies, the Company tecevis the estimated useful lists of proportion plant and engagement and inscriptile assets at the cuid of each reportion period.

2. Pair value messprements and valuation processes:

Some of the Company's assets and hebblines are measured at rait value for financial reporting purposes, but estimating the fact value of an asset of a hability, the Company uses inside observable data to the extent in a available. Where level 1 magnesize are not available, the Company engages fund party calleds, where required, to perform the valuation information about the valuation techniques and imputs used in determining the fair value of various assets, hebblines and share based payments are disclosed in the makes to the financial statements.

3. Actuariel Valuation:

The determination of Company's habitary howards defined benefit obligation to employees is mode forough independent actuared valuation to being determination of amounts to be reorgated in the Statement of Profe and Loss and to other comprehensive income. Such valuation depend upon assumptions determined after taking into account antiquous sentiarity, promotion and other orientar factors such as supply 2nd demand factors in the compleyment market information about such valuation is provided in instead to the time and state statements.

4. Claims, Provisions and Contingent Liabilities:

In the case of largamons where an outflow of funds as believed to be probable and a reliable estimate of the outcome of the dispute can be made based on monagement's assessment of specific medicalisms af each dispute and relevant external advice, management provides for its best estimate of the habitay. Such accruals are by nature complex and can take number of years to resulve and can involve estimated uncertainty. Information should such highways is provided to notes to the forancial startments.

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	Balance at the scanning of the period.	Chapter in Equity Share Copins due for principarised enters	Specifical helpings at the large at the same at the sa	Changes in equity three—Testance of the and refine temptal during the vertical country period year.	istance at the and of the souther period	
For the year goded on 34/12/2023	7.25	ניסט	314	relle	1999	
42) Previous reporting period	1					-
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A. MANAGEMENT OF MARKET RISK:

Market risk is the fish that the for varietor force eight flows of a formula maintain to will formula becomes of changes in market process has compassed of three process more as more that the compassed of three process affected 5. market is known on the market of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula of the formula

(i) Management of Interest sace cisis:

interest rate risk to the risk that the Self-value or future that fluxes or a financial instrument will fluxulate because of configer in market interest rates. The Company these and have any exposure to attempt rate risks some its borrowings and possements are all in fixed rate austruments.

(II) Management of price risk:

The Company has no amplies for investment in right material funds, deposes on. The Company does make deposit with the baths to provide some by an argumagation guarance given in the banks. Deposit is made in fixed this insufance of the sure non-supreposit to make grain make a sixting from changes in a createst makes grain make mapped the resum and value of the investments.

|di| Management of correctly risk!

Currency has its risk that the fair value or future cash flows of a Prancial instrument will fluctuate behavise it changes in foreign explange rings. The Company has faleign currency trace receivables and in therefore exposed to foreign exchange risk. The Company radigates the foreign exchange risk by setting appropriate exposure from the incompanient flow exposures, the "The exchange takes have been colorite in the recent years and may continue to be obtained in the fature. Hence the operating results and Shametake of the Company may be impossible due to colorite

Exposure to currency itselffue Company hos exposure only in USD/EURO converted to functional currency. It INFO

The summing quartie of Geografic assets and Enancial habithes as at Murch 30 st. 2025 and March, 31, 2022, are sa before

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B. MANAGEMENT OF CREDIT RISK.

Consist makers for the misk of default as its motigations by a commercianty to the Company resulting in a firm of alloas to the Company (The Company is expanded to credit hisk fourth is operating activities desired encoding and foreign reclassive transactions and financial instruments.

Oredit mak from trade receivables is marraged chrough the Company's process, procedures and controls creating to customer creatings as management by calculations oredit. Linea, stedit approva a and immigrate credit continues of the customers to which the Company extends credit to the company colored course at business. Curetanding customer procedures are regulated two dozed. The Company has no concentration of credit, has as the customer page is wicely distributed.

The Company's all stolk all experience of collecting recognitions and the level of default undwate that chedit risk is low and groupoid. Understanding markets, consequently, timbe recognitive attended to be a single close of financial assets. A Locardon customer balances are evaluated tolong more account the age of the data aspecials credit circumstances, the track recognitive counterparty etc. was allowances and impantements recognised, where consulered appropriate by trappolishing more.

C. MANAGEMENT OF LIQUIDITY RISK:

Introductions as in the the thousand has not tailable to cover us person and interestable obligations without monthly undorspread to seek. The Comparison is to be interestable to seek the object of soft got one. The Comparison with the control of the transfer of the Comparison with the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the cont

The Company's Coulent assets aggregate to Rs.0581.00 falcher 2022. Rs. 3302 59 bakkis into doing Coel: and out-hought and Colombank palances of Rs. 2140-63 fakhis; 2022. Rs. 187.07 fakhis; against an aggregate current Lability of Rs 2798 (6 lowher) 2022. Rs. 3835.79 bakhis; Non-current Lability and Lability of Rs. 2022. (3.1.19) and Non-current lability due after thise years amounting to Nill 2022. Murain the reporting date. Parther, white the Company wish equity sources at Rs. 640.09 falcher 2022. Rs. 2365.74 bakhish in has non-current battooings of Rs. 643.56 lability 2022. Rs. 10.1.10. This wish circumstances. Louidity instead the risk that the Company may not be able to seeds or must be obligations as they become due dress not easiet.

D Felr value measurement

Pair value biergroby

For value of the four-civil mist commits is classified as various law value because we because for following these levels:

Love 1. Quoted goines (unadjusced, in across market for much call assets on habilities.

larged 2 in opens other than quoted price included within level 1 that are observable for the easet or liabelity, either directly 0.6. as prices or understanded from ancest.

The fair value of financial instruments that are not traded in an active market is determined transf market approach and valuation feetin ques which inaxiouss the use of observable market data and rely as little as possible on untily-approlic assumates. If significant indivisional to fair value are instrument are observable, the matrument is individed in Level 2.

Local 3. Inputs for the peachs or relations that are not bosed on utoms, blommer, of dotor utolices sible atguts.

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The fair value of reads proceedings, typic payables and other Concept financial sparts and liabilities as considered to be equal to the carrying amounts of these typing due to their about term makes. Where such items are hardened to nature, the carry has been classified as event 3 and fair value detergines using discourant cash. Each back is in such adaptived equally not tomerate where most recommendate measure. Sin such as a magnificant, or if there is a wide range of possible fair value measurements, that has been processed as the best extraord for value.

There has been an change in the Jahanum methodology for toy did indust during the year. The Company has not classified any material financial instruments under Level 3 of the fair value highest vice were no transfers between level 1 and toyel 2 during the year.

The following taken presents the fair value hierarchy of assets and failures measured at fair value on preserving lines.

Γ	kantzubek	fair calca treasety	44 ad 3444.Mar.#.2003	to at 11st March, 2022
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Kny Managemat Personne

01] Mr. Hukim Sadeq Alt Polivate, Whaterime Director

02] Mr Martaza Ali Vohi Chigi Perciti ve (1997en

01] M. Asad Dated Director

ON MA with Kummertty at Continuous Colliers

05) Mrv Rund Saxena Company Serragor

pujilaha Charttable Truet

Rates falkling

During the year following (Gaisse) on owners where out we follow classe particular the Section Copy, of Discussion of the Good price

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No appoint to respect of the religied portice have been written all, back any provided for during the year

Related DATO Tolki to while hear intentified by the Management, and retied upon but the auditors.

Terms and conditions of framewhere with related parties:

The sale to and purchases from related parties are inside in the endirony neutral of business and priest on the partie lists in (o)) also decide in the endirons that would be evaluable to third parties.

Outstanding belongs up the year and are unprouced and metrop tree and settlement cours at east. No provision are held against recentables from religibly parties

Note 39

EMPLOYEE BEMEPITS

4) DEFINED CONTRIPUTION PLAN

Provident Fand

The Contributions to the Provident Fund of lemployees are made to a Contemporal administrated Provident Fund and these are no lumber obligations beyond making such contribution.

6) DEFINED BENEFIT PLAN

Granuitor

The Company contribution in the Employees' Octop Gratuic, Schedul of Life Insulance Computation Lunifed, a funded defined benefit pixo

for qualifying corporate. Continue is provide to all eligible employees on death of on separation / termination in terms is the provision and

the Pasiciant of Gratician (Amendipent) And 1997, mas per the Company's screets whichever is more beneficial to the employees

The authory for the Democ Senich: Status provided on the basis of a continent is nighter drops ted 1 indicated. Method lewar the Date de-Short data correction to an endoperate actuals.

Provident Fund:

The Company moves Provident Acre commoving to the Covernment administrated Provident (und. The Company has no pair to play to this respect.

c) Amounts Recognised as Exponse:

il Defined Contribution Plan

somewers Countilulium to (hondom) fund individual contribution of Farairy Pension Fund advanturing to St. 14.34. Askis harvious year St. 12.99 Bakes [Pancheen La Code distribution to off which Land Library Lands.]

ill Defined Benefit Plan

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Mote 40

TAX RECURCILIATIONS			Rs. in lakins		
:		 l'erwod endeu		Yestr emiled	
1		51arch 31.2023		11mmch 31 .2073	
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Christ Tax			!	!	
 Control lacker profits for the year 		10+1	:	(3)4-24	
Determentary Neur		25.01		2.8	
To the content of the experience		1113 44		111.71	

Preprietien of tex typenses and the accounting profit

The expandibation between extensive income too at statutors income tax outside innoise tax expanses reported in Statement of Pholit and Loss is given below

	Present ended	Year ended
	March 51,2073	, March 31,2922
		i
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The effect of adjustment to reconsile appears distance as happears to reported license as Expenses		
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has engernable to 1916 of play for inguity (Sq.), will	9.15	4.76
NOT contributories	50.82	[10: 54)
l from c	1,45.24	4 501
	93.50	[54](3)
Dail technik spotos	10.0%	100 40
FFector one of the five	4.85	21.18

Deferred Tax (Liabilities)

1	Period ended March 31,3023	1 ran emiled Vigor in 11,2022
Property Flery and I quipment	0.11	2.41
Hiters	(4.07)	
eta detenviduas luestrias	\$5.14	2.84

Deferred Tax Assets

	Period ended March 51,2025	Year coded Nagreh 31,2020
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Hitus	6.11	l
of deferred fav. Cooks	11 11	<u> </u>

Net Defected the "Installations" / Asserts	\$5.03	2.81

Mito careat in Deferred toy Lindbillies (Assets

		Chines	Proces ons	Enther Defense Tax	Deletted Lay
	plant and	cytemed (as	i	Assets	Ingle librar 55501
•	c-imhya.m	•تــلسلا			(Sen)
Avail (19 states 202)	133.43	6.94		23.12	142.67
(Chargotte reduction such and two scenarios	2 91	0.00		<u> </u>	/ 61
Acad the March 1987	136,24	6.94	. 9.21	28 12	145.45
ICProjetti Condited to such and Consucción	85 14	(0.00)		0:	85.03
Condition Much 1923	721.38	9.54	9.21	23.23	230.51

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Note 41

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Note: 42

SEGMENT INFORMATION

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Note 46

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Note 47

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Note 46

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Note 49

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Note 50

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Note 51

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Note 52

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Note 83

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Note 55

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Note 56

The Company has complied with the inturies of layers piess ofted under clause (87) of section 2 of the Companies Act,2613, lead with the Companies (Restriction for inturies of tables) Bules 2017.

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Note 70

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INDEPENDENT AUDITOR'S REPORT

Report on the Audit of the Consolidated Financial Statements

To the Members of Sah Polymers Limited

Opinion

We have audited the accompanying consolidated financial statements of **Sah Polymers**Limited (hereinafter referred to as the 'Holding Company'') and its subsidiary Company
- **Fibcorp Polyweave Private Limited** (Holding Company and its subsidiary together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31,2023, and the consolidated statement of Profit and Loss, the consolidated statement of changes in equity and the consolidated cash flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies [Indian Accounting Standards] Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2023, the consolidated Profil, and, consolidated total comprehensive income, consolidated changes in equity and its, consolidated cash flows for the year ended on that date

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies set, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by ICAI, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period.

On the facts and circumstances of the Group and the audit, we determine that there are no key Audit thatters to communicate.

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20ther Information

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the consolidated financial statements and our auditors' report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done/ audit reports of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated each flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Art for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of proparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

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Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design
 audit procedures that are appropriate in the circumstances. Under section 143(3)() of
 the Companies Act, 2013, we are also responsible for expressing our opinion on whether
 the company has adequate internal financial controls system in place and the operating
 effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists from the conditions that may east significant doubt on the ability of the Green to configure as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consultation based on the consultation of the consultation are inadequate, to modify our

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opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern.

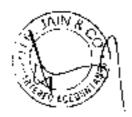
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the
 entities or business activities within the Group entities to express an opinion on the
 consolidated financial statements. We are responsible for the direction, supervision and
 performance of the audit of the financial statements of such entities included in the
 consolidated financial statements of which we are the independent auditors.

For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



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Other Matters

(a) We did not audit the financial statements of the subsidiary, whose financial statements reflect total assets of Rs. 1513,14 lakhs (after consolidated adjustments) as at 31% March, 2023 total revenues of Rs. 2657,00 lakhs (after consolidated adjustments) and net cash inflows (after consolidated adjustments) amounting to Rs. 65.17 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have hern furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Report on Other Legal and Regulatory Requirements As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- 1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Control Government of India in terms of sub-section (11) of section 143 of the Act. based on our audit we give in the "Annexure A" a statement on the matters specified in paragraph 3(xxi) of the Order
- 2.(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- (c) On the basis of the written representations received from the directors of the Holding. Company 43 of The March. 2023 taken on record by the Board of Directors of the

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Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 [2] of the Act.

- (f) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure- "H".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended.

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Group to its directors during the year is in accordance with the provisions of section 197 of the Act.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us.
- (i) There were no pending litigations which would impact the consolidated financial position of the Group.
- (ii) The Group did not have any material foresecable losses on long term contracts including derivative contracts.
- (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India.
- (iv) [a) The respective Managements of the Parent Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, has represented to us and to the other auditors of such subsidiaries, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company and its subsidiary company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company and its subsidiary company ("Ultimate Beneficiaries") or provide any guarantee Security or the like on behalf of the Ultimate Beneficiaries;

(b) The respective Managements of the Parent Company and its subsidiaries which are companies of components in India, whose financial statements have been audited under the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of the parents of th

310-313, Arihant Plaza, Near State Bank of India, Udiyapole, Udaipur-313001 * : 97853 90875 [A: hrjainca@gmail.com

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CHARTERED ACCOUNTANTS

the Act, has represented to us and to the other auditors of such subsidiaries that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Holding Company and its subsidiary company from any person(s) or entity(ies), including foreign entities (Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company and its subsidiary company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our attention or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (b) of Rule 11 (e) as provided under (a) and (b) above, contain any material misstatement.

(v) During the year the Holding Company and its subsidiary company have noither paid or declared any dividend requiring compliance with Section 123 of the Act.

For H R JAIN & CO., Chartered Accountants

Firm's Registration 資品 9002620

Menoj Jaih

Partner

Place of signature: Údaipur Membership No.: 400459

Date: May 18, 2023

ICAI UDIN: 234004 (9 BG,UJZ-X 8/57

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CHARTERED ACCOUNTANTS

Annexure - A to the Independent Auditor's Report (Referred to in paragraph 8 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

In terms of the information and explanations sought by us and given by the Company. and to the best of our knowledge and belief, we state that:

 (i) There have been no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements.

For H R JAIN & CO., Chartered Accountants Firm's Registration No. 000262C

Малој Јаја

Partner

Place of signature: Udalpu Membership No.: 400459

Date: May 18, 2023

ICAI UDIN 23400459 BGUJZX 8157

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CHARTERED ACCOUNTANTS

Annexure - B to the Independent Auditor's Report

(Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to Financial Statement under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of the Contpany as of and for the year ended 31st March, 2023, we have audited the internal financial controls over financial reporting of **Sah Polymers Limited** (hereinafter referred to as "the Parent") and its subsidiary company. **Fibcorp Polyweave Private Limited**, which are companies incorporated in India, as of that date

Management's Responsibility for Internal Financial Controls

The respective Boards of Directors of the Parent, its subsidiary companies and , its associate company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting enterial established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013

Auditor's Responsibility

CON ACCOUNT

Our responsibility is to express an opinion on the internal financial controls ever financial reporting of the Parent, its subsidiary companies and its associate company, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Pinancial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143[10] of the Companies Act, 2013, to the extent applicable to an audit of internal financial

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controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the make of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies and associate company, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Parent, its subsidiary companies and its associate company, which are companies incorporated in India.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance, with authorisations of management and directors of the company, and (3) provide reasonable assurance regarding prevention or timely detection of management acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material missistements due to error or fraud may occur and not be detected.

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H R JAIN & Co CHARTERED ACCOUNTANTS

Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the other auditors referred to in the Other Matters paragraph below, the Parent, its subsidiary companies and its associate company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls. over financial reporting were operating effectively as at 31st March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to five subsidiary companies, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

For H R JAIN & CO., Chartered Accountants

Firm's Registration No. 000262C

Manoj Jain

Partner

Place of signature: Udaipur Membership No.: 400459

Date: May18, 2023

ICAI UDIN: 23400459 BBW ZX 8/57

CONSOLIDAT	FJI BALAN	CT SHEET		(Rs. in la	Alte F
Particulars	New	Anne 31 03 3	9023	As M 51.00	17000000
ASSETS	DOMEST 17	STORTISTICS.	in the second	V-2-0-00	00
Non-current assets			CA 164 4000		-comman
Go Phippiny, Plant and Equipment	.		4,426.38		1,557:70
(6) Capital work en-Progress	1		92/97		668.44
(crinyestneric Propesti-			387.03		307.81
(d) Goodwill (e) Other Intercrible Alletts	30		30.52		1.76
(f) Interpublic atouts loader development				1	
(p) Biological Assets other than bearin plants					
(b) Pitancal Assets	1				
(iYlovekonpla)			3.00		335
(ii) Trade recovables	252	1.97	- 1	72	
tio) Colors	1	133.04	135,01	66.88	66.38
(ii) Elefered tox assets (nm)	0 1	- Control	11.50		
(j) Other non-carried attests	36		5.68		147.83
Current anests					
(a) Involuntés.	. H.		2,551-36		1,559.54
(b) Financial Assets	7.11				
(i) levermous	700	1.514.37		1:385:58	
(iii) Trade reservables (iii) Cash and cash again alanti	V.	1.001.34		159.78	
(w) Bank Infances other than (w) above	30	1,059.99		59.22	
(13Lonn)	33	840.75	1007.889	685.22	
(ni) Others	32	0.96	4,613.39	12.27	2,832.0
(c) Current Yes, Assure (Next)	33		1805 207		3.4
(d) Other current assets	214		482.73		721/50
Total Assets			12.615.85	-	6,966.7
EQUITY	2%	2445		1000 m	
(a) Equip Share Capital (b) Other Equity	33	2,579.60		1,559,40	
Equity standardable to the owner of the parent	386	5,480.88		845.05	
Non-controlling Interest.		294 70	8,7,91.10	289.05	0.664.8
(NCA 40004000)					
LIABILITIES D. Non-carren labilities				1	
(a) Freecost Liabilities	1457.41	14 DOMESTIC		27541943	
(a) Bámowaga	17	845.48		145/25	
(in) Loose highlites (ii) Trade payables	1 " 11				
(III) Other francial familinearither than those			535635		
specified at note (hit.)	1 2-		115.50		HS.2
(b) Provinces (c) Deferred sox liabilities (Not)	21813		108:08		143:1
(d) Other non-current hishdries	(38))		.000000		6488
2) Cursue tabilities					
(a) Financial Lighthers (i) Bomowings	7700	1.639.13		1,896.38	
(m) Lease liabilities			m		
(0) Trade payables	20				
CATTrical outstanding dues of micro enterprises and small enterprises					
(B) Ford outstanding they of credition other		813307		785.40	
dum asiem interprites and small enterprises	1 1	C-010464		2000000	
(iii) Other financial habibities other than those ;			COMPANIAN.	07.16	-3.686
egecified in item(c) (d) Other current habilities	-21	2,10	2,474.38 387.45	2,16	130.7
4c) Provisions	(23)		2433		8
(d) Cumum Tax biristines (Net)	39		(67/273		3463
Total Equity and Clabifities See accompanying taries to the Jacanial	-1 m 21		12,615.85		1,866
statisticals					

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HAKIN SAUKS ALTERIWALA We desire Director DIN :00119156

LALIT KUMAR BOLIA

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Chief Figureial Officer

RUNEL SANENA Company Separary M/No.28022

	CONSOLIDATED: STATEMENT OF PROFI	IT AND LOSS	FOR THE YEA	R EXDED	(ftr.in	Milde J
	Preixitati	See at.	As on 21/02	2073	11.043	103,2022
17	7860.500	-	Amount in a	Ropers	Amount	ie Repres
100	Results from operations	225		9,539.93		8,951
55 U.B	Other morest	326	- 1	181.70 9.731.62	1 1	8,121
ш	Total Income (4-4)		-	4,124,160	1	::3/12/5
v	Expenses					
	Cost of Marejials covolumed	127		5.093.50		4,531
	Punchaser of Stock-us-Trade	25		630.73		1.232
	Changas in inventories of franked goods	24		(387.28)		G31
	work, iz-progress and Stock +n-Trade	132				100
П	Employee benefits expense	190		:443.68		715
П	Dyones anna	Si		122.06		123
	Depractation and amortization deprese	12		140.53		100
	Ofar expenses	592		2368.20		1,402
Ш	Total exporises			9,209.22	15	7,274
V .	Productional between stormeral profit Abeleases an association.	111 111				100.00
	jurit vertire and exceptional itemes(V-V)			512.40.		5.69
	Share of thefa Tiosa at an auconare			0.000		4985
	Profit/Gossi bettire-ecceptional many and tax (V+VI)			512-80		549
	Esceptional items			75.5255		1939
	Profft (loss) bellpra 100 (VIII VIII)			512.90		549
MO.	Tax expense:				010000	
	(1) Current (2x		106,35		198,90	
	Less / SIAT Codi		50.82			
	Electrical descriptions of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the contr		55,53			
	2 Prior period income can		0.36 80.45	13634	-0083	300
	(5) Deferred (as. Profit/Orapitor the partial from correspong operation (XI-		1.30,45	1100.Se	. 4/61	216.0
	XIII			376.06		437.
11	Penny Laws from discontinued operations					
	Tax expense of discerninual operations					
n.	Profit (Tess) from disconvined operation (after sec) (XIII-					
	XWY			8.489600	7520	
V.	Profit (last) for the puriod (NV+XVI)		1/2	376.05	253	137
	Attribrenble to		- 22	341.52	8.88	3(2))
	an Owners of the attractor			14:54		187
A	thi Non-countifing interest Other Camprehensive Iscorne			1404		100
	A(i) item that will not be exhausted to profit to line					
	Equity Intraments Brough Other Comprehensive income					
	CINEDATE TO SEE SEE SEE SEE SEE SEE					
	to a become tox, relating to item that will not be:					
	rectantified to profetor loss					
	ini: Ewhange difference on translation of Emporial					
	statement of Foreign operation Big standing will not be reclassified to profit to line.					
	(v) Recome two rolating to start that will not be					
	reclassified to profit at loss					
-	Treat Comprehensive feature for the person (XV+XVI)					
100	(Commissing professions) and other Comprehensive			556836		77.2
	Income for the period (8	770.96	(0)	437
	Autori biorabile so			341.52		420
	an Owners of the papers		- 88	34.34	183	17
	(b) Non-controlling uranum. Of the total control beautiful resent above.			10 20		1.7
	Prodit for the year attributable to:					
	Owners of the parent			734132		:420
	Non-southelling interiors			34:54		17
	Of the total comprehension increase above,			Strick.		4.0
	Other comprehensive income attributable two					
	Courses of the pasted			55		
	Non-controlling interests			- 24		- 8
erit	Energing per aginty above a for communical Operation)	100		-0-00		
100	(l) Raor	-33		2.10		2
	(2) Donal	33		2.10		- 9
	Enthings per equity short after discontinued Operation)	60		15:77		
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JX:	(13-Basic:					
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	(2) Driverd	35		230		2

See accompanying name to the timescal statements

As are our Audit report of even date structed

for and on behalf of H.R. JAIN & CO. Charlesed Accountance FRM 0000920

Marmita Proprietor M No. 400450 USIN: 23400459 BGUTZA 8157

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Weblesime Digestor (bit): 1797/324

LALIT KUMAR BOLIA the Financial Officer 405 M.Nr.28023

ASAD DAUD Director 201-02491539

RUNEL NAMENA Conquery Secretary

SAR POLYMERS LIMITED CASH FLOW STATEMENT FOR THE YEAR ENDER 31st March 2023 (Rs. in Inldes) Venz ended 31.03,2022 Sr. No. Year ended 31,03,2023 Particulary A Cash Flow from Operating Activities 349.25 512:40 Not Profit before tax Adjustments for 100.65 140:33: Depreciation 121.35 203.21 Interest Paid (31.75)(2.86)Interest received. (8.0h) (24:31) Unrealised Foreign exchange fluctuation on conversion (0.90)(3.20) Balances written off (0.09)(Profit)/Loss on sale of property, plant and equipment 14.81 provisions for gratuity 759.34 Operating Profit before working capital changes \$11.49 Adjustment for Changes in Working Capital: (71.19)(201.28) Decrease/(Increase) in Trude Receivables (64,10)Increase/I decrease 1 in other current liabilities-156:66 (0.36)increase in financial liabilities (7.49) (157,48) Increase in Lean (1.030.77)(8.60) Other bank Balances 27:67 (64.50)Increase/(Decrease) in Trade Payables 142.14 (151.90)Increase in other non current assets (66-16) (9.97) Non Current Financial assets 5.31 Current Financial assets (261, 23) (8:10) Increase in other current assets (0.05) 5.41 Increase in lax assets. (442.43) (992 (02) Decrease (Increase) in Stock (48.99) (1.562.62)Cash Generated from Operations 30.23 Income Taxes Refund / (Paid) 135 77 (79.22)Net Cash Inflow (Out Flow) from Operation (A) (1.698.39) Cash Flow from Investing Activities: 8 7.69 2.45 Sale of fixed assets (3.011.46) (110.18)Purchase of fixed assets-378.47 (666.69) Capital work-in-progress-(307.81) Acquisition of subsidiary 31:75 2.85 Interest received (1.079.37) (2.460.55)Net Cash Inflow/(Outflow) from investing Activities (B) C Cash flow from Financing Activities (1.845.71)(138.30)Repayment of borrowings. 1,395.20 892.25 Increase in borrowing 1,020,00 Share capital 5,619.00 Securities premium (24.43) (912.69) Capital issue expenses (121.35) (203.21) Interest Paid 1,111.12 4,560.64 Net Cash Inflow /(Out Flow) from Financing Activities (C) (47,47)461.70 Not Increase/Decrease in cash & Cash equivalents (A+B+C) CASH AND CASH EQUIVALENTS 253.69 189.78 As at the beginning of the year (Refer Note 9) 737.75 713,73 Less: Cash Credit 189,78 1.061.34 As at the end of the year (Refer Note 9) 721-31 1.123.59 Less: Cash Credit (47.47)

Not Increase/Decrease in each & Cash equivalents:

461.70

0.00

0.00

	Year ended 31 03 2023	Year ended 31:03:2022
Cash and cash equivalents as per above comprise of the following:		
Cash on hand (INR)	3.89	3,44
Cash on hand in foreign currency	1.68	0
Balances with scheduled banks:		
-On current accounts	45:53	186.34
-On deposit accounts	1,010.24	-0
(deposits having an original maturity of 3 months or less.)		
Cash and cash equivalent as per note:	1,061.34	189.78

II. The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Indian The notes 1 to 71 form an integral part of the financial statements.

This is the Statement of Cash Flows referred to in our report of even date,

for and on behalf of

FIR JAIN & CO.,

Chartered Accountants

FRN: 000262C

Manoj Jan

Proprietor M.No. 400459

Udaipur, May 18,2023 UDIN: 23400459 35,052

ASAD DAGO Director

DIN-02491539

LIT KUMAR BOEIA

for and on behalf of the Board

HARIMSADIQ ALI TIDEWALA.

Wholetime Director

MURTAZA ALI MOTI

Wholelime Director

DIN : 00119156

Chief Financial Officer

RUNEL SAXENA Company Secretary

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NOTE NO 3. PROPERTY PLANT AND EQUIPMENT	NT AND EQUIPME	L.V.S						RK, im taking			
Particulars	Lattice Arterio	20000				Duned Assetts	11	Construction of			
	Land-Lessettelil	Building	land Freehold	Plant and. Equipment	Papiliare and dynamic	Vehicles	Office Spinguest	96.596	Tube will	Computer	Total
0.000							7				
Year-ended Month, 2023							8				
GROSS CARRITNG AMOUNT											
Opening Gross Carrying Annual	29.37	438.04	115.96	1,752,98	33,18	26,35	29.70	がい	1,36		3,496/33
Additions		1,322.54	5	1,565,37	33.69	17.58	2434	0.96	533	11.65	3,811.46
Occasionation of subsidiary	3		3	1000 miles	0.00		100	302	*		100
December Administration				9.89		(6)	7.50	16			0230
Choles Gros Carried Amosail	29.57	1,760.58	115.96	330835	66.37	73.93	16.54	5824	649	34.16	5,500,89
ACCUMINATION DEPRECIATION		Control of the Control		2000000	2000	The second	- Contraction	-	-		100000000000000000000000000000000000000
Continer Against the countries		16537	0	£\$.080·	M35M	22.31	11.35	20,45	0.49	14.81	949.03
Despetation the red those the year		22.94	.0	88.16	535	#5#	69%	2.52	0.02	6,50	130,00
Dispersion Administrates	50	3	i i	744	-		6.47				13.61
Cleans Accumulated Bear ecistorie	6	136.15	12000	770097	18,98	26.45	17.23	31.97	0.56	2131	1,074,51
Net Carrying Amount	20.57	1,574,43	115,96	2,537.88	47.09	47,48	29.31	26,17	5.93	12.85	4,426,38
Vegit roaded March, 2022								the same			200000000000000000000000000000000000000
GROSS CARRYING ANDUNT											
Opening Circos Carryang Amount	25.62	412.07	168.65	1,583,68	14.99	32.06	22.26	57.28	1.16	10.34	2,271,71
Additions	30	19.30	0.51	15.0%	26:0	0.87	0.50	à	ġ.	4.93	107,86
On propositions of selection		627	1000	88.96	17.01	200				##	127,76
Disposals/Adjustrator			W	100		5.7.5	090		9		09'0
Cheling Griss Carrying Amelian	29,97	43804	115.96	1,752.98	33.18	2635	29,36	57.28	0.00	12.51	2,566,73
ACCUMILATED DEPRECIATION			5-666		20000	100000	The second		1000		100000000000000000000000000000000000000
Opamer Accommissed Deposition	3	148.90	4	616.62	1136	21.53	637	26.94	500	11,79	\$50.75
Depression charged during fitt year	Sir.	143		16.69	3.16	67.0	5.13	1251	0.04		
Elegendal Administration	(0)					33	(9.6)	37	17		993
Chaine Accoministed Depreciation	100	163.21		686.53	25(1)	32.31		20,45	0.40	14.81	
Nei Carrellan Almanii	15.62	274,83	115.96	1,066,45	18.66	4/94		25,83	76.67	Ų,	1,557,78

Capital Work in Progress Py, 2027-23*
Capital Work in Progress Py, 2021-22*
Trickelly armain recording pulses describence capitals of

92.91 668.44

NOTE NO 3 INTANCIBLE ASSETS	SEUS	Rs. in laklns
Particulars	Owned Assets	
	Software	Yetal
Vaar ended March, 2023		
GROSS CARRYING AMOUNT		
Opeshin, Griss Carrylling Amelotti	9.58	95.6
Addition		0
hspearly Adjustment	*	
Closing Greek Carrying Ameters	9.58	98.6
ACCUMULATED DEPRECIATION:		+1
Opening Assumilated Depotations	2,82	7.82
Опресыван стиров фанц (00,200)	134	10
Diagonals, Argustificatio		+
Choing Accumulated Depresation	90%	906
Net Carrying Amount	0.51	.0.52
Vear ended March, 3022		
GROSS CARRYING AMOUNT		
Openitul Geosa Cumping Arrount	95.6	9.58
Admissos		
Dopousia Adjustingest.	30	
Cleaning Gross Carteying Astonnas	85.6	9.58
ACCUMULATED DEPRESSACION	1	
Opene According Depocation	6.05	60.05
Representation charged during the year	127	201
Drepositi Ağastricesi		
Cleaning Accumulated Degreeisman	00 1-	782
Mari Carrellian American	72.1	

Note:

(a) There are no introversible Properties introcrypte deads are pool in the mans of this Company.

(b) The Company has not revolved Property. Post and Equipment.

(c) The Company has not revolved in trianogable assets.

(d) Capital -Work-in Progress (CWIP):

CWIP agrag schedule as at 31/82/2023	623				Rs. 30 taktos
Particulars		Amo	ant in CWIP for a per	ra period of	
	Lesi than 1 year a	1-2 years	2-5 years	Mine than 3	Total
Project in progress	92.97			The second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second secon	10.20
Protects, temporarily surporded			1		
CWIF aging schedule as an Hold-24	653				Ry for taking
Particulars	2000 100	Amo	Amount in CWIP for a p	r a partiod of	
	Less from Lynnes	1-2 years	2-3-3-680	More:than 3	Total
Project in progress	690,000	1.75			268,30
Projects tersteroings suspended	100	00			30

(t.) There is in a simple assets under development.

Notes to the Consolidated Financial Statements

Note 1: Company information:

San Polymers Limited (SPL): purent - is a public limited Company dominied in India and is incorporated under the provisions of the Companies Act, 1956. The Registered Office of the SPL is situated at E-260-261. Mewar Industrial Area, Madri. Udaipur-313003.

SPL is engaged in the manufacture of HDPE/PP waven fabrics and sacks. The manufacturing capacities are situated at Urlaipur (Rajasthan). The fabrics and sacks find applications in the packing of cemeur, minerals, food grains exc.

2. Significant Accounting Policies

Statement of Compliance

These financial statements have been prepared in accordance with Indian Accounting Standards [Ind AS] notified under Section 133 of the Compones Act, 2018. The financial statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013.

Basis of Preparation

The financial statements are prepared in accordance with the historical cost convention, except for certain items that are measured at fair values, as explained in the accounting policies.

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique, in estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and / or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of ind AS 102 - Share-based Payment, leasing transactions that are within the scope of ind AS 116 - Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in lind AS 2 - Inventories or value in use in ind AS 36 - impairment of Assets.

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and habilities, the disclosure of controgent assets and habilities at the date of the financial statements; and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in Which the estimate is revised if the revision affects only that period; they are recognised in the period of the revision and future periods if the revision affects both current and future periods.

Basis of Consolidation

The Consolidated Financial Statements (CFS) include the financial statements of the Company and its subsidiaries.

Subsidiary is entity controlled by the Group.

Control and significant influence is assessed annivally with reference to the voting power (usually arising from equity shareholdings and potential voting rights) and other rights (usually contractual) enjoyed by the Group in its capacity as an investor that provides it the power and consequential ability to threat the investor's activities and significantly affect the Group's returns from its investment. Such assessment requires the exercise of judgement and is disclosed by way of a note to the Financial Statements. The Group is considered not to be in control of entities where it is unclear as to whether it enjoys such power over the investor.

The assets, liabilities, income and expenses of subsidiary are aggregated and consolidated, line by firm, from the date control is acquired by any Group entity to the date it ceases. Profit or loss and each component of claer comprehensive income are attributed to the Group as owners and to the non-controlling interests. The Group presents the non-controlling interests in the Balance Sheet within equity, separately from the equity of the Group as owners. The excess of the Group's investment in a subsidiary over its shere in the net worth of such subsidiary on the date control is acquired is treated as goodwill while a deficit is considered as a capital reserve in the CFS. On disposal of the subsidiary, attributable amount on goodwill is included in the determination of the profit or loss and recognised in the Statement of Profit and Loss.

Impairment loss, if any, to the extent the carrying amount exceeds the recoverable amount is charged off to the Statement of Profit and Loss as it prises and is not reversed. For impairment testing, goodwill is allocated to Cash Generating Unit (CGU) or a group of CGUs to which it relates, which is not larger than an operating segment, and is monitored for internal management purposes.

All intragroup assets and heblities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Operating Cycle

All assets and habitures have been classified as current or non-current as per the Group's normal operating cycle and other criteria set our in the Schedule III to the Companies Acr. 2013 and Ind AS 1 - Presentation of Financial Statements based on the nature of products and the non-between the acquisition of assets for processing and their realisation in cash and cash equivalents.

Property, Plant and Equipment - Tangible Assets

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any. For this purpose, cost includes deemed cost which represents the carrying value of property, plant and equipment recognised as at 1st April, 2016 measured as per the previous GAAP. Cost is inclusive of inward freight, duties and taxes and incidental expenses related to acquisition, in respect of major projects involving construction, related pre-operational expenses form part of the value of assets capitalised. Expenses capitalised also include applicable borrowing costs for qualifying assets, if any. All up gradation / enhancements are charged off as revenue expenditure unless they being similar significant additional benefits.

An item of property, plant and equipment is derecognised upon disposal or which no future economic benefits are expected to arise from the continued use of asset.

Any gain or loss grising on the disposal or retirement of an item of property, plant and equipment is determined at the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

Depreciation of these assets commences when the assets are ready for their intended use which is generally on commissioning, items of property, plant and equipment are depreciated in a manner that amortizes the cost (or other amount substituted for cost) of the assets after commissioning, less its residual value, over their useful lives as specified in Schedule II of the Companies Act, 2013 on a straight line basis. Land is not depreciated.

Assets in the course of construction are capitalised in the assets under capital work in progress account (CWIP). At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment and depreciation commences. Where an obligation (legal or constructive) exists to dismantle or remove an asset or restore a site to its former condition at the end of its useful life, the present value of the estimated cost of dismantling, removing or restoring the site is capitalized along with the cost of acquisition or construction upon completion and a corresponding liability is recognized. Revenue generated from production during the trial period is capitalised.

· Freehold land is not depreciated

The estimated useful lives of property, plant, and equipment of the Group are as follows:

Buildings 30 Years
Plant and Equipment 7 - 25 Years
Furniture and Fixtures 8 - 10 Years
Vehicles 8 - 10 Years

Office Equipment 5 Years

No write off is made in respect of leasehold land.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or where aborter, the term of the relevant lease.

Property, plant and equipment's residual values and useful lives are reviewed at each Balance Sheet date and changes, if any, are treated as changes in accounting estimate...

Goodwill on Consolidation

Guodwill arraing on consolidation is stated at cost less impairment losses, where applicable. On disposal of a subsidiary, attributable amount of goodwill is included in the determination of the profit or loss recognised in the Sistement of Profit and Loss. On acquisition of an associate, the goodwill / capital reserve arising from such acquisition is included in the carrying amount of the investment and also disclosed separately:

Impairment loss, if any, to the extent the carrying amount exceed the recoverable amount is thurged off to the Statement of Profit and Loss as it arises and is not reversed. For impairment testing, goodwill is allocated to Cash Generating Unit (CGU) or group of CGUs to which it relates, which is not larger than an operating segment, and is monitored for internal management purposes.

Intangible Assets

Intangible Assets that the Company controls and from which it expects future economic benefits are capitalised upon acquisition and measured initially:

- a, for assets acquired in a business combination or by way of a government grant, at fair value on the date of sequisition/grant
- b. for separately acquired assets, at cust comprising the purchase price (including import duties and nanrefutidable taxes) and directly attributable costs to prepare the asset for its intended use.

Internally generated assets for which the cost is clearly identifiable are capitalised at cost. Research expenditure is recognised as an expense when it is incurred. Development costs are capitalised only after the technical and commercial feasibility of the asset for sale or use has been established. Thereafter, all directly attributable expenditure incurred to prepage the asset for its intended use are recognised us the cost of such assets. Internally generated brands, websites and customer lists are not recognised as intangible assets.

The carrying value of intangible assets includes deemed cost which represents the carrying value of intangible assets recognised as at 1st April, 2016 measured as per the previous GAAP.

Intangible assets that have finite lives are amortized over their entimated useful lives by the straight line method useds it is practical to reliably determine the pattern of benefits arrang from the asset. An intangible asset with an indefinite useful life is not amortized.

All intengible assets are tested for impairment. Amortization expenses and impairment losses and reversal of impairment losses are taken to the Statement of Profit and Loss.

Thus, after initial recognition, an intangible asset is carried at its cost less accumulated amortization and / or impairment losses. The useful lives of intangible assets are recowed annually to determine if a reset of such useful life is required for assets with finite lives and to confirm that business circumstances continue to support an indefinite useful life assessment for assets so classified. Based on such review, the useful life may change or the useful life assessment may change from indefinite to finite. The impact of such changes is accounted for as a change in accounting estimate.

The estimated useful lives of intangible assets of the Company is 15 years.

Impairment of Assets

impairment loss, if any, is provided to the extent, the carrying amount of assets or cash generating units exceed their recoverable amount.

Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to orise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life.

impairment losses, recognised in prior years are reversed when there is an indication that the impairment losses recognised no longer exist or have decreased. Such reversals are recognised as an increase in corrying amounts of assets to the extent that it does not exceed the carrying amounts that would have been determined just of amortization or depreciation; had no impairment loss been recognised in previous years.

Inventories

Inventories are stated at lower of cost and net realisable value. The cost is calculated on FIFIO method. Cost comprises expenditure incurred in the normal course of business in bringing such inventories to its present location and condition and includes, where applicable, appropriate overheads based on normal level of activity. Not realisable value is the estimated seiling price less estimated costs for completion and sale.

Obsolete, slow moving and defective inventories are identified from time to time and, where necessary, a provision is made for such inventories.

Foreign Currency Transactions

The presentation currency of the Group is Indian Rupee, Transactions in foreign currency are accounted for at the exchange rate prevailing on the transaction date. Gains / losses arising on settlement as also on translation of momentary items are recognised in the Statement of Profit and Loss.

Exchange differences arising on monetary items that, in substance, form part of the Group's not investment in a foreign operation (having a functional currency other than Indian Rupee) are accumulated in foreign currency translation reserve.

For the preparation of the consolidated financial statements:

 (a) assets and liabilities of foreign operations, together with goodwill and fair value adjustments assumed on acquisation thereof, are translated to Indian Rupees at exchange rates prevailing at the reporting period end;

(b) income and expense items are translated at the average exchange rates prevailing during the period, when exchange rates fluctuate significantly the rates prevailing on the transaction date are used instead.

Differences arising un such translation are accumulated in fareign currency translation reserve and attributed to noncontrolling interests proportionately

On the disposal of a foreign operation, all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Group is reclassified to the Statement of Profit and Loss. In relation to a partial disposal, that does not result in losing control over the subsidiary, the proportionate exchange differences accumulated in equity is reclassified to the Statement of Profit and Loss.

Pinancial instruments, Pinancial assets, Financial liabilities and Equity instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value on initial recognition of financial assets or financial liabilities. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date.

I.e., the date when the Company commits to purchase or sell the asset.

Financial Assets

Recognition:

Pinancial assets include investments, Trade receivables, Advances, Security Deposits, Cash and cash equivalents. Such assets are initially recognised at transaction price when the Group becomes party to committual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the Statement of Profit and Loss.

Classification:

Management determines the classification of an asset of initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

Pinancial assets are classified as those measured at:

- (a) smurrised cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and/or interest.
- (b) fair value through other comprehensive income (FVTOCI), where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in other comprehensive income.
- (c) fair value through profit or loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gams and losses arising from changes in the fair value being recognised in the Statement of Profit and Loss in the period in which they arise.

Trade receivables, Advances, Security Deposits, Cash and cash equivalents etc. are classified for measurement at amortised cost while investments may fall under any of the aforesaid classes. However, in respect of particular investments in equity instruments that would otherwise be measured at fair value through profit or loss, an irrevocable election at initial recognition may be made to present subsequent changes in fair value through other comprehensive income.

Impairment:

The Oroup assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognised if the tredit quality of the financial asset has deteriorated agoificantly since initial recognition.

Reclassification: When and only when the business model is changed, the Group shall reclassify all affected financial assets prospectively from the reclassification date as subsequently measured at amortised coat, fair value through other comprehensive income, fair value through profit or loss without restaining the previously recognised gains, losses or interest and in terms of the reclassification principles laid down in the laid AS relating to Pinancial Instruments.

De-recognition: Financial assets are derecognised when the right to receive cash flows from the assets has expired, or has been transferred, and the Company has transferred authorantially all of the make and rewards of contemplate Concomitantly, if the asset is one that is measured at:

(a) amortised cost, the gain or lose is recognised in the Statement of Profit and Loss;

(b) fair value through other comprehensive income, the cumulative fair value adjustments previously taken to reserves are reclassified to the Statement of Profit and Less unless the asset represents an equity investment in which case the cumulative fair value adjustments previously taken to reserves is reclassified within equity.

Income Recognition:

Interest income is recognised in the Statement of Profit and Loss using the effective interest method. Dividend income is recognised in the Statement of Profit and Loss when the right to receive dividend is established.

Financial Liabilities

Borrowings, trade payables and other financial liabilities are mittally recognised at the value of the respective contractual obligations. They are subsequently measured at amortised cost. Any discount or premium on redemption / settlement is recognised in the Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet.

Financial liabilities are derecognised when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled and on expiry.

Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

Equity Instruments

Equity instruments are recognised at the value of the proceeds, net of direct costs of the capital issue.

Revenue

Revenue is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of returns and discounts to customers. Revenue from the sale of goods includes excise and other duties which the Group pays as a principal but excludes amounts collected on behalf of third parties, such as sales tax and value added tax.

Revenue from the sale of goods is recognised when significant risks and rewards of ownership have been transferred to the customer, which is mainly upon delivery, the amount of revenue can be measured reliably and recovery of the consideration is probable. Revenue from services is recognised in the periods in which the services are rendered.

Government Grant

The Group may receive government grants that require compliance with certain conditions related to the Group's operating activities or are provided to the Group by way of financial assistance on the basis of certain qualifying criteria.

Government grants are recognised when there is reasonable assurance that the grant will be received, and the Group will comply with the conditions attached to the grant. Accordingly, government grants:

- (a) related to or used for assets are included in the Bajance Sheet as deferred income and recognised as income over the useful life of the assets.
- (b) related to incurring specific expenditures are taken to the Statement of Profit and Loss on the same basis and in the same periods as the expenditures incurred.
- (c) by way of financial assistance on the basis of certain qualifying criteria are recognised as they become receivable.

In the unlikely event that a grant previously recognised is ultimately not received, it is treated as a change in estimate and the amount cumulatively recognised is expensed in the Statement of Profit and Loss.

Employee Benefits

3) Short term Employee benefits Liabilities for wages and salaries including nonmonetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees recider the related service are classified as short term employee benefits and are recognized as an expense in the Statement of Profit and Loss as the related service is provided. A liability is accognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

iii) Post-Employment Benefits Defined Contribution Plans

Payments made to a defined contribution plan such as Provident Fund maintained with Regional Provident Fund Office and Superannuation Fund are charged as an expense in the Statement of Profit and Loss as they fall due.

Defined Benefit Plans

Gratuity Fund

The Group has an obligation towards gratuity, a defined benefit retirement plan covering elagible employees. Gratuity is payable to all eligible employees on death or on separation/ termination in terms of the provisions of the payment of the Gratuity (Amendment) Act, 1997 or as per the Company's scheme whichever is more beneficial to the employees.

Provident Fund

The contributions to the Provident Fund of employees are made to a Government administered Provident Fund and there are no further obligations beyond making such contribution.

iv) Other Long Term Employee Benefits

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by the employees upto the end of the reporting period using the projected unit credit method

Re-measurements are recognised in profit or loss in the period in which they arise. Actuarial gains and losses in respect of such benefits are charged to Statement of Profit and Loss in the period in which they arise.

Leases

Leases are recognised as a finance lease whenever the terms of the lease transfer substantially all the risks-

Group as a Lessee

Assets used under finance leases are recognised as property, plant and equipment in the Balance Sheet for an amount that corresponds to the lower of fair value and the present value of minimum lease payments determined at the inception of the lease and a hability is recognised for an equivalent amount.

The minimum lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Pinance charges are recognised in the Statement of Profit and Loss.

Rentals payable under operating leases are charged to the Statement of Profit and Loss on a straight line basis over the term of the relevant lease unless the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Group as a Lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset, are classified as operating leases. Where the Group is a lessor under an operating lease, the asset is rapitalised within property, plant and equipment and depreciated over its useful economic life. Payments received under operating leases are recognised in the Statement of Profit and Loss on a straight-line hasis over the term of the lease.

Taxes on Income

Taxes on income comprises of current taxes and deferred taxes. Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years,

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognised for the future inx consequences to the extent it is probable that future taxable profits will be available against which the deductible temporary differences can be utilised.

Income tax, in so far as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

Deferred tax assets and labilities are offset when there is legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances related to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on net basis, or to realize the asset and settle the liability simultaneously.

Claims

Claims against the Group not acknowledged as debts are disclosed after a careful evaluation of the facts and legal aspects of the matter involved.

Provisions

Provisions are recognised when, as a result of a post event, the Group has a legal or constructive obligation; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. The amount so recognised is a best estimate of the consideration required to settle the obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. In six event when the time value of money is material, the provision is carried at the present value of the tash flows estimated to settle the obligation.

Operating Segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (CODM). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Corporate Management Committee.

Segments are organised based on business which have similar connents characteristics as well as exhibit similarities in nature of products and services offered, the nature of production processes, the type and class of customer and distribution methods:

Segment revenue arising from third party customers is reported on the same basis as revenue in the financial statements. Inter-segment revenue is reported on the basis of transactions which are primarily market led. Segment results represent profits before finance charges, unallocated corporate expenses and taxes.

"Unallocated Corporate Expenses" include revenue and expenses that relate to initiatives/rosts attributable to the enterprise as a whose and are not attributable to segments.

Financial and Management Information Systems

The Group's Accounting System is designed to comply with the relevant provisions of the Companies Act. 2013, to provide financial information appropriate to the businesses and facilitate internal Control.

Use of estimates and judgements

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and habilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period and Although these estimates are based upon management's best knowledge of current events and actions actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and beture periods if the revision affects both current and future periods.

A. Judgements in applying accounting policies

The following are the judgements, apart from those involving estimations (see note below), that the Group have made in the process of applying the accounting policies and that have a significant effect on the amounts recognised in the consolidated financial statements:

1. Control

The Group assessed whether or not it has control on its investees based on whether, as an investor, it has the power/rights and consequently the practical ability to direct the relevant activities of its investees undisferably. In making this judgement, the Group considered the absolute size of its holding, the relative size of and dispersion of other shareholders, and whether any contractual arrangements exist between the Company (and its subsidiaries) and other shareholders of the investees. Based on this, and in accordance with its Accounting Pohey, the Group has determined that the entities listed in the notes to the financial statements are the only conties over which Group has control.

2. Significant influence:

The Group assessed whether or not it has significant influence on its investors based on its practical ability to participate in the financial and operating policy decisions of the investee, though it is not in control of these policies. Based on such assessment, the Group determined that the entities listed in the notes to the financial statements are the only entities over which the Group has significant influence.

3. Useful life of Intangible Assets:

The Group is required to determine whether its intangible assets have indefinite or finite life which is a subject matter of

B. Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the corrying amounts of assets and liabilities within the next financial year.

1. Useful lives of property, plant and equipment and intangible assets:

As described in the significant accounting policies, the Group reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period.

2. Fair value measurements and valuation processes:

Some of the Group's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Leyel 1 inputs are not available, the Group engages third party valuers, where required, to perform the valuation, information about the valuation techniques and inputs used in determining the fair value of various assets, liabilities and share based payments are disclosed in the notes to the financial statements.

3. Actuarial Valuation:

The determination of Group's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in other comprehensive income. Such valuation depend upon assumptions determined after taking into account inflation, scalority, promotion and other relevant factors such as supply and demand factors in the employment market, information about such valuation is provided in notes to the financial statements.

4. Claims, Provisions and Contingent Liabilities:

In resept of litigations where so outflow of funds is believed to be probable and a reliable estanate of the outcome of the dispute can be made based on management's assessment of specific circumstances of each dispute and relevant external solvice, management provides for its best estimate of the hability. Buch accruals are by nature complex and can take number of years to resolve and can involve estimation uncertainty. Information about such linguisms is provided in notes to the financial statements.

SAILTOLYAGOS LIBELTO SOILS PORGUNG PART OF THE CONSOLUTATION STATEMENT

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Note 8		
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C.C.000 W.IV.	137.64	60.36

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These are as call consider system where-

No shares have been reserved, for time an option

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Note: 44 STREET, COUNTY.

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(DV) Secondary Front Latinus Bank is unusual against first charget son off project and flavor, current assessment movable food assessor of the Subdillary Company standard of G1 200-200 (ED center DECO: Kaledram, Uddippt 3) 2003. The from a fragoriste milks of page front in the Company of Flavor Company (Flavor) and the first Secondary is repurchase on Secondary 22, 2502, Rose of receives on 11 (E) 2022 to 8.23 So per assiste. This also secured by personal guarantee of threston McManaca Ala Mariana Maria Maria (Flavor) 24420-48 payable of accharge rate of the Rose 2024 of history 11, 2022 (DV or Euro) 2000 (O) carriange rate of Rose (Rose of history 11, 2022 (DV or Euro) 2000 (O) carriange rate of Rose (Rose of Rose of Rose (Rose of Rose)).

(V) Skirovskip, from Intested Bank is accord against several sharps over all present and finant, current analyses of travelop time insets of the administry Computer standard at G-1 202-209 (II) Control RICCO, Kaledows, Usdajan-31 2003. The loan's reportable to 35 yearsts encoding a nor ENR schedule community. Item My 31 at 2021 and the last encoding in a second community of the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second control and the second co

(VI) Berrowang, from DCG limb is secreted against equivable contagge or hard, and building of the Company or solid at 1-200-21. Marter industrial from Madri, Udapus 31-2013 and by son of first alongs on all current analysis on a new entering. Building processors work on programs, some analysis to book data, and packing, materials on. The food in repopulation 30 equal resolutions by 1-8000 (3) and current makes from December 15th, 2003 and de fact the data for the property of the processor (100-2004 and 100-2005) in (45-5), parameters in currently way of personal generative of We. And Datal Oncoles of the

(VII) Borrowings: Bost DCD Bask to seasod agond Wycoloconius, of Vehicle No. No. 900079. The loan is expanded in 60 agod emiliar instalments in 80007.00 matrices making a supposite on May 17,000 Bask of inspect store 31,00,000 a parameter.

I'V II) Beginnings: It is a EDFC back by separat against Hyperfectables of Vallack Nat REPTOROUSE. The least a reprosible is 60 equal reports your representation to the continuous default in the property of inference.

Note 18 Dependent van Liabelitti S. (NET)	Ar at 31.83,2023	As at 31.03.2622
ar Oefersed tim infolity Add. Opening Balance: of Schnidney Depreciation Provision Deformed tax assess Lesses experiments (Apparatory (provisional) etc.) Not amount charged to featurement of Profit and Lines Deformed tax fines from	78,3% 78,3% 0,11 28,48 220,31	14247 (2.14 1.8) 2.81 10.10
Kohay Crede Linislamen	31.12	143.00

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Others. Other has related percently in	8	913,15 380,00
Sar Industries Littings	280.9%	2011/12
	1,399,21	2,898,58

(ii) Berutaings from UCO bank is second injures equipply norming of and and building of the Pienes Company abound in E-200-201, Mever industrial Area.
Matrix Uniques 19900 and by view of fear sharps on all current much no two mannials, durinal synche, much impropriese, storm and aparts, back to be and problem in the industrial second from the Parent Company. Record industrial in 10, 1000 at 11, 20 hg parameter.

pa) fremain also cast credit facilities asserted to the subsidiery Pilhouty Polyscania Orman Limited, according to Te. 241-44 highs. The care is second by not of four pharges on all covered access such as two quantum frames goods, work in property accessed approximate such or two quantum frames goods, work in property according to G-1 100-201 fill operate KINCO laintives. Unless according only plantage of Mr. Marians Mon. Decree of the Computy. Bute of integrals as as \$1,00-2025 is 11-20-26 per admin.

to Bommergin Free Indianel Bank in second against cools of two material. W.P. & firstled goods held for export by the substitute Company charact at 43-1-242-240,000 content folicing to Mandalan, "Lifespare 200000

(c) Compilent by Mr. And Danii Decetor, 4rd 50. HAVIO Sadiq At Tidouda, Wholesen Descript Office priority excepts p. Record record at on 3 1 to 2021 in LIEO 19-230 Sp.

of Galacterand by Mr. And Dead Deador and Mr. Habir hedig Al. Televals Wholeson Decode of the Parist Company Rate of identit in ea. () 00 2011 in 19.30% per anners

pel Guararpood by Mr. Onid Björd, Director, and Mr. Chikim Sadin, Ak Tiefwele, Wheleither Director of the Planes. Company. Mate of laterost, as on 21(2), 21(2), in D. 97%, per datasts.

(f) Secretary, from Jadanial Bark is steam ogskur strek af neyroneral, WP & Briddel, socid; hild for expansing the Norollary Company strated in G-1 202-200 JBD strates IOSO, baladron, Colleger 3 (100).

(g) Guarantees by Mr. Acad Direct Director, and Mr. Haktar Sading All This right, Whill of the Different of the Partie Complete. Biggs of matters as on All (i) 2023 (c) 12000 (c) per security.

There is all community default in the payment of Interes-

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I nide payables againg scheduki da isi 51st March 2023						
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00 Enthipped Others Oil Disputed pass - Aflanya's smill-enterprises	163634			6)		
(+) Disputed dute - Orbers	+40	1061				1
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		2.16		1.6		
200,750		V				
Note: T2		As # 34/6-1603		As at 71.68.2922		
STREEK CURENT LIAMILTHES						
Sistatory Liabilities			57.98.1		58689	
Advance received from quiverers			39,38		3).25	
Olico			387,45		130,79	
Note 25						
V33.785			At at 21,93,2023		ALM 31/03/2012	
78.0\7510\S			3/15/12/15/2019			
Provision Se employed benefits			1830		- 1	
			[48]		1-0	
Note 24					1	
CHRIKATTAN LIABILATUS: Construir (nei ofish-andrias)			Av av 20,00,7025 67,21		AKM 31,93,2922	
SWALLER THE SCHOOL SALES			67,27		96,33	
Sate 25		-	for the year		For the year	
REVENUE PROMORERATIONS]]	ended 51.99,3923.		metel 31.63.2022	
(a) Minufactured Goods			1,700.79		0.48430	
(b) Traded Goods			0.516		1,542.50	
(c) Sale of Services Ti-Job work			3692		64.25	
Ht Congression-DCA			62,29		76.27	
HlyMarkie, Remarch Services			9011		130.70	
(6) harrest (acurae (Hantaere)			106.84		106 42	
8800 009 CC CACCOCC (Feb. 2011)		1	9,534,92	-	83651,14	
Note 26					427	
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rily Panelgo Eschange Procession (e) Interior on Income to Kellani			141-0		0.04	
(f) Nothidy -RIPS.			- 2		72,01	
- 04			0009		7281	
Note 22			- 1		In all the second	
COST OF MATERIAL CONSUMED			For the year ended 31.00.2413		For the year redep 3 LF3-3102	
9077 - 90 - V			(0) - 00, U. (0) 000 (0)		100000000000000000000000000000000000000	
Opening Stock 3dd: Opening of Subside recompositation			\$10.72		302.02 302.02	
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H= HI=ZX			\$300,50	6	4,711.50	
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			ended \$1,00,2015		mided 313032922	
Vinded goods			636.73		1,250,653	

NULL 25 CHANGES LY INVENTORIES		For the year maked 31.19-2023		Far thir resc ended 31.63.2012
Opening Stock Heinfach Groein Add - Coords produced during mid ham Add - Coords produced during mid ham West -expression Add - Goods produced during mid has	291,47 (2.73 253,80 691,11		107.57 209/08 314.59 232.85	
Covin County Sinds Emilant Goods Work-to-progress	396.17 557.95 1.038.40	1,010.00 1,597.38	291/17 102/1	517.4
		(597.28)		(5)1:2

NOR AN	For Oir year	For the year
EMPLOYIS HENEFITS !	reduct St.N.S.2029	anded 31 83,2022
(i) Salariat, wages and borate ii) Covaribation to providing and orbat funds iii) Covaribation to providing and orbat funds iii) Covaribation iii) Staff william expureus.	199/12 2063 74-40 40-51 4-0-61	167.0 12.6 2.0 20.0 20.0

" No. of Emphases Generally Countries of Pacific Islands, Processor (no. 1), Col. (Milliode).

NNANCE COSTS	For the year codes A1,83,000A	For the sate: ended 24,48,2400
(f) begins of surfacease, (a) free cas on blomonyings (b) V fracease as debased papersum of tenes (c) F freego rectange Therease out FNCPC (B) Other bostowing costs - Principling Changel	9,612) 13,46 3,54 1,85	(2),30

* Record program Cognished or St. (March March Molecular Tree, No. 2), 45-3011.)

Note 35 OTHER ESPESSES *	For the year angled ALOL2022	For the year, 18000 31,03,2022
S 5 Water	X 14	Ay:
Advertise and Jubbicay	18.39	(23)
Bug Producy Expenses	146.16	120.70
log Stitchiog Expenies	20.02	1836
Subli Commission and alterges	0.00	0.3
Rodey Jr. Periodicals		99.9
Cerninge Cootveré	820	34.6
Other energialisticing forp.	309.29	4.0
Chatry and Elexation		
Material Harsting Chargos	1.56:	239
Pacisian Manufala	95365	12.9
Prefried to Auditory	54100	200
ij so Audir 7-m	8.44	100
State continue could be present	8.05	0.0
Postage & Telegram	1.71	0
Nating Ink	31:30	36.8
Lating Chaque	(1.00)	0.4
Reland Claim & Discourts	(4.64)	95
Repairs & Maintenance (100mis)	11.42	28.1
Sdin Pronosun iop	1.290	3.3
Software Expenses	1.35	20
Serting and occurring churum	29/30	193
Subsector & William	6.47	(1)
Subscription & Manberthy	77.0	38
Telephone and Mohile	3.49	28
Trimiling, Expenses	23.19	330
Velicle Raying & Mainimage Express	9.80	20
Warehouse Management obligation	4.88	4.7
Water Expanses	2.19	
Water Published	2,641,0	1.462.2

* Hazzif Office Departure Commission of By ALESS LIANS (Artificial Principles St. 2.58 LIANS)

Note 20 Additional Information	Far Use Sear 4miled 21, 99, 2023	ended 31,73,2003
(i) Depociation and Asperticulary: (a) Depositation expense (b) Asserticulary-expense	140.72 7.71 120.04	96.68 1.77 160.65
(I) Paymento Audrora ** (a) as Statutory Audror (b) Reinbursement of expension	11.0 (00.0 (0.0)	63 00 04

^{*} exclude to 1.70 light (Presider Verices 200 lister ambiguities and France) of cital public offer mans expense accepted in Securities Processes
Account

Note: 34

Ministration and a second	2022-2023	2021-2022
Surrong per Share time been computed all (1000) by Predictor the year by Weighted average number of Distancy aboves	376 fe 1,1887\$270	= 437.54 25596000
constraint for the purpose of basic estraints per set Effect of potential Equity wherea on conversion of Weighted systage number of equity. Wherea in computing diluted exercings per share.	(1997)59.7	11200000
(B) + KCE (c) Exemploys per shape on profit for the year (Fore -basic (a/b) (Diories (a/d)	'511 231	2.11

Note 35

a titulatitistic and commitments

Co-Company Lighton	Ey in likto	Rs. 19 Jahlm
Chert agent goose pury and other nations	31st 30sect(2023	Jun March 2821
No Income on Names *	639.1	1.01.
Tard	5.70	4:013

[&]quot;Net of deposit

It is not proposable, for the Group to automate the shoose of these issues and the contraparated triangs of earlichews if say, in respect of the shows.

(b) Commitments

Resembles

Entranced present of contracts remaining to be executed on CELASCATELES.		31st March 2038	779-42 20 Mpcsh.2002
R Gueraters touck by Use Built	11/1	5180 80	500,00
 Charanter gives on helalf of subjectivy Generate gives by the Company to Des Bank against carborodic lives provided private United 	ti filosy Pibrous	300.00	

Note 36

Pinancial Instruments and Related Disclosures :

1. Capital Management

The Group's capital massagement is intended to create value for aboveholders by facilitating the creeting of long term and short term

The Timup's objectives when managing capital are too.

- that equal their ability in communiting going concurrs, so that they can community provide appured for strong-siders and benefits for other statutudelers, and
- + Maintain an optimal emital structure to reduce life cost of capital

in order to maintain or adjust the capital structure, the group may adjust the amount of dividends point to what could be a capital in absorbolders, assue new shares or sell assets.

The Group determines the autoust of expiral required on the bases of unroad business plan also tricing two consideration lary long terms through the reaction and explanator, plans. The building needs are the chrough equity and man generated from operations.

The Group's financial strategy aims to support its wratego priorities and provide adequate capital to its binategorate grainty and countries of sustainable states before value. The Group stoke its operations shough autumal secretary, becoming east. The Group aims as monitalning a strong capital blac singly towards supporting the future growth of its businesses as a going officern

thering the year to support the capital requirements, the Parent has maked a sum of Ks. 6630. John mayage on initial Parise Offer of 10200000 equity Shares of Rs. 107 - orch at a premium of Rs. 557 - per share. The haute closed on 04.01.2023 and the equity Mores were trianed and halfa on two premier cooks exchanges of India numerly BSE and NSE with effect from 12.01.2023. With this the past up share capital of the Company store of Rs. 2570.60 lakes and. Securities French at Rs. 4062.88 lakes after adjusting the politic issue expenses

2. Categories of financial Instruments

Puriciline	Non	As at 51%	March 2023		Namet, 2022
CONTROL OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE	596	Carryon Value	Fair Villa	Carryong Value	Hale Yokas
Pinancial assets Massard arangment one () Cathood cash equivalen- () Other Burk history () Other Burk history () Laure	4611	1,897,54 (,889.9) 842,50	1,041 34 1,041 39 842 70	(37.73 39.12 683.22	369.78 39.22 665.23
() Traderscottables (i) Other Danield spiers Tank Feneral disets	962	1,614,57 140,05 6748,10	140:05 4148.41	1,385.56 7435 2386.95	2301 65 2301 65
Financial Cabilison Manared a universed cleat () Ceds Credar bedisine () Tredar base (a) Other bean (a) Trede payables	.19 .17 (e) .29	6,123,59 3,102,21 256,09 813,07	1,123.99 1,100.21 291.00 013.07	711.73 507.46 1.122.12 785.40	713,79 207,90 2,122,13 785,40
Total Snancial Establish		1,1(18)	1,517.00	3,839,33	3,82927

3 : FINANCIAL RISK MANAGEMENT

The activities of the Group exposes it to a number of financial risks namely market risk, crean risk and liquidity risk. Use Group seeks to minimize the potential impact of impredicts bility of the financial markets on its financial performance. The Croup, does regularly monitor analyse and manage the risks faced by the Group and to set and accustor appropriate risk limits and controls for indigation of the risks

A. MANAGEMENT OF MARKET RIGIC

Started risk the risk that the fair value or future cosh flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of class interest nate risk, price tosk and currency rate risk. Financial instruments affected to market risk transfers borrowings and investments. The Group has international trade operations and is expected to a variety of market, make, including currency wild interest rate risks.

(i) Management of interest rate risk:

Interest safe risk is the risk that the feet value of future coali flows of a financial distrument will fluctuate because of changes in market interest, rates. The Company does not have any exposure to interest rate risks since its betweenings and investments are will in fixed rate instruments.

(ii) Management of price risk:

The County has no surplus for investment in debt mutual funds, deposits or. The Group does make deposit with the banks to provide scrarity/margin against given by the banks. Deposit is made in fixed not insuranced. In view of this it is not susreptible to market price disk, acting from changes in interest miss or market yields which may impact the return and value of the governments.

(iii) Management of currency risk:

Currency risk is the risk that the fair value or turnor cosh Bows of a financial instrument will the tunte because of changes in Sorigo exchange cates. The Group in the fair value of the exchange cates. The Group mitigates the Sorigi exchange risk by setting appropriate excusion limits, periodic monitoring of the exposures etc., The exchange rates have been volutive in the recent reary and may continue to be wilntly in the future. Hence the operating results and financials of the Group may be improped due to solutile of the ruper against foreign currencies.

Exposure bucumency resofthe Group has exposure any in USD/EURO converse to tentrional converse use risks

The currency profile of financial assets and financial liabilities us at March 31st, 2023, are as below:

		for in Lablus		Ha in Lakitie
Jimacial assets	Equalitimes	At at 31,69,2028	Exposur cuttents	Nr of 31/03,2022
Trade receivables.	USÓ	50.10	USD	635.81
	EURO	544.19	CERO	3432
	CMP CMP	25.51	GBP	34.12 36.64
runge linkappe.	LND	10.00	USD	11000
M-3/// (10	GRE	42.11	CHP	
		17120.00	V	7010,94

Separtivity analysis.

Arrasonably possible Disastrengthetting (weakening) of the Indom, Rupre against USD/EURO at Month 31 would have affected the

measurement of financial instruments determinated in USD/EURO and affected profit or loss by the amounts shown below. This apolysis

assumes that all other variables, in particular intense rates, ermain constant and ignores any impact of forecast sales and parchases

v	The state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the s		Hermitalian
	Awat	Strengthening	Weakening
Profit(Loss)	79306-2623	::16003	50.00
Profit(Loss)	38.66.5922	15.05	18.65

B. MANAGEMENT OF CREDIT RISK:

Credit risk refers to the risk of default on its obligations by a counter party to the Group resulting in a financial loss in the Group. The Group is exposed to credit risk from its operating activities trade recognished and foreign exchange transactions and financial instruments.

Credit risk from trade crecivables is managed through the Group's policies, procedures and controls relating to ensure credit risk management by establishing credit inters, credit approach and measuring credit controls of the controls in the margal course of business. Detatacking customer receivables are regularly mentioned. The Group has no concentration of credit risk as the customer base is widely distributed.

The Group's historical experience of collecting receivables and the level of default indicate that credit risk is low and generally uniform surves markets; consequently, under receivables are considered to be a single class of financial assets. All overfore customer balances are evaluated taking into account the age of the dues, specific credit currentstances, the track record of the counterparty ric. Loss allowances and impaintment is recognised, where considered appropriate by respeciable numarignments.

C. MANAGEMENT OF LIQUIDITY RISK:

Liquidity risk is the risk that the Group may not be side to meet its present and future cash obligators without incurring unacceptable

losses. The Group's objective is to maintain at all times, optimum levels of liquidity in most its obligations. The Group closely manitors its

injunctive position and has a cash coaragement system. The Group mulatains adequate accuracy of financing including debt and exercicust

from domestic and international banks and financial markets at optimized cost.

The Group's Current saxets aggregate top's 7647-88 (pr yr Rs. 4116.82) takins including Cash and cash equivalents and Other bank balantes of Rs 2151.33 (pr yr Rs. 299.00) lakes against an aggregate Current bability of Rs. 2843.93 (pr yr Rs. 3913.56) lakes 1 Non-current lightlines due between one year to three years associating to Rs. 843.35 (pr yr Rs. 145.23) lakes and Son-current lightline due sites associating to NU. on the reporting date. Further, while the Group's local equity stands at Rs. 8758.18 (Pr yr Rs. 2664.83) lakes, it has mon-current borrowings of Rs. 845.58 (pr yr Rs. 145.23) lakes. In such currents borrowings of Rs. 845.58 (pr yr Rs. 145.23) lakes, in such currents borrowings of Rs. 845.58 (pr yr Rs. 145.23) lakes, in such currents borrowings of Rs. 845.58 (pr yr Rs. 145.23) lakes, in such currents borrowings of Rs. 845.58 (pr yr Rs. 145.23) lakes, in such currents borrowings of Rs. 845.58 (pr yr Rs. 145.23) lakes and currents.

D. Full value measurement

Feir vidue hierarchy

Fair value of the thancies instruments is classified in various fair value becarrings based in the following three levels:

Level 1: Quoted prices (unacjusted) in active market for identical assets or liabilities.

Level 2: Implies other than quoted price included within level 1 that are observable for the asset or liability, either directly it.e. as prices; or indirectly it.e. derived from prices;

The fair value of Grancast instruments that are not traded in an active market is determined using market approach and valuation techniques which maximize the use of observable market data and rely as butte as possible on entry-specific estimates. It significant inputs required to fair value un instrument are observable, the instrument is included to keyel 2.

Level 3: hapota for the assets or limitation than are not based on observable inneket data (unabservable injusts).

if one or more of the significant inputs is not based on observable murior data, the fair value is determined using generally accepted prioring models board on a discounted cost: flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterporty.

The fair value of trade receivables, trade sayables and other Current forescent assets and habilities is considered to be equal to the carrying amounts of these items due to their short-term nature. Where such home are Non-turrent in nature, the salar has been classified as Level 3 and fair value determined using discounted cash flow basis. Similarly, imposted equity instruments where most recent information to measure fair value is insufficient, or if there is a wide range of possible fair value measurements, cont has been considered as the heat estimate of fair value.

There has been no change in the valuation methodology for Level 3 inputs during the year. The Group has not classified any instricted financial instruments under Level 3 of the fair value hierarchy. There were no transfers netween Level 1 and Level 2 clusing the year,

The following table presents the fair value hierarchy of assets and inhibities measured at lair value on a recurring basis:

Pyrticulata	Fair value hierarchy	As at 31st March, 2021	Awat Dist March, 2022	
MATERIAL CONTROL OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPER		Ter Car	Frie Vidue	
Financial acosts Nessured at amerised cust. (Cash and cash equivalent (Coher Bank belance (II Com vi Trade siscenables vi Other Financial assets Total Financial assets	L2 1,2 1,2 1,2 1,2 1,2 1,2	(,001/54 (,000,98 (802,16 (,014,17 (,0150)	(89, 79 64,00 883,20 1,389,58 78,13	
Pinancial Ciabilities Neasured at anorthed cost (Cesh Credi Inclains (Circh Ipans (in Citter Ipans (in Trade payeoles)	1.2 1.2 1.3 1.3	1122, 97 1106-21 230-95 81) 07	307.9	
Tribat francial liabilities		2817,90	3821	

Note: 32

Disclosures in waspect of related parties pursuant to Ind AS 24.

- 63 Ulumate Holding Company
- 01) Sat Industries Limited
- (ii) Pellow Saleriding.

Halica Parmitum Private Limited (since amalgameted with Sat Industries Limited)

- 150 Key Managerial Personnel
- 01) Mr. Haldm Sastij Ali Vitwala, Wholetine Director
- 02] Mr. Murtaxa Al, Moti, Wholerime Directur
- 03) Mr. Asad Daud, Director
- 04) Mr. Lalit Kumar Bolks, Chief Fusancial Officer
- 65) Mrs. Franci Saxena, Company Secretary
- (iv) Taha Charitable Trant

Run Mar.

During the year following manuacious were exacted our with the orbital porties in the ordinary course of humana at arms (length prior

Name of related ports	Netwo of relation	For the period reded on 21/92/2023	Far the proted ended on 31/03/2023	Symmittensistist
		- 411	1,000,40	Louis Taken
		700	313.99	Louis Repayment
Sat Industries Control	Halding Coopers	00.18	20.86	Interes (NA)
The state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the s			128	Deport frameiro
		0.42	1088 [Rest Geograph
Faba Chartable Trust	Disposos in transfer	4.8	201	CSR Expandrure
Kenuseration	Res Management, Empared	33.00	36,26	Remocration.

Closing belonces		
None e	3E073087 9F21	As pt. 31/93/2022
Ser Industries Ulminet		780007
Closing balances in the case of other parties is NII.		

"midit halance

No amount in respect of the related parties have term written off/tinck are provided for during the year. Pelated party relationals plus been identified by the Management and relied upon by the auditors.

Terros and conditions of transactions with related parties

The sale to and purchases from related parties are made in the ordinary course of business and based on the price lists to force and terms that would be available to third pairies.

The loans to and from related parties are made to the ordinary course of business and are on arm's length hads based on the price 1905 in farce and terms that would be available to third parties

Outstanding belonges at the year end are unsecured and interest free and aestiement occurs in rash. No provision are field against receivables from related parties-

Note 38

EMPLOYER DENEDITS

ALDEFINED CONTRIBUTION PLAN

Provident Fundi

The contributions to the Provident Fund of employers are unide to a Consermment admirishmed Provident Fund and there are no further obligations beyond caulding such contribution.

16 DEFINED REWESTT PLAN

Controlly:

The Group participates in the Employees' Group Gravaty-Scheme of Life Insurance Curporation Limited, a funded defined benefit plant for igualdying employers. Curtusly is payable to all eligible employees on death or on separation / termination in terms of the provisions of the Payment of Gratnity (Amendment) Act, 1997, or as per the Group's scheme whichever is more benefitied to the employers.

The liability for the Defined Benefit Plan is provided on the basis of a voluntion, using the Projected Unit Uredit Method, as at the Balanca Short date, carried out by an independent actuary.

Provident Fund:

The Group makes Provident Fund contribution to the Government admirospered Provident hind. The Group has no part to play in this mapent.

c) Amounts Recognised as Expense:

i) Defined Contribution Plun

Employer's Contribution to Provident Fund Including contribution to Pannly Pension Fund amounting to Rs. 17.51 (pt yr Rs. 14.98 Laidia has been included under Contribution to Provident and Other Funds.

ii) Defined Benefit Plan

Gratuity cast amounting to R5.24.40 (pr): Rs. 8.36) Laklis. has been included in Note 30 under Contribution to Provident and Other Punda.

Note 39

TAX RECONCULATIONS

ex or hole:

	March 31,000	Period coded March 31,2822
Tax expenses recognised in the Standards of Bruth and Coss		
Current Tax :		
Currion tax on profile for the year	3530	100.94
Defarrad tex (Net)	-90'.62:	2.89
Total intertwine expenses	136254	1007

Reconciliation of tax expenses and the accounting profit

The reconstilution between estimated account tax at statistics income tax rate into income has expenses reported in

Statement of Profit and Lose is given below;

	Proted coded Warth M. NO.3	Period interpl March 21 2022
Wirds before women we	1630	49.14
Softan Mandary Income tay rule:	17:82%	27,872%
Expected recent on experies Ten effect of adjacement or recentrify expected income tax. Experies to repair ted the sale may Experies	345.81	192,00
Tax repaid of recess not suggest to law	(2)	0.74
Tax offices of amounts which are not deduct the for to also become		- n=
Tan impact due to 138 of the Income ray (set;196)	V2000V4	-0.79
NAT credit adjournment	(50.92)	53705
Others	(36.20)	(44.60)
ACCORD.	(97 (0)	(40.90)
Total likowe jac expresss	55.51	100.90
Difection rapid (Co. Co.	10(64	-30,65

Defected Tax (LinkStitle)

PORCE OF TOTAL CONTROL OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE	Period ended March 31,2423	Perliet todes, March 31,2003
Property Piral and Equipment	98.29	-2.10
Others Total deferred his furtilities	78.29	2.0

Deferred Tay Assen -

	Privid anded Nandy 31 (2023	Presid ratiol March 31,2022
Provision		
Others	6.11	
Total deferred tax Assets	30.00	+2
Set Delerrol via «Ludidises / Alveds	88.45	- 281

Mescanna in Deferred on Limitales Amou-

Set Deleton up (Luberses) Aucts

	Property, plans and againment	Chhir dekored too Vehility:	Picylijos	Other Deflered Tea August	Delegal Ter- Lishbole/Amrt: (Ne)
Ak pr Stat March, 300 L	333347	0.54;	821	- 33 [2	147.61
(Charged) Credited to professed Loss acrowin	-2.67		1 P	1.95	0.46
Acat Fire March, 2021	339.04	0.94	3.21	- 25/37	.150.00
Charged a Childred to profit and John account	28.20		12 N.S.B	-0.13	78/16
Acat Dist Marsh, 2023	2(4.8)	104	830	24/5	121.01

The company offsets tay assets and habilities if and only if it has a legally enforceable right to set off current has dassets and durrent has liabilities and the delegred tax assess and delegred tax liabilities relate to income taxes staird by the some tax authority.

Significant management judgment is required in determining provision for income tax, adjected income tax assets and liabilities and recoverability of deferred income tax assets a brace or endounter or taxable income to which the rejector entity operates and the period over which deferred income tax assets will be recovered.

Ten Crossoc carried facyard.	(April Mandi)	Expry date	Avid Manch	Espery date
2023-23	30	1 11001,0009	00:00	

Note 40

There are no Micm. Small and Metham Entreprises, to whom the Company over does principal and/or interest, which are constanding for more than 45 class us at the balance sheet dow. During the year, there have been on gavancets made to blace, Small and Medium Entreprises beyond 45 days. There were no amounts on account of interest due that were payable for the period where the principal has been paid but interest under the MSMED Act. 2006 not paid. Further, there were no amounts towards interest account of the were remaining impaid at the end of accounting year. Secondingly, there were no amounts due to further interest due and payable in the interesting years. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

Information estating to the Micro, Small and Medium Enterprises	Avail 31, 85, 2025	At se 31,03,2903
(a) The printing strough and the interior due thereign retraining impact to any supplier at the end of said proceeding year. (a) Principal arterial (b) Section (4)	- 350	
(b) The original of above yaid by the bases in terms of section 16 of the Moco, Small and Nadians Canopring Development Act, 2006 (27 of 2008), along with the amount of the poyeners code to the supplier beyond the appointed day during each accurating year.	1 957	180
(ii) The encounterfunction due and payable for the partied of taken in making payment; which has been paid for her earl the appointed the during. The years has forther adding the report specified order the Marie. Similared Newton Enterprises Development Act. 2006.	1900	((4)
(4) The ordinan of interest secured and streaming aspiral as Ferenci of each accepting, year, and	132	V
(4) The anticest of further secretal remaining duri and popular increases in a succeeding yours, until south date when the tracers there are not only paid to the south exception, for the peryons of displayments of a determine expendence under section 20 of the Micro, Senii and Michael Editoristics Objections on Act, 2006.		

Note 41 SEGMENT INFORMATION

The Concern operates in three porters business Segments viz. Manufacturing of Fabrica & Woven Sacks etc., Consequent Stocklet and Intercong Retivities.

As per Ind. AS 106 "Operating Segment", the segments details are as under

Primary: Dirikular	Ves-Eaded \$1,43,2913	Vear Ended 31.63.2922
Segment Revision		
Mariefernating	8,732.61	6,624,95
Yriding	08.0	1.118.77
Fireson	20031	158.02
Total	100000	1,161,11
Other Incorpt	181.70	72.33
Ltda) Kiroman	9,721.62	8,425,45
Segment venalis		301140.040
Machining	204-23	-303.31
Triding:	67.42	\$6.67
Pressure	50.00	53.01
Total Segment Reputs	539.70	416,94
Other locure	184.70	72.51
Profit before tax	-51249	-549.25
Provision 50' (so.	126.54	111.78
Profitatio (p.	370.00	437.54
Scioncer Assets		
Stranctering	0.000	20,041.50
Trading		
Fintage & Universities	842.30	685.22
Letni	12,615,85	6,866,28
Fepresi Lidditio		59.160
Monthology	5,142,84	7,590.09
Trucking	125,00	707.70
Friese & Investment	380.00	35897
Total	3,677,73	4,041.93
Capital employer	10,08.12	3/666311
Capital Copenition		
Manufacturing	3,017-46	-285 62
Trading	11 12	
Fire size III Transferant		
Total		
Depresiation and americation		
Monthorneg	14035	10035
Triding		
Fidework tryssines)	- 3	- 34
Total	1.41.33	190,65

Secondary GEOGRAPHICAL INFORMATION No Current Assets - Wirkin India	March 31,3923 4,968,37	Re in labbs March 31,2022 2,750-01
- Quiside Initia	S 2000	257
Havenur Horn external obstorners - Within India	2.876.20	3,272/91
- Ounide India	6.466.15	4,334,34

Note 42

The Oroup has elected not apply the Indian Accounting Standard [Ind AS] 116- Leases to account for those Isake where underlying assets is of low value.

Note 45

Balances of banks, sunding debuggs and trade payables , current limbilities, etc., as on 31 03,2023 and subject to confirmation and occupitation.

Note 44

in the openion of the Management ,there is no impairment of assets in accordance with the ind AS 3h as on the Balance Sheet date.

Note 45

There are no amounts due to be credited to investor Education and Projection Fund in accordance with Section 125 of the Companies Act, 2013 as at the year end

Note 46

There are no significant subsequent events that would require adjustments or declosures in the financial statements as on the follower short date.

Note 47

The financial supremerts were authorised for issue by the Board of Ductors on May 18,2923.

Note: 48

All amounts discussed by the flagacial sluttments and notes have been recarded all to the nearest labels and decimal thereof, as per the requirements of Schedule III in the Companies Act, 2013, unless otherwise stated.

Note 49

Previous year's figures have been reclassified/regrouped wherever necessary to conform with the current Pinnocial Statements.

Note 50

No proceeding has been initiated or pendagagainst the Parent and Subsidiary for Insting any benaral property under the Benami Transactions (Probabilism) Act, 1988 and rules made thereunder.

Note 51

The Group has borrowings from banks on the basis of security of current assets and the quarterly returns or afaitments of current assets filed by the Group with banks or financial institutions are in agreement with the books of accounts.

Note 52

The Pagent and Subsidiary are not declared withit defaulters by any bank or financial institution or other leader.

Note 53

The Group has no transaction with companies struck off under section 249 of the Companies Act 2013 of section 560 of Companies Act 1976.

Note 54

There is no charges or satisfaction yet to be registered with ROC beyond the statutory period.

Note 55

The Group has complied with the number of layers, wherever applicable, prescribed under clause 987) of service 2 of the Companies. Act, 2013, read with the Companies (Sestriction, on number of Layers) Roles, 2017.

Note 56

The Board of Directors of parent has recommended Plant Dividend of Ra. 0.50 per Equity. Share for the Invested was ended 31st March, 2023 (for the year ended 31st March, 2022. NEL equity share) to be paid on fully past Equity Shares amounting to Rs. 128.98 lakha. The Virus Dividence is subject to the approval of Shareholders in the Annual General Meeting and has not been included as a distriby in these financial statements.

Note 57

Events after the Reporting Period

The Board of Directors parent this recommended dividend of Rs. 0.50 per fully paid up requiry share of "lis. 10/ each for the financial year 2022-23.

Note 58

No. Scheme of Arrangement, has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

Note 59

Utilisariou of Borrowed funds and share premium

Is The Group has not advanced or loaned or invested funds leither borrowed funds or share premium or any other source or kind of funds) to any other personal or entitylest, including foreign equities (intermediances) with the underwanding (whether recorded in writing or otherwise) the the intermediance (a directly of indirectly lend or invest to other persons or entitles identified in any masters whotsoever by or on behalf of the companylutionate Beneficiaries) or \$10 provide any guarantee, security or the like to or on behalf of the Unionate Beneficiaries.

b) The Group has not received any fined from any other personals) at embysics), lackalding foreign exists: (adenurchanies) with the understanding (whether recorded in writing or otherwise) that the Company shall (i) directly or indirectly lend or invest in other persons or entires. Identified in any manner whatsoever by or on behalf of the funding-party (ultimate Bouefelacies); or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Bouefelacies.

Note 60

There is no wenser too not recorded in the basks of account that has been stirrendered or disclosed as incime during the year in the tax assersaments under the lifecone Tax Act, 1963. Purther there is no presidually uncertained income and related assets requiring recording in the basks of account during the yest.

Note 61

The Group has used the burrowings from banks and figure all institutions for the specific purpose for which it was taken at the balance, about four.

Note 62

No. Scheme of Amergeniers, has been approved by the Comprison Authority in territ of sections 230 to 237 of the Companies Sect. 2013.

Note 63

Fogenditum incurred on corporate social responsibility activities:
Expenditure incurred under Section 135 of the Companies Act, 2013 on Curporate Social
Responsibility (CSR) activities - Rs. 4.91 (2022 - Rs. 10) takks)

	At #131.03.2023	As at 31.05.2032
(1) Gross amount, required to be silved by the colemans during the seaso	100	
12) Anoor spec dusty the year on	. Б	
ti Coonestanogaden Star ven	- 6	
(E) Chapteposes (cites than an above		
Body	0.06	
Freezint	429	
A STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STA	4.91	- comma

Out of Output to 425 bills (forms for the DOL) and well a Dalcade for state or including and be to find our control bill for countries are not

Note 64

The Group has dore an assessment to identify Core investment Company (CIC) fincluding CiCs in the Group as per the necessary gustelines of Reserve Bank of India fincloding Core Investment Companies (Reserve Bank) Decetions, 2016). The Group is not a CIC and no entities have been identified as CIC in the Group, of which Parent and subsidiary is a part.

Note 65

Revenue from contract with customers differ from the revenue as per contracted price due to factors such as taxes recovered, volume rebate, discounts, etc.

Note 66

The Oroup has easets a equipment etc.; with a lease term of 12 months or less. The Group applies the Short term lease! recognition exemption for these leases. The Group also has certain leases of assets of low value. The Company applies "low values lease" recognition exemption for these leases.

Note 67

The Group has neither long-term contracts nor derivatives on at March 31, 2023.

Note 68

The Group has not traded or invested in Crypto currency or Virtual Currency during the finishcial year.

Note 69

The Parliament of tradia has approved the Code on Social Security, 2020 (the Code) which may unput the contributions by the company towards provident fund, grantity and ESIC. The Ministry of Jahrun and Coplayment has released doubt rules for the Code on November 13, 2020. Final rules are yet to be notified. The company will bissess the impact of the Code when it comes true effect and will record related impact, if any.

Note 70 The companies considered in the renamiks	ated financial statement at	61	
Marrie	Country of inscorporation	interest as at	Sant ventrality interest as at 31/92/2021
Subsidiary :	- Contraction		
Principes Polyweight Friends Limited	India	-51/01	51:01

Note 71

Additional information , as required made schedule iii so the Companies Act,2013, of enterprises controlled as subsidiary (after elimination) for the year ended March 31,3023.

Name of the entorprises	Not assure (i.e. sout waters minut note) System in profit or Loca Start in (fightlifter)			100	ker contendaminist income	
	As Secret consolidated and assets	takte)	As two fi- cretoridated profit of lines	Amount (TO: In Dicto)	As to of consolidated. Other compatibilities income	Amount (Ro. b) foldos
Paris	= 12 20	1	1000	572.0	10000	
Sah Polomer Clanted	88.01	-11.100.23	87.79	441.23		-
Subsidian		17 74 74 14		- A34916		
Indian				-		
Pibeory Polysoner Private Lanted	.11:00	A CONTRACTOR OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF TH		15,17		- 7
Total	100,00	120 5 9		312.00	1	

As Per our Audit Report of ever date attached Gerand on Vetal (40° H. R. Jan N. & CO: Chartered Assessments FRIS PRODEX for and on behalf of the Board. Win SAD DATED SURTAZA ALI MOYE HAKIM SADIRY ALS DIDIWALA Wholet ear Director Orrector Wholesine Diopsin DON-02401539 DIN GERRIS Manual In CALL AND 56.No. 450425 BUREL SAXESA Edeptr, May 18, 2023 Company Accounty W1944 28022 TEO ACCOUNT Che. frunce Office. Vant 2 3400 4 Kg / SGUT 2 x 8,57



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INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF FIBCORP POLYWEAVE PRIVATE LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of FIBCORP POLYWEAVE PRIVATE LIMITED (the "Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

Key Audit Matters

Key audit matters are those matters that in our protessional judgement, were of most significance in our audit of the standalone field and transfer of the current period. These matters were addressed in the context of the standalone financial statements as



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a whole, and in forming our opinion there on, and we do not provide a separate opinion on these matters.

On the facts and circumstances of the company and the audit, we determine that there are no key Audit matters to communicate.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibilities for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going Richtern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company of the operations, or has no realistic alternative



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but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain auditevidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to
 design audit procedures that are appropriate in the circumstances. Under section 143(3)(i)
 of the Act, we are also responsible for expressing our opinion on whether the Company
 has adequate internal financial controls system in place and the operating effectiveness of
 such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor support to the related disclosures in the standalone financial statements of a such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future event 434 natitions may cause the Company to cease.



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to continue as a going concern.

 Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences ofdoing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company sofar as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes of Equity and the Statement of Cash Flows dealt with by this Report are in agreement vi 435 books of account.



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- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with therequirements of section 197(16) of the Act, as amended:
 - In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- b) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - The Company has disclosed the impact of pending litigations on its financial position inits standalone financial statements - Nil
 - The Company did not have any long term contracts including derivatives contracts for which there were any material foreseeable losses.
 - There has been no delay in transferring amounts, required to be transferred, to the hetrEducation and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources of kind of funds) by the Company to or in any other person or entity including foreign entity ("Intermediaries"), with the understanding, whether the indirectly lend or invest in other persons or entities identified the bonner whatsoever by or on behalf of the



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Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries:

- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under and (b) above, contain any material misstatement.
- (v) The Company has neither proposed nor paid any dividend during the year,
- As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For M/s AJAY PALIWAL& CO.

Chartered Accountants Firm Reg. No.012345C

(CA AJAY PALIWAL)

Proprietor

Membership No. 403290

Place: UDAIPUR Date: 20/04/2024

UDIN: 24403290BKHGCT7614





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ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of FIBCORP POLYWEAVE PRIVATE LIMITED)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

We have audited the internal financial controls over financial reporting of FIBCORP POLYWEAVE LIMITED (the "Company") as of March 31, 2024 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Management of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the preventionand detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system 438 financial reporting and their operating



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effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessment of the risks of materialmisstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.





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Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAL.

For M/s AJAY PALIWAL& CO. Chartered Accountants Firm Reg. No.012345C

(CA AJAY PALIWAL)

Proprietor

Membership No. 403290

Place: UDAIPUR Date: 20/04/2024

UDIN: 24403290BKHGC17614





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ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of FIBCORP POLYWEAVE PRIVATE LIMITED of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. (A) In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - (B) The Company has maintained proper records showing full particulars of intangible assets.
 - (b) As explained to us, all the Property, Plant and Equipment have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.
- (c) According to information's and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment are held in the names of the company.
- (d) The Company has not revalued any of its Property, Plant and Equipment and other assets.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) As explained to us that the inventory has been physically verified during the year by management. In our opinion the frequency of verification is reasonable and the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and nature of its business and the company is maintaining proper records of inventory, no material discrepancies were noticed on physical verification of the inventory.
 - (b)During the year the Company has not been availing working capital in excess of Rs. 5 crore during the year on the basis of courter of current assets and the quarterly returns or statements filed by the company with financial institutions or banks in agreement with the books of account of the Company.

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- (iii) During the year the Company has not made investments in but has granted unsecured loans to companies, firms, Limited Liability Partnerships or other parties but has not stood guarantee or provided security to any other entity.
- During the year the Company has provided loans or provided advances in the nature of loans but has not stood guarantee or provided security to any other entity –
- (A) the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances to subsidiaries, joint ventures and associates; — NIL
- (B) The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances to parties other than subsidiaries, joint ventures and associates;

	Aggregate amount during the year Rs. In lakh	Amount outstanding as on 31/03/2024 Rs. In lakhs
(A) Subsidiaries, joint venture and associates		
(B) Others	2.04	1.86

- (b) The Company has neither provided guarantees nor given security. The investments made are not prejudicial to the interest of the Company, Further the terms and conditions of the grant of all loans and advances in the nature of loans, except wherever interest free loans have been granted, are not prejudicial to the Company's interest.
- (c) in respect of loans and advances in the nature of loans, no schedule of repayment of principal and payment of interest has been stipulated.
- (d) In respect of aforesaid loans, there is no amount overdue for more than ninety days.
- (e) During the year no loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties;
- (f) During the year the Company has granted loans or advances in the nature of loans either repayable on demand or without Specifying any terms or period of repayment, the aggregate amount, percentage thereof to the total loans granted, aggregate amount of loans granted to Promoters, related paytes as defined in clause (76) of section 2 of the



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Companies Act, 2013 are as under:

Aggregate amount (Rs. In lakhs)	% of the total loans granted	Aggregate amount of loans granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013 (Rs. In lakhs)
2.04	100%	NIL

- iv) The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- The Company has not accepted any deposit or amounts which are deemed to be deposits.
 Hence, reporting under clause 3(v) of the Order is not applicable.
- vi) The maintenance of cost records has not been specified by the Central Government under sub- section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company. In respect of statutory dues:
- vii) (a)In our opinion, the Company has been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
- There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.
- (b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2024 on account of disputes are given below:

Nature of the statute	Nature of dues	Forum whereDispute is Pending	Period to which the Amount Relates	Amount ₹ in lacs
INCOME TAX ACT 1961	ASSESSMENT ORDER	INCOME TAX DEPT	FY 2021-22	960800

viii) there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).



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- (a) The Company has not defaulted in repayment of dues to a financial institution, bank.
 - (b)The Company has not been declared wilful defaulter by any bank or financial institution orgovernment or any government authority
 - (c) The Company has not taken any term loon during the year.
 - (d)On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e)The Company does not have any subsidiary, associate and joint venture hence, reporting under clause 3(ix)(e) and (f) of the Order are not applicable.
- x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
 - (a) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting underclause 3(x)(b) of the Order is not applicable.
- (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
 - (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
 - (c) No whistle blower complaints received by the Companyduring the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures.
- xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable
- xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
 - (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) In our opinion during the year the provisions of section 192 of the provisions of section 192 of the provisions of section 192 of the company.
 (x) Act, 2013 are not applicable to the Company.



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- xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of theOrder is not applicable.
 - (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii) During the year there has been no resignation of statutory auditors.
- six) On the basis of the financial ratios, notes, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx) The Company does not qualify under the provisions of section 135 of the Companies Act, 2013 accordingly reporting under clause 20 (a) and (b) of the order is not applicable.

 Clause xxi of CARO ,2020 is not applicable as this audit report is relating to standalone financial statements.

For M/s AJAY PALIWAL& CO. Chartered Accountants Firm Reg. No.012345C

(CA AJAY PALIWAL)

Proprietor

Membership No. 403290

Place: UDAIPUR Date: 20/04/2024

UDIN: 24403290BKHGC17614



FIBCORP POLYWEAV		THE RESERVE OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE	
BALANCE SHEET	FORTH	E PERIOD ENDER ON 31 Your Ended	Year Ended
		"Amount in Lars"	"Amount in Lace"
Particulars	Note:	31/03/2024	31/03/2023
ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	5	80.52	94.48
(b) Capital, work -in-Program	1 1		0.60
(h) Financial Assets	1 1		
(i) Luans	1	7.83	7.06
(ii) Others	3	3.91	11.84
(i) Deferred tax assots (net)	3	1.91	
(j) Other esso-current absets			(×.
(2) Current assets	1	-225	
(a) Invenues	-6	955.70	267.44
(b) Financial Assets			
(i) Investments	L I		
(ii) Trade receivables	7.	141.94	\$37.13
(iii) Cash and cash equivalents	E	3.02	11/31
(iv) Bank bitimes other than (iii) shove		111	6.24
(v) Luinn	9.	1.86	9.75
(vi) Others	22	a-:	190
(c) Current Tax Assets	10		
(d) Other current mucts	11	94.75	7436
Total Assets		1,165.54	1,534,91
EQUITY			
(n) Equity Share Capital	12	66:43	66.43
(b) Other Equity	13	363.57	537.40
(ii) come county	222		1000
LIABILITIES			
(1) Non-current lightities			
(a) Financial Lightlities			
(i) therrowings		**	
(i) Deferred tax liability (net)	5		
(2) Current liabilities			
(a) Financial Liabilities (i) Borrowings	14	455.67	586.48
(in) Lanse liabilities	1.7	4,0,0,0	2777
(ii) Traile payables :			
(A) Total outstanding dues of micro enterprises and small			
enterprises			100
(H)Total outstanding does of creditors other than micro	1.5	135.74	259.98
enterprises and small enterprises	12		
(i) Other financial liabilities (other thus those openified to item(c)	1 1	1 2	74
The same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the sa			
(b) Other current liabilities	16	35.13	46.38
(c) Provisions	17	24.78	14.37
(d) Current Two Liabilities	18	4.22	13.93
Total Fenity and Liabilities		1,285.54	1,524,97

Total Equity and Liabilities

See accompanying notes to the financial statements

1 to 54

As per our Audit report of even date attached.

for and on behalf of AJAY PALIWAL & CO., Chartered Accountants FRN: 012345C

AJAY PALIWAL Proprietor

M.No. 403290 Udaipar, APRIL 20,2024 UDIN: 24403290BKHGCT7814 for and on behalf of the Board.

Mertilia Ali Moni

Director DIN No. 97876224 Director.

DIN No: 07876195

FIBCORP POLYWEAVE PRIVATE LIMITED STATEMENT OF PROPIT AND LOSS FOR THE PERIOD ENDED ON \$1,03,2014 Year Reded Year Ended Particulars 31.03.2024 21.03.2023 Agranum in Laur Amount in Last 1 Revenue from operations 14 7,724,07 3,969.25 SI. Other improve 20 13:46 41.38 III Total Income (F+E) 3.337.56 4,850.59 IV. Expenses Cox of Marrio's contumed 21 1,913/81 2,614.77 Purchases of Souris-in-Youla 22 641.66 159:42 Changes in inventories of finished goods 25 (39) 17) (93.52) Work-in-progress and South-in-Trade Employee boselits expense 24 297,33 337.48 Finance youts 25 56.21 35.30 Depractation and amortization expense. 33,42 27.78 Other expresses 26 745.04 987.48 Total expenses 3.736.79 5,906.70 V. Frufit believ exceptional librar and benilli-IV3 51.20 101.89 VI. Exceptional trace VII Prefit(less) before tax (V-VI) \$1.26 101.89 VIII. Tax expense: (1) Current tax 22 17.98 23,96 (2) Defined to: 27 7:22 (6.30) IX Profiglession the period from continuing spension (VII-VIII) 26.16 72.79 X Profit/(Law) from discontinued operations 30 Tax expense of discontinued operations XII Profig(loss) from discontrossed operation (X-XI) XIII. Profit/Dest) for the period (IX+XII). 26.16 72.79 XIV Other Comprohensive Income A(i) from that well not be reclassified, to profit or item (iii) Become two reliating to them that will not be reclassified to prufit or into 7960) State that will be reclassified, so grade or loss XV (ii) Income tax relating to item that will be exclusively to profit or less XVI Total Comprehensive Income for the period (XIII+XXV) (Comprising profit (loss) and other Comprehensive Income for the period) 26.16 72.75 XVII Earnings per equity share (for continued Operation). (1) Basic 28 38.38 100 58 (2) Diluted 24 29.38 109.58 XVII Earnings per opiny share (for discontinued Operation) (2) Dilund XVIII Earnings per equity share (for discontinued & continuing operations). (1) Bang 28 39.39 FOX.9E (2) Dilumit 28 39.34 109.18

See accompanying notes to the financial statements

PALIWA

1:10:54

As pur our Audit report of aven date attached.

For and on behalf of AJAY PALIWAL & CO., Chartered Accounters FRN 1012345Q

AJAY PALIWAL
Proprietor
M.Nu. 403290
(Malpur. APRIL 20,2024
UDIN: 24403250803400779614

for and on behalf of the Bours.

Mertera Ali Mori Director

Director DIN No. 97876226

Patima Mesi Director DDi Nov. 07876195

FIBCORP POLYWEAVE PRIVATE LIMITED

CASH FLEW STATEMENT FOR THE PERIOD ENGED ON SELECTION.

Sr. Na.	Particulars	Year ended 31.93.2924	Year ended 31.03.2823
4	Cash Flow from Operating Activities	- CHILDS HOLES	
	Net Profit before tax	51.76	101.89
	Adjustments for: Depreciation	Charles	1766
	Interest and Financial Charges	23.42	27.78
	Internst and Dividend Received	56.21	35.39
	Misc. Balance Written off	0.10	3.20
	Gratuity and leave encashment	34.78	14.37
	Foreign Exchange gain / less	13.00	41.02
	Other Income	-77,9103	1.1536/10-
	(Profit)/Loss on sale of property, plant and equipment		
	Operating Profit before working capital changes	168,77	223,66
	Adjustment for Changes in Working Capital:		1400 67
	Decrease/(Increase) in Trade Receivables	412.12	33,94
	Increase/(Decrease) in other current liabilities and provision	(10.55)	(6.30)
	Increase /Decrease in Loan	(1.11)	0.13
	Increase/(Decrease) in Trade Payables	(149.02)	39.38
	Increase/(Decrease) in other assets Increase in tax assets	(20.39)	(22.90)
	Decrease/(Increase) in Stock	21.00	1.62
	Cash Generated from Operations	(186.26)	(271,42)
	Income Taxes Refund / (Paid)	213.56	(396.50)
	Net Cash Inflow / (Out Flow) from Operation (A)	100.46	(425.60)
		140140	[423,00]
	Cash Flow from Investing Activities:		1270727
- 8	Sale of Plant & Machinery		7,72
1	Purchase of fixed assets Security deposit given	(9,46)	(10.64)
- 4	Interest received	(0.17)	
- 3	Net Cash Inflow/(Outflow) from investing Activities (B)	100 000	A Secretary
c	Cash flow from Financing Activities	(9.63)	(2.90)
	Net increase / (Decrease) in Short term borrowings	311	(14.04)
	Proceeds from shares issue		(643-194)
	Net increase / (Decrease) in Short term borrowings	(62.00)	223.22
- 5	Other Income	(0.10)	
	Interest Paid	(56.21)	(35.29)
L 1	Net Cash Inflow /(Out Flow) from Financing Activities (C)	(138.31)	273.89
- 1	Net Increase/Decrease in cash & Cash equivalents (A+B+C)	200.000	****
	CASH AND CASH EQUIVALENTS	40.52	(154.61)
1 3	As at the beginning of the year (Refer Note 9)		
1 8	Cash & Cash equivalents	11.31	61.63
	Cash Credit	241,48	137.19
1	As at the end of the year (Refer Note 9)	- actorder	201103
1	Cash & Cash equivalents	3.02	11.31
1	Cash Credit	192.67	241.46
- 3	Net Increase/Decrease in cash & Cash equivalents	40.52	(154.61)

As per our Audit report of even date stracked.

Mplas:

f. The Cash Flow"Statement has been prepared in accordance with the "indirect Method"specified in the ind AS-7: "Statement of Cash Flows"

for and on behalf of AJAY PALIWAL & OO., Chartered Accountants

FIRM GIZZASC &

AJAY PALIWAL
Propositor
M. No. 403290
Udaipor: APKB, 20,2024
UDBs; 244032908KBBCT7814

for and on behalf of the Buard

Abstrace All Most Director

DIN NA. GPATEGON.

Fathma Moti Director DVN Nex C7679106

FIRCORP POLYWEAVE PRIVATE LIMITED

Notes to the Financial Statements

L.Company Information

Princely Polymere Private Limited (FPWPL) is a private limited Company dissociated in India and is incorporated under the provinces of the Companies Act, 2013. FPWPL is engaged in the mosalisance of FP women flags and tacks with annual production commity of 1600. MT. The executionistic expectation are observed at Oderpur (Reportion). The FP Worm Bags and tacks find applications in the packing of criminal, minimals, find grains on:

2. Significant Accounting Policies

Statement of Compliance

These financial statements have been proposed in accordance with Indian Accounting Standards (Ind. AS) notified under Section 123 of the Companies Act, 2013. The financial statements have also been prepared in occordance with the relevant personnelists requirements of the Companies Act, 2013.

Basis of Preparation

The financial statements are perpared in accordance with the historical cost environment, except for certain items that are ensured at fair values, as explained in the accounting policies.

Fair Value is the price that would be received to sell an arest or paid to traveler a liability in set orderly transaction between market participants at the measurement dots, regardless of whether that price is directly observable or attended using another valuation technique. In estimating the fair value of an arest or a liability, the Compuny bakes into account the characteristics of the annel or liability of market participants would later those characteristics into account when pricing the acoust or liability at the remanastered date. For value for measurement and t or distribute purposes in these frameable statements is determined on such a basic, except for short-based payment transactions that are within the scope of Ind AS 116 – Leaves, and remainments that have some simulation to lian value but are soft fair value, soull as not residuable solve in hid AS 2 – investment or value in and in Ind AS 36 – investment of Assets

The properties of financial statements in confirming with Ind All requires energyment to make judgement, extensive and statemptions that office the application of the accurating policies and the reported arrivates of another that liabilities, the disclosure of contingent marks and liabilities at the date of the financial statement, and the reported arrivates of revenues and exposes during the year. Actual results could differ from those attenues. The entrantes and underlying assumptions are reviewed on an original basis. Revisions to accounting estimates are occupied in the period in which the attitude is revision affects only that puriod, they are encopsised in the period of the revision and future periods if the revision affects buth content and future periods.

Operating Cycle.

All senits and liabilities have been elemented as current or new-current as per the Company's normal operating cycle and other enteres set out in the

Schedule III to the Companies Act, 2013 and Ind All 1 - Presentation of Financial Statements based on the nature of products and for time between the

acquaittien of assets for processing and their realisation or each and each equivalents.

Property, Plant and Equipment - Taugible Amera-

Property, plant and equipment are stated at cort of arquisition or construction less accomulated depreciation and impoinment, if any

Cost is inclusive of inward freight, duties and taxes and incidental expenses related to acquisition. In respect of major projects involving community,

related per-operational expenses from part of the value of more capitalized. Exposure expirational size include applicable between more for qualifying

more, if any. All up gradation / enhancements are charged off as revenue expenditure utions two being similar significant additional benefits.

An item of property, plant and equipment is development upon disposal or when no fature occurance benefits are expected to sense from the combined

and of start. Any gain or time actions on the disposal or retorment of an new of property, plant and equipment in determined as the difference between

the sales proceeds and the storying amount of the asset and to recognised in the Statement of Profit and Loss.

Deprecution of these assets commences when the smeets are mody for their remained one which is generally on community of thems of properly, plant,

and equipment are depositated in a manner that amortizes the cost (or other amores sobstituted for cost) of the assets after exemplosisping, less its

residual value, over their careful lives as specified in Schedule II of the Companies Act, 2013 on a straight line basis. Limit is not depreciated.



The estimated useful lives of property, plant and equipment of the Company are as follows:

Buildings 20 Years
Plant and Equipment 15 Years
Purniture and Fintures 10 Years
Vehicles 10 Years

Office Equipment 5 Years

Property, plant and equipment's residual values and methil lives are reviewed at each Balunce libert date and changes, of any, are treated as changes in accounting estimate.

Intengible Assets

limangible Assets that the Company centruls and from which it expects future economic benefits are capitalised upon acquisition and measured initially;

- a. for assets acquired in a business combination or by way of a government grant, at fair value on the date of acquisition/grant
- b. for separately acquired quarts, at cost comprising the purchase price (including import duties and convefindable cases) and directly attributable costs to prepare the cases for its intended use.

Internally generated assets for which the cost is clearly identifiable are capitalised at our. Research expenditure is recognised as an expense when it is incurred. Development costs are capitalised only after the rechnical and commercial foundably of the asset for sale or use has been established. Thereafter, all directly attributable expenditure incurred to prepare the usest for its intended use are recognised as the cost of such useers. Internally generated brands, websites and customer lists are not recognised as intengible assets.

The useful life of an intangible mast is considered finite where the rights to such useds are limited to a specified period of time by contract or law [e.g., patents, licenses, trademarks, franchise and servicing rights) or the Dichhood of trademarks, trachnological obsciencence (e.g., patents, design, prototypes) or commercial obsciencence (e.g., lesser known brands are those to which adequate marketing support may not be provided. If, there are no each limitations, the useful life is taken to be indefinite. Intengible uses to that have finite lives are amortized over their estimated useful lives by the urasignt line method unless it is practical to reliably determine the pattern of benefits arising from the asset. An intengible asset with an indefinite useful life is not amortized.

All intengible assets are tested for impairment. Amortisation expenses and impairment leaves and reversal of impairment.

Justes are taken to the Statement of Profit and Loss. Thus, after initial recognition, an intangible asset is carried at its root

less accumulated amortisation and / or imporment losses.

The useful lives of intangible assets are reviewed annually to determine if a reset of such useful life is required for assets with finite tives and to confirm that intainess continues continue to support an indefinite useful life assessment for assets so classified. Based on such review, the useful life may change or the useful life assessment may change from indefinite to finite. The impact of such changes is accounted for as a change in accounting estimate.

Impairment of Assets

Impairment loss, if any, is provided to the extest, the carrying amount of assets or cash generating units exceed their recoverable amount.

Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or qualt generating unit and from its disposal at the end of its useful life.

Impairment leases recognised in prior yours are reversed when there is an indication that the impairment leases recognised no longer exist or have decreased. Such reversals are recognised as an increase in carrying amounts of assets to the excent that it does not exceed the carrying amounts that would have been determined (not of amortization or depreciation) had no impairment loss been recognised in previous years.

Inventories

Inventories are stated at lower of cost and not realisable value. The cost is culculated on weighted average method. Cost comprises expenditure incurred in the mornal recorse of business in bringing such inventories to its present location and condition and includes, where applicable, appropriate overheads based on normal level of activity. Not realisable value is the estimated selling prior less estimated costs for completion and sale.

Obsolete, slow moving and defective inventories are identified from time to time and, where necessary, a prevision is made for such inventories.

Foreign Currency Trunsactions

The functional and presentation surrency of the Company is Indian Napes.

Transactions in fireign currency are accounted for at the exchange rate prevailing at the trattauction date. Gains/ insees

arising on settlement as also on translation of monetary items are recognised in the Statement of Prolit and Loss.

Eachange differences arising on monetary items that, in substance, first part of the Company's net investment in a foreign

operation (lucing a lunctional currency other than Indian Rupee; are accumulated in Foreign Currency Translation Reserve. Financial instruments, Financial assets, Financial liabilities and Equity instruments

Pinancial sesets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the relevant instruction and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value on initial recognition of financial assets or financial liabilities. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way teaded) are recognised on the trade date, i.e., the date when the Company commits to purchase or sell the useer.

Financial Assets

Recognition

Pinancial assets include Investments, Trade receivables, Advances, Security Deposits, Cash and cash equivalents. Such

assets are initially recognised at transaction price when the Company becomes party to contractual obligations. The

transaction price includes transaction costs unless the user is being fair valued through the Statement of Frofit and Lives.

Clearification:

Management determines the classification of an arrest of initial recognition depending on the purpose for which the assets

were acquired. The subsequent measurement of financial assets depends on such classification.

Financial assets are classified as those measured at:

(a) amortised cost, where the financial nasets are held solely for collection of cash flows arising from payments of principal and/or interest.

(b) fair value through other comprehensive income (PVTOCI), where the financial assers are held not only far collection of cash flows arising from payments of principal and interest but also from the sale of such assers. Such assers are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognized to other comprehensive income.

(c) fair value through profit or less (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently invasived at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in the Statement of Profit and Loss in the period in which they arise.

Trade receivables, Advances, Security Deposits, Cash and cash equivalents ere, are classified for measurement at amortised cast while investments may full under any of the abressed classes. However, in respect of particular investments in equity instruments that would otherwise be measured at fair value through profit or loss, an irrevocable election at initial recognition may be made to present subsequent changes in fair value through other comprehensive income.

Impairment:

The Company assesses at each reporting date whether a financial asset for a group of financial assets; such as investments, trude receivables, advances and security deposits held at amortised cost and financial assets that are measured at fair value through other comprehensive indome are tested for impairment based on evidence or information that is available without undue cost or effort. Especial stredit lesses are assessed and less allowances recognised if the credit quality of the financial asset has deteriorated significantly since initial recognition.

Reclassification: When and only when the business model is changed, the Company shall reclassify all affected financial assets prospectively from the reclassification date as subsequently meneured at amortised cost, fair value through other comprehensive income, fair value through profit or loss without restaining the previously recognised gains, busics or interest and in terms of the reclassification principles leid down in the ind AS relating to Financial Instruments.



De recognition: Pinancial saucia are derecognised when the right to receive costs flows from the assets has expend, or has been transferred, and the Company has transferred substantially all of the risks and rewards of ownership. Companiontly, if the user is one that is measured up

(a) amortised cust, the gain or loss is recognised in the Statement of Positi and Loss:

(b) fair value through other comprehensive income, the cumulative lide value adjustments previously taken to reserves are

reclassified to the Statement of Profit and Loss tiniess the asset represents an equity investment in which case the

cumulative fair value adjustments previously taken to concres is reclassified within equity.

Income Recognition:

interest income is recognised in the Statement of Profit and Loss using the effective interest method. Dividend income is

recognised in the Statement of Profit and Line when the right in receive dividend is established.

Financial Liabilities

Barrowings, trade parables and other financial liabilities are initially recognised at the value of the respective contractual utiligations. They are subsequently measured at amortized cost. Any discount or premium on redemption / settlement is recognised in the Statement of Profit and Loss as Energy cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet.

Financial liabilities are derecognised when the liability is estinguished, that is, when the contractual obligation is discharged, cancelled and un expiry.

Offsetting Financial Instruments

Financial assets and habilities are offset and the net amount is included in the Bulance Sheet where there is a legally enforceable right to effect the recognised amounts and there is an intention to settle on a ner basis or realise the asset and settle the limidity simultaneously.

Equity instruments

Equity instruments are recognized at the value of the proceeds, not of direct costs of the napital issue.

Revenue is measured at the fair value of the consideration received or receivable for goods supplied and services remissed, net of returns and discounts to customers. The company collects Goods and Service Tax (OST) on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue.

Revenue from the sale of goods is recognised when significent risks and rewards of ownership/control have been transferred

to the customer, which is makely upon delivery, the amount of revenue can be measured reliably and recovery of the

consideration is probable. Hevenue from services is recognised in the periods in which the services are rendered. Government Great

The Company may receive government grants that require compliance with certain conditions related to the Company's

operating activities or are provided to the Company by way of financial assistance on the basis of certain qualifying criteria. Government grants are recognized when there is reasonable assurance that the grant will be received, and the Company will

comply with the conditions attached to the grant, Accordingly, government grants:

(a) related to or used for sanets are included in the Balance Sheet as deferred income and recognised as income over the useful life of the usaera.

(b) related to incurring specific expenditures are taken to the Statement of Profit and Loss on the same basis and in the same periods as the expenditures incurred.

id by way of linancial assistance on the basis of certain qualifying criteria are recognised as they become receivable.

In the unlikely event that a grant previously recognised is ultimately not received, it is treated as a change in estimate and

the amount cumulatively recognised is expensed to the Statement of Frofit and Loss.

Employee Benefits

a Biort-term Employee benefits Liabilities for wages and salaries including nonmonetary benefits that are espected to be settled wholly within twelve months after the end of the period in which the employees render the related service are classified as abort term employee benefits and see recognized as an expense in the Statement of Frufft and Loss as the related service is provided. A liability is recognised for the amount expenses to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be summated reliably.

III) Pent Employment Scrielles Defined Contribution Plans

Payments made to a defined contribution plan such as Provident fund maintained with Regional Provident Fund Office and

Supersonnuction Fund are charged as on supense in the Statement of Probt and Loss as they fall thus.

Defined Benefit Plans

Centuity Fund

The Company has an obligation towards gratiny, a defined benefit extrement plant covering eligible employees. Gratuity is

payable to all eligible conjugees on death or an asparation," termination in terms of the provisions of the payment of the

Gentury (Amendment) Act, 1997 or as pur the Company's scheme whichever is more beneficial to the employees.

Pravident Fund

The cumributions to the Provident Fund of employees are made to a Covernment administered Provident Fund and there are no further abligations beyond making such contribution.

iv) Other Long Term Employee Benefits

The habilities for earned heave and sick leave are not expected to be settled wholly winted 12 months after the end of the period in which the employers render that related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by the employees upto the end of the reporting period using the projected unit credit method.

Re-measurements are recognised in profit or loss in the period in which they arise. Actuarial gains and Jomes in respect of

such benefits are charged to Statement of Profit and Loss in the pecoal in which they arise.

Taxes on Income

Taxes on income comprises of current taxes and deferred times. Current not in the fiturement of Profit and Lenn is provided.

as the amount of tax payable in respect of taxable income for the period using tax rates and tax taxa enacted during the

period, together with any adjustment to tax payable in respect of previous years.

Deferred tax is recognised on temporary differences between the carrying amounts of sasets and liabilities and the amounts used for taxation purposes (tax base), at the tax races and tax laws enacted or substantively exacted by the end of the reporting period.

Delerred tax assets are recognised for the future tax consequences to the extent it is postsuble that future taxable profits will

be available against which the deductible temporary differences can be utilised.

Income tax, in so for as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

Deferred tax assets and liabilities are offset when there is legally enforceable right to offset current fax assets and liabilities and when the deforms tax balances related to the name toxidim authority. Current tax assets and tax liabilities are offset where the cutty has a legally enforceable right to offset and intends either to sentle on not basis, or to realize the eased and settle the liability simultaneously.

Claims

Claims against the Company not admowledged an debts are disclosed after a careful evaluation of the facts and legal superisof the matter involved.

Provisions

Provisions are recognized when, as a result of a past event, the Company has a legal or constructive obligation; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. The amount no recognized is a best estimate of the emaideration required to settle the obligation at the reporting date, taking into account the risks and uncertainties surrequilling the obligation. In an event when the time value of money is material, the provision is carried at the present value of the cosh flows extinued to settle the obligation.

Financial and Management Information Systems

The Company's Accounting System is designed to emoply with the relevant provisions of the Companies Act, 2013, to provide financial information appropriate to the businesses and familiate internal Control.



Use of extinates and judgements

The preparation of financial statements in confurmity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of sussets and flabilities and disclosure of contriguent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results civild differ from those estimates.

The estimates and underlying assumptions are reviewed in an origining have. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and flature periods if the revision affects both current and future periods.

A. Judgements in applying accounting policies

The judgements, apper from those involving estimations (see note below), that the Company has made in the process of applying its accounting policies and that have a significant effect on the amounts recognised in these financial statements pertain to useful life of (utaughtic assets. The Company is required to determine whether its intengals assets have indefinite or finite life which is a subject marter of judgement. Certain trademarks have been considered of having an indefinite useful life toking into account that there are no technical, technological or commercial make of obsolvences or imitations under contrast or law. Other trademarks have been amortized over their useful economic life. Fufer nates to the financial statements.

B. Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and habilities within the next financial year.

Useful lives of property, plant and equipment and intangible assets.

As described in the significant accounting policies, the Company reviews the estimated useful lives of property, plant and

equipment and intangible assets at the end of each reporting period.

2. Feir value measurements and valuation processes:

Some of the Company's espets and lishelites are measured at full value for financial reporting purposes. In estimating the few value of an asset or a lishelity, the Company uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Company engages third party valuers, where required, to perform the valuation. Information about the valuation techniques and inputs used in determining the fair value of various assets, liabilities and share based payments are disclosed in the pairs to the financial statements.

3. Actuarial Valuation:

The determination of Company's Hability suwards defined benefit obligation to employees is made through independent octuarist valuation including determination of amounts to be recognised in the fratement of Frofit and Loos and in other comprehensive income. Buch valuation depend upon assumptions determined after taking into account inflation, semiority, promotion and other relevant factors such as supply and demand factors in the employment market, information about such valuation is provided in notes to the financial statements.

4. Claims, Provisions and Contingent Liubilities:

In the case of trigations where an author of hinds is believed to be probable and a reliable estimate of the suitnme of the dispute can be made based on management's assessment of specific distantances of each dispute and refressit external advice, management provides for its best estimate of the liability. Such accruals are by nature complex and can take number of years to resulve and can involve estimation uncertainty. Information about such litigations is provided in notes to the linguish statements.



FIBCORP POLYWEAVE PRIVATE LIMITED

Fire the Physical couloid on 31-03-2024

NOTE NO. -3 PROPERTY

Perfections	Office Beliable	Flast and Equipment	Farathere and Satures	Vehides	Office	Laboratory equipment	Electrical favialisticus and Foultement	Computer	Thirth
'ne the period ended March, 2024									
CROSS CARRYING AMOUNT		1							
Opesiting Gross Carping, Associate	151	76.37	24,68	489	12.07	3.08	31.13	16.16	184.64
Additions		19'0	235		4.73			1.70	4.85
Disposabs/Adjunterat						-			200
Clising Gress Carrying Amenint	8.51	10.18	26.33	697	17.31	1.08	11	17.60	29.4 888
ACCUMULATED DEPRECIATION	*	*							1000
Opening Accumulated Depreciation	1.40	43.19	13.00	1.67	3.66	2.33	CRIM	8.67	29.00
Dependantion charge discing the Period	0.58	8.50	3.17	0.52	4.53	0.17		184	21.47
Disposals/Adjuments		*							and the second
Closing Accumulated Depreciation	2.08	31/35	16.17	3.19	E.18	2.50	61	1630	111.21
Net Carrying Amount	6.43	39.29	18,16	158	8.83	0.50		1.55	234.60
	*		+						
For Year embed March 2013						,			
GROSS CARRYING AMOUNT		4000				,			
Operating Goods Chrysting, Aminism.	153	10621	24.84	4.69	12.51	3.86	30.11	24.0	16.301
Additions			0.04	90	7.46		071	2.13	1864
Disponda/Adjustment	1	13.14	*	4	37				215
Closing Gross Carrying Amount	821	10.37	24,88	677	13.47	3,00	31.13	56.30	184.53
ACCUMULATED DEPRECIATION	**		+		*				
Opening Acmenidated Dependation	0.63	39.36	27.8	1,96	#31	2.09		4.18	18.68
Osperciation sharps during the Persist	6,75	11.37	3.48	0.71	110	633	878	118	87.78
Squasis/Adjuments	(4)	7.44			617	*			13.61
Clouing Accommissional Depreciation	1,40	43,19	13.00	2.67	3.86	7233	15.04	8.53	98.66
Not Chryslag Amount	111	47,18	11.00	2.02	8.60	197	16,09	1.73	84.48



(iv) The Company has not revoluted its Projectly, Plant and Equipment (b) The Company has not revlaned its itemagible assets.
(iv) The Company does not have capital work in progress.
(if) There is no integrible monte under development.

Note 4	Year Ended	Free Ended
OTHER NON- CUBRENT FINANCIAL ASSETS	Ax at 23,03,2024	As at 31.03.2023
Security Deposits	7.83	7.66
	2.83	7.66

Note:5

DEFERRED TAX ASSETS	As at 31.03,2024	As at 31.93.2023
(a) Deferred tax Assets- Opening Depreciation-Provision	9.13 (7.22)	2.27 5.86 9.33
Net amount charged to fisatement of Profit and Lotes	1.91	9.13
(b) 'MAT credit -Opening Addition MAT credit	2.71	0.08
"MAT credit utilized	2.71	18.55
Nei MAT Credit available		2.71
Total (a + b)	1.91	11.94

522.22	552.90
372.72 496.14 62.80 2.81 19.24	587,60 67,50 800,27 1,85 16,82
	62.80 2.81

Note 7

TRADE RECEIVABLE	As at 31.03.2024	Ar.at 31.83,2023
(a) Trade Receivables considered good-secured (b) Trade Receivables considered good-unsecured (c)Trade Receivables which have significant increase in Credit Risk (d) Trade Receivables -Credit impaired	141.94	357,13
enc. Allowance for doubtful receivables	141.64	55" 13
ERE Automobile for doubling receivables	141.94	557,13

Particulars	THE PERSON NAMED IN	Outstanding for following periods from due date of payment					
	Lext than 6 Months	6 months- 1 year	1-2 years	More than 2 years	Tetal		
(i) Undisputed Trade receivables -	105.29	0.84	35.82	17	141.94		
onnsidered good	18			3.1	00		
(ii) Undisputed Trade receivables -	7.5	100			=.00		
which have significant movuse in							
credit risk		100					
(iii) Undisputed Trade Receivables -	1.9	200			00		
erodit impeired	93.	- 22	1.00	93			
(iv) Disputed Trade Receivables-					00		
considered good					200		
(v) Disputed Trade Receivables credit impaired		- 36	2.00		00		
(vi) Disputed Trade Receivables-		1.00	741	- 4	00		
which have algorificant increase in		7.40			-,44		
erolit risk							
Tetal	105:29	0.84	35.82		141,94		

Particulars.	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 months 1 years 12 years	More than 2 years	Tabel		
(i) Undisputed Trade receivables – considered good	491.11	6.0	*	557,13 *4,00		
(ii) Undisputed Trade receivables – which have significant increase in credit risk		456	1	00		

Total	491.11	66.02	- 4	+	357.13
(vi) Disputed Trade Receivables- which have algorificant increase in- credit risk	.963	*	8	1.00	-,00
(v) Disputed Trade Receivables credit impaired	~ ·	1	3	*.	- 00
(iv) Disputed Trade Receivables— considered good	(9)	*		145	00
(iii) Undisputed Teade Receivables - credit invalred	-	* 1	= 1	- 1	00



CASH AND CASH EQUIVALENTS. (a) Halaness with banks	Ax at 31.03.2024	At ut 31.03.3023
On Current Account (b) Code on hand	2,34 0.7k	10.65
	3.62	11,31

Note:5

LOANS (CURRENT) (a) Loan Receivables considered good-necured	As at 31.03.2024	As at 31.03.2023
(ii) Loan Receivables considered good-unsecured (c) Loan Receivables which have significant increase in credit risk (d) Trade Receivables-credit impaired	1.86	0.75
Less: Allowance for doubtful leans	1.86	0.75
	1.86	0.75

No Loans or advances granted to promoters, directors , EMPS and the related porties

Note-10

CUBRENT TAX ASSETS	As at 31,03,2024	As at 31.63.2023
TDS/TCS reomyable *	2	3.4
		3.4

* TDS /TCS credit has been set off with current fan payable

Note II

OTHER CURRENT ASSETS	As at 31.03.2024	As at 31,03,2023
Advances other than capital advances : Other advances : OST receivable Advance in credities -prepaid expenses -employees advances Income Tax Refund	6.19 0.73 3.04	30.67 9.60 1.06 1.48
Other Curent Amets : HEEN Receivable Other Amets	31.05 53.63 94.75	31.05 0.50 74.36

Note 12

SHARE CAPITAL:	As at 31,03,2024	As at 31,03,2023
P.Y. 72000 Equity Share of Ro.100/-cach C.Y. 72000 Equity Share of Ro.100/-cach	72.00 72.00	72.00 72.00
owed, subscribed and fully paid 6430 Equity Store of Rs. 100/-cach (P.Y. 66430 Equity Store of Rs. 100 cach)	66.43	66.43
	66.43	66.43

Reconciliation of number of shares:	As at 31.03.2024	As at 31,03,2023
'ace value per share (Rx.)	100	100
Sumber of Equity Shares manualing at the beginning of the reporting period		
along was transported and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second and the second	66,430	66,430
No. of Equity Sharus immed charing the year	42.	En Substical
and the second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second s	66,430	66,430
ess: Deduction during the year	4	
Samber of Equity Shures outstanding at the end of the	66,430	56,430
querting period QALIWAY		- Allerd

Name of the shareholders holding more than 5% shares in the company		UDAIFUR	As at 31.03.	2024	As at 31,03,2023	
Name of shareholder	Class	No.	458	%	No. of shares	40
Salt Polymers Limited	Equity	ACCES!	33884	51.01	33894	51.01

Fationa Moni Mortaga Moti	Equity Equity	2500 28046)	6.77	4500	6.77
* There is no changes in sh	sreholding panions since March	2024		200401	47,721

Shares held by pr	omentees at the end of the p	eriod	54 Change Au	rice the Period
Prumoter name	No.of shares	% of total shares	As at 31.63-2024	As at 31 (33.5023)
Salt Polymers Limited	33884			51-0
Tetal	33884	51.01	0	51.01

Shares held by holding Compa	fry	As	st 31.03.2024		Av at 31.03.2023	
Name of holding Company	Class	No.of shares.	% Holding	No.of shares	The state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the s	
San Polymers Limited	Equity	3.1	123	5T.01	33884	51.01

The Company has only one class of abares referred to as the equity shares having face value of Rs. 100% each. Each holder of equity share is emitted to one were per abare. The holders of equity shares are emitted to dividends, if my, proposed by the Board of Directors and approved by the Shareholders at the Annual General Meting.

The Company has not allested any shares pursuant to contract without payment being received in cosh. There are no call unpaid on equity shares.

No shares have been reserved for issue on option. No equity shares have been forfished.



New 13 GTHER EQUITY

Particulars	As wt 31.03.2024	As at 31.63.2023
LSEURITES PREMIUM As per the last year accounts Add: Addition during the period	380.91	380,91
2. RETAINED EARNINGS	380.91	380.91
As per the lest year accessors Add: Surplus for the period	156.50 26.16	83.70 72.79
ELLEN V	182,66	73,79 156,49
TOTAL	563,57	537,40

1. Share Premium:

The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve. The reserve is onlined in accordance with the provisions of the Act.

2. Retained Earnings:

This Reserve represents the cumulative profits of the Company and effects of co-measurement of defined besefit obligations. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

Note 14

BORROWINGS «URRENT:	Ax at 31,63,2624	As at 51.03.2023
SECURED 2 From Sanks ; (I) UCO Bank - CC	192.67	241,48
UNSECURED From Other Than banks :	192.67	241,48
(I) Sah Polymer Ltd.	263.00	345,00
(Republe on demand)	263.80	345.00
NAME AND ADDRESS OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY O	455.67	596,48

(1) Bornwings: from UCO Bank is a fund bases each credit facility and it iscentered against all present and future-curront assets and fixed users installeding immovable assets of the Company situated at G-1 202-203, IID center RBCO, kaladwas, Udnipur and E-260-261, Mewar Industrial Area Madri, Udnipur. The loan is repayable on demand. It is also secured by personal guarantee of directors Mr. Mintaga Ali Moti and corporate guarantee of Sub-Polymers Ltd.

(V) Lean Taken from Holding Company @ 12% Interest p.a.

There is an continuing deficalt in the payment of interest.

Note 15

TRADE PAYABLES	Ax at 31.83.2824	As at 31.83.2823
Total outstanding thes of micro enterprises and small enterprises	- Proceedings	
Total outstanding does of creditors other than micro-enterprises and small enterprises	135.74	259.98
	135.74	259.98

Trude payables apring schedule as at 31-63-2024

Particulars	Outstanding for following periods from due date of payment				
2000	Less than 6	6 months 1 year	1-2 years	More than 2 years	TOTAL
(i) Undisputed -Micro & small enterprises	135.74			+	135,74
(ii) Undisputed Others					
(iii) Disputed duss - Micro & small enterprises		100		-	
(lv) Disputed dues - Others	-	- Alleria	1		
Total	135.74	BZ			135.74

Trade movables accing attention as at \$1,03,3073

Particulars .		OWAGO!!	a following period	is from dow date of payment	
	Leas than is	6 thorship-1 year of	1-2 years	ts from due date of payment More than 2 years	TOTAL

(i) Undisputal -Misro & small eutorprison		7		
(ii) Undisputed Others	258.93		-	218.93
(III) Disputed date - Micro & small enterprism	199	2.4		24.0
(iv) Disputed dues - Others	0.40	0.65		
Tirral	259.33	0.65		259.98



Note 16

OTHER CURENT LIABILITIES	As at 31.03.2924	As at 31.03.2023
Sunatury Liabilities Advance received from contineers Order Payable	19.89 15.24	3.67 42.65 0.06
William Co.	35.13	46.38

PROVISIONS	As at 31.03.2024	As at 31.03.2025
Provisions for Leave exembraces Provisions for Centuity	5.13	1.13
Tronscens and Comming	34.78	14.37

CURRENT TAX LIABILITIES	As at 31.03.2024	As at 31.03.2023
Income Tax Payable (Net of credit)	4.22	13.93
AND THE PROPERTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY O	4.22	13.93

REVENUE FROM OPERATIONS	Fur the year ended 31.83.2024	For the year ended 31.03.2023
Sales Products Indigenopus Export	1,065.69 1,079.43	1,848.31 1,837.36
Trade Goods Indigenoous Export	532,94 147.72	96.28 74.49
Sale of Services ncome from Jokwork ncome from Commission	498.29	112.82
	3,334.07	3,969,21

Nate 20

OTHER INCOME.	For the year ended 31.03.2024	For the year ended 31.63.2023
Income from Interest	0.02	
Miscellenous Income	0.46	0.32
Foreign Exchange Fictuation	13.00	41.02
	13.48	41.34

COST OF MATERIAL CONSUMED	For the year ended 31,03,2024	For the year unded 31.03.2023
Opening Stock Add: Pyrobases + Expenses	583.65 1,705.69	402.51 2,795.91
Low: Closing Stock	2,289.34 375.53	2,198.42
	1,913.81	2,614,77

Note 22

Purchases of Stock-in-Trade	September 1	For the year ended 31.03.2024	For the year ended 31.03.2023
Traded goods	13 110	641.66	169.42
	(F) UDAIPUR	641.66	169.42

CHANGES IN INVENTORIES.	For the year ended. 31.83.2024	For the year emfed 31.03.2023
Opening Stock : Finished Goods Work-la-gragoess	180.27 67.50	84,15
Levy : Clioxing Strack : 'minbed Groods Virk-in-programs	167,77	84.15
	. 62.80 496.14	100.27 67.50
	558.94	167.77
	(391.17)	(83.62)

Note 24

EMPLOYER BENEFITS	For the year ended 31.03.2024	For the year ended 31.03.2023
(i) Salaries, wages and bonus	247.57	111.5%
(ii) Contribution to provident and other funds	5.86	4.76
(iii) Grutnity	6.43	13.24
iv) Leave encashment	4.74	1.28
(iii) Staff welfare expenses	32.74	26.63
The production of the second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second second s	297.33	157.48

Note 25

FINANCE COSTS	For the year ended \$1.03,2024	For the year ended 31,63,2823
(i) Interest on loan (ii) Interest on TCS/IDS/Income Tax	53.31	31.88 2.40
(iii) Bink Laim Processing Charges	1.05	1.10
A DOCTORAL SOCIETY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY	56.21	35.30



OTHER EXPENSES	For the year anded 31.03.2024	For the year waded \$1,03,2023
July work charges	135.81	300.29
Store & Squren	29.41	
Power & Fuel Expenses	36.83	24.19
Hont of Plant & Machinery	14.24	30.43
Packing Material		10.12
Repairs & Malmemone-Plant & Machinery	37.10	25.58
Hag Printing Expurses	_13.76	K.13
Factory Expenses	8.46	5.36
Quality Counst Expenses	1.54	2.34
Manufacturing expenses	3.78	1,70
Rent of Land & Building	296.57	308.25
Logal & Professional Face	43.00	31.29
Conveyance Paperses	7.68	6.23
Insurance-Expenses	3.41	5.24
	1,80	1.68
Payment to Auditors:		277
(i) Statutory Audit	0.13	0.13
(ii) Tax Audit	0.13	0.13
Repair & Maintenance-Hullding & Others	4.03	3.88
Socurity & Safety Expenses		0.01
Printing & Stationery Expenses	1.06	
l'elephone & Internet	0.67	1.85
Software & License Fees	1110000	0.63
Postage & Courier Exp	1.13	0.14
Membership & Subscription	3.31	3,50
Other Administrative Expenses	0.29	0.36
Sundry Balance Written Off	0.32	0.21
reight Charges	0.10	3.20
Daring & Forwarding	42.79	146.20
	18.36	28.40
fusiness promotion exp	0.05	21.28
Commission Expenses	2.34	3.17
nading & Unloading Charges	4.4K	2.96
ornign Exchange Gain/Insa		
Other Selling & Distribution Expenses	0.31	9 4 700
iarsk Charges		1.72
whicle Rossing & Maintenance Expenses	6.98	3.12
ravelling Expenses	1.90	1.27
Ascount	0.25	1,94
12.00	3.41	1.90
	745.04	987,48

Note 27 Tax expense

T	For the year, amled 31,63,2624	For the year ended 31.03.2023
Tax expenses recognised in the Statement of Profit and Loss. Current Tax:	17.88	1.0
Deferred tax (Net) Mat Crudit lintilitement	7.22	(6.86
Total tax expenses	25.10	(6.86

Reconciliation of tax expenses and the accounting profit.
The reconciliation between estimated income tax at statutory locume tax rate into income tax expenses reported in Statement of Profit and Love in given

	Fur the year ended 31,03,2024	For the year ended 31,03,2023
Profit before income tax Indian statistory income tax rate. Expected income tax expenses Fax effect of adjustment to reconcile experted income tax Expenses to reported Income tax. Expenses Fax impact of income nat subject to tax.	51.26 26.00% 13.33	101.89 27.825 28.35
Tax effects of amounts which are not deductible for taxable income. Tax impact due to 43B of the Income tax Act, 1961 MAT credit adjustments Others	2.91 (2.31) 1.65	4,67 (18.55) 2.94
Tutal incume tex expenses	2.24	(10.94)
iffective rate of tax (%)	15,57	17,41 17,09

Note 28

Exralugs per share

	For the year ended 31.63.2024	For the year coded 51.03.2023
Exercing per above has been computed as under (a) Profit for the year (b) Weighted average number of Ordinary shares outstanding for the purpose of basic earnings per diser (c) Effect of potential Equity shares on some resion of sometanding above warrants	26,18 86430.00	72.79 66430.00
(d) Weighted average member of equity shares to computing diluted earnings per share (b) + (c) (c) Earnings per share on profit for the year (Face Value Rs. 100.00 per share)	66430,00	66430.00
-District (arb) -District (ard)	39.38 39.38	109.58 109.58

Note 29

Costingent liabilities and commitments:

There are no contingent liabilities or Commitments for the company as on \$1.05.2024

Note 30

Financial Instruments and Related Disclosures:

1. Capital Managament

The Company's financial strategy aims to appear its strategic priorities and provide adequate capital to its businesses for growth and creation of sustainable stakeholder value. The Company funds its operations through internal occurate, borrowings etc. The Company aims at maintaining a strang capital base largely towards supporting the future growth of its businesses as a going concern.



2. Categories of Simuocial Instruments

terilications	Note	Ax at 31.03.3024		As at 31.03.2023		
		Carrying Value:	Pair Value	Carrying Value	Fair Value	
Financial search Measured at unorthed cost i) Cash and each equivalent ii) Trade receivables iii) Other financial assets Yotal Financial assets	3 7 4,0	3.02 141.94 9.69 154.66	3.62 141.94 9.60 154.66	11.34 357.13 8.41 376.85	517.53 557.53 - 8.41 576.85	
Financial Lintsitules Measured at amortised cost () Cash Credit facilities (i) Bornwings (ii) Trade payables (v) Other financial liabilities	14 14 15 16-18	192.67 363.00 135.74 64.14	192.67 263.00 135.74 64.14	241.48 386.48 259.08 74.68	241.48 586.48 259.98 74.68	
Total financial liabilities		655.54	655.54	1,162.61	1,162.61	

3: FINANCIAL RISK MANAGEMENT

The activities of the Company exposes it to a number of financial risks namely market risk, credit risk and liquidity risk. The Company seeks to minimize the potential impact of impredictability of the financial markets on its financial performance. The Company does regularly monitor analyze and manage the risks faced by the Company and to set and monitor appropriate risk limits and controls for mitigation of the risks.

A. MANAGEMENT OF MARKET HISK:

Market risk is the risk that the fair value or fisture such flows of a financial instrument will florents because of changes in market prices. Market risk comprises of these types of risks; inspects rate risk, price risk and currency rate risk. Financial instruments affected by market risk instudes borrowings and investments. The Company has international trade operations and is exposed to a variety of market risks, including currency and interest rate risks.

(i) Management of interest rate risks.

loterest rate risk is the risk that the fair value or future each flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not have any exposure to interest rate risks since its borrowings and investments are all in fixed rate instruments.

(ii) Management of price risk:

The Company has no surplus for investment in debt mutual funds, deposits etc. The Company does make deposit with the banks to provide answrity/margin against guarantee given by the banks. Deposit is made in fixed rate instrument. In view of this it is not susceptible to market prior risk, arising from (iii) Management of curvency risk:

Company has foreign currency trade receivables and is therefore exposed to foreign exchange rate. The Company mitigates the foreign exchange rate. The Company mitigates the foreign exchange rate by setting appropriate exposure limits, periodic monitoring of the exposures etc.. The exchange rates have been volatile in the recent years and may continue to be volatile in the foreign recently read in financials of the Company may be immediated to volatility of the rates annion foreign currencies. Exposure to exceed yield The Company has exposure only in USINEUROAGE? converted to functional currency i.e. INEE.

The currency profile of financial union and financial liabilities as at 31-63-2024 are as below:

Financial wesets	Exposure currency	An at 31,03:26	124	As at 31.03.2023		
ESPECTABLY V		PC	Rs	FC I	Ric	
Trade receivables	USD	74,458.79	62:15	152,157.60	124.09	
	EURO	-		416,196,05	361.52	
	GBP			- Windleson	- 100	
		74,438.79	62.15	568,354.55	48,560,811,79	
Financial Lisbility	Expenses currency	As at 31.03.2024		As at 31.03/2023		
Trade Payable		FC	Ite.	FC I	Ry.	
	USD	1,892,38	1.56	39.00		
	EURO	- State of the		45,828.08	0.03 42,17	
	GHIP	11,696.08	12.17	4		
	and the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of the same of th	13,588.66	13.73	45,867,08	42.20	

A reasonably possible 5% strengthening (weakering) of the Indian Rupes against USD/EURO (GBP at the end of the period would have affected the reconstructed instruments denominated in USD/EURO/GBP and affected profit or loss by the amounts shown believ. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores and profit of process said purchases.

FC VOAIPUR O Strengthening FC Weakening FC

Profit/(Load)	USD	31.03.3924	3,62831	3,628,31
17-31	E33093	31;03:2024	-	44000
	GHP	31.03.2024	564.80	394.80
I	USD	31.03.2023	7,605.93	7,603.93
	GBP	31.03.2023	2,291.46	2,291.40
	EUKO	31.03.2023	20,809.85	20,809.85



IL MANAGEMENT OF CREDIT RISK-

'redit risk refers to the risk of definit on its obligations by a source party to the Company resulting in a flowerial loss to the Company. The Company is

exposed to credit risk from its operating activities (trade receivables) and finelign exchange transactions and financial instruments.

Credit risk from trade receivables is managed through the Company's policies, procedures and coutrols relating to customer credit risk management by enablishing credit limits, credit approvals and monitoring credit worthiness of the customers to which the Company extends credit in the normal course of business. Outstanding customer receivables are regularly monitored. The Company has no concentration of credit risk as the customer base is widely distributed.

The Company's fratorical experience of collecting recombins and me level of default indicate that credit risk is low and generally uniform scores markets, consequently, trade receivables are considered to be a single class of financial assets. All overdoe customer balances are evaluated taking into account the age of the dues, specific credit circumstances, the track record of the counterparty etc. Less allowances and impairment is recognised, where considered accountiate by responsible massaument.

C. MANAGEMENT OF LIQUIDITY ROLK:

Liquidity risk is the risk that the Company may may be able to meet its procent and future cash obligations without incurring unaparentable issues. The Company's objective is to maintain at all times, optimize of liquidity to meet its obligations. The Company closely mentions its liquidity position and be a cash management system. The Company maintains adequate sources of financing including debt and overdraft from domestic and international banks and financial markets at optimized cost.

D. Fair value messurement.

Fair value hierarchy

Fair value of the financial instruments is classified in various fair value bierarchies board on the following three levels:

Level 1: Quoted prices (unadjusted) in active market for identical users or liabilities.

Level 2: Inputs other than quoted price included within level 1 that are observable for the asset or finbility, either dinnelly (i.e. as prices) or indirectly (i.e. derived from prices).

The fair value of financial instruments that are not traded in an active market is determined using market approach and valuation techniques which maximize the use of observable market data and ruly as little as possible on emity-specific estimates. If significant inputs required to fair value as instrument are observable, the instrument is included in Level 2.

Level 3: Inputs for the stacts or liabilities that are not based on observable market data (imobservable inputs).

If one or more of the significant imputs is not based on observable market data, the fair value is determined using generally accepted pricing models based on a discounted each flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparty.

The fair value of trade receivables, trade payables and other Current financial assets and liabilities is considered to be equal to the currying amounts of these items due to their short-term nature. Where such items are Non-current in nature, the sume has been classified as Level 3 and fair value determined using discounted each flow basis. Similarly, improved equity instruments where most recent information to recourse fair value is insufficient, or if there is a wide range of possible fair value measurements, cost has been considered as the best estimate of fair value.

There has been no change in the valuation methodology for Level 3 inputs during the year. The Company has not classified any material financial improperty under Level 3 of the fair value hierarchy. There were no transfers between Level 1 and Level 2 during the year.

The following table presents the fair value hierarchy of assets and fiabilities measured at flat value on a recurring basis:

Particulars	Fair value hierarchy	As at 31,03,2024	As at 31,03,2023
Financial stuess		Fair Value	Fuir Value
Measured at amortised anst i) Cash and cash equivalent ii) Other Bank balance v) Trade receivables vi) Other financial assets Total Financial assets	1,3 1,2 1,2 1,2 1,2	3,02 141,94 9,69 134,66	11,31 557,13 8,41 576,83
Financial Liabilities Measured at amortised cosc () Cash Credit facilities (i)Term toans (ii) Trade payables (v) Other financial liabilities	1.2 1.7 1.2 1.2	192.67 135.74 64.14	241.48 259.98 74.68
Tistal financial liabilities	XONE PAR	392.54	576.14

Note:31

Disclosures in respect of related parties purvaunt to led AS-24

During the your following transactions were exerted out with the related puty to the second of business at small length price

Name of related party	Nature of relation	For the year ended 31.03.2024	For the year ended 31.03.2023	Nature of transaction
Sab Pirlymery Limited	Holding Company	57.24	7(5)	Job work Exp.
		23.24	10.12	Leave rent Paid
		1,250.56	1,358.12	Sales
		1,323.3%	1,235.75	Parchane
		-	6.40	sales of P&M
		312.00	-345.00	Lean Taken
		394.00	- 2	Lean repaid.
		27.10	4.27	Interest Paid on Joan
SAT Industries And	Parent Holding Company	30.00	240.00	Unwound from Taken
		30.00	240.00	Repayment of innectated learn
		0.03	.7.01	Interest on unsexured loan
Salary	Kay Management Personnel	12.00	15.46	Salary
Futima Moti	Key Management Personnel		6.00	Repayment of imsocured loan
Fatima Meŭ	Kay Management Personnel	× ×	0.03	Interest on unsecured loan



Fatima Mori.	Key Managoness Personnel		6.00	Linsocorod Inan Yaken
Aurosca Alli Meti	Key Management Personnel	- 4	5.00	Unsecured Insu Takin
Mirrian Ali Mos	Key Management Personnel	- 3	5.00	Repayment of unsecured losse

Closing balances	The second second	
Name	As at 31/03/2024	As at 31/03/2023
Sith Pulymers Limited	2.83 Cr	441.22 Cr

No amount in respect of the related parties have been written off/back are provided for during the period. Related party relationship has been identified by the Management, and relied upon by the auditors.

Note 32

EMPLOYEE HENEFITS

a) DEFINED CONTRIBUTION PLAN

Provident Fund:

The contributions to the Provident Fund of employees are made to a Government administered Provident Fund and there are no further obligations beyond making such contribution.

b) DEFINED BENEFIT PLAN

Committy:

The Company offers its employees defined benefit Plans in the form of a Granalty Scheme. Benefits under the defined benefit plan is typically based either on years of service and the employee's compensation (generally immediately before retirement). The Granalty scheme covers substantially all regular employees. The Company contributes funds to Life Innorance Corporation of India, which is irrevocable. Commitments are actuarially determined at year end. The actuarial valuation is done based on "Projected Unit Credit" "method. Gains & Losses of changed actuarial assumptions are charged to the profit and loss account. The obligations for leave Encashment is recognised in the same manner as gratality."

Provident Fund:

The Company makes Provident Fund contribution to the Government administered Provident Fund. The Company has no part to play in this respect.

r) Amounts Recognised as Expense:

i) Defined Contribution Plan

Employer's Contribution to Provident Fund including contribution to Family Persion Fund amounting to Rs. 4.14 Lacs. (as on 31-03-24), Rs. 3.20 laus (as on 31-03-22) has been included under Contribution to Provident and Other Funds.

li) Defined Benefit Plan

Granuity amount has been included in Note 23 under

Deferred Tax Assets A inhility

	For the year ended 31.03.2024	For the year ended 31.63.2023
Provisions Others	1.91	9.13
Total Deferred Tax Assets /Liability	1,91	9.13
Net Deferred tax (Liabilities)/Assets	1.91	9.13

Movement in Deferred tax Liabilities /Assets

	Deferred Tax Liabilities/Asse t (Net)
As at 31st March, 2021	2,27
(Charged)/Credited to profit and Loss account	LIAN.
As at 31st March, 2022	2.27
Charged)/Credited to profit and Loss account	6,86
As at 31st March, 2023	9,13
(Charged)/Credited to profit and Loss account	(7.22
Ax at 31st March, 2024	1.91

The company offsets tax assets and liabilities if and only if it has a legally antoropable right to set off current tax assets and current tax liabilities and the deformed tax assets and deformed tax assets tax authority.

Significant management isologosest in required in determining professional professional and recoverability of deferred income tax assets and liabilities and recoverability of deferred income tax assets in based to estimate of taxable income in which the relevant entity operates \$200 p. 470 or \$60 deferred income tax assets will be recovered.

Satu. 33

bers are no Micro, Small and Medium Enterprises, to whose the Company own thus (principal and/or interest), which are outstanding for more than 45 days as at the balance sheet date. During the year, there have been no payments made to Micro, Small and Medium Sinterprises beyond 45 days. There were assumments on success of interest due that were payable for the period where the principal has been paid by interest under the MSMFD Act. 2000 not paid. Further, there were no amounts towards interest account that were constring sepaid at the end of accounting year. Accordingly, there were no amounts due to further interest due and psyable in the succeeding years. The above information regarding Micro, Small and Medium Enterprises has been determined in the extent such parties have been identified us the basis of information available with the Company,

Information relating to the Micro, Small and Medium Enterprises	For the year midnet 31.03.7024	For the year anded 31.03.2023
(a) The principal amount and the interest due thereex remaining impaid to any supplier at the end of cuch accounting year. (i) Principal amount. (ii) Interest		
(b) The amount of interest paid by the lower in terms of section 16 of the Micro, Small and Madium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the psymon made to the supplier beyond the appointed day during each accounting year		- 4
(c) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	*	đ
d) The amount of interest secrued and remaining unpaid at the end of each accounting year.		-
e) The amount of interest accrued and remaining unpaid at the end of each accounting year,		

Note 34

SEGMENT INFORMATION

The Company operates in one: primary business segment viz. Manufacturing of PP Woven Hogs & Sucks.

5	ide	tm	ďυ	ry:	t.	
				250	0.1	220
С	郶	Ю	π	ΑJ	794	1000

AL INFORMATION Non Current Assets - Within India - Outside India Revenue from external quantumers - Within India - Outside India

March 31,2024 Numb 31,2023 90.20 113.99 2,096.91 2,057,40 1,227.16 1,911.85



Note 35

The Company has elected not apply the Indian Accounting Standard (Ind AS) 116- Laures to account for those seases where underlying arous is of any value.

Note: 36

Balances of basics, natury debtors and trade payables , current liabilities, etc., as on 31.03.2024 are subject to confirmation and reconcillation.

Note 37

In the opinion of the Management ,there is no impairment of assets in accordance with the Ind AS -36 as on the Balance Sheet days.

Note 38

There are no amounts due to be credited as favestor Education and Protection Fund in accordance with Section 125 of the Companies Act, 2013 and the year and.

Note 39

In the opinion of the Management ,there is no impairment of assets in accordance with the Ind AS -36 ins on the Balance Sheet date.

Note 40

There are no significant subsequent events that would require adjustments or disclosures in the financial sustements as on the balance store date.

Note: 41

The financial statements were authorised for issue by the Hoard of Directors on

Note 42

All amounts disclosed in the financial statements and notes have been rounded off to the naturest lakes and decimal thereof, as per the requirements of Schedule III to the Companies Act, 2013, unless otherwise stated.

Note: 43

Previous year's figures have been reclassified regrouped wherever necessary to confirm with the current Financial Statements.

Note:44

No proceeding has been initiated or pending against the Company for holding any benami property under the Hunard Transactions (Prohibition) Act, 1988 and rules made thereunder.

Note 45

The Company is not a declared willful definitur by any bank or financial institution or other lender.

Nutz 46

Note 47

There is no charges or satisfaction yet to be registered with ROC beyond the statutory period.

Note 45

The Company has no subsidiary, therefore compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017, is not applicable.

Nute 45

Ratios

	Ratio		
Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023	Explantion*
a) Current ratio	1.83	1.53	unhages in CA & decrease in CL.
b) Debt equity ratio	0.72	0.97	caltogus in bornswing & inprity
) Return on Equity Ratio	0.39	1.10	ealinger in turnover
l) Inventory turnover ratio	3.49	3.17	changes in turnover
) Trade Receivables turnover ratio	0.04	0.14	cahnges in debtors/turnover
Trade payables turnover ratio	0.04	0.07	calinges in liability & Tomover
) Net capital turnover ratio	6.16	R.10	calinges turnover
t) Net profit ratio	0.79	1.83	valinges in turnayer
) Ratum on Capital employed	0.08	0.17	changes in turnever & margin
) Return on in-volument	0.77	1.53	calinges in turnover & margin

Explanation for any change in ratio by more than 25% at compared to previous year

Note:58

No. Scheme of Arrangement has been approved by the Competent A

Note 51

Utilisation of Borrowed funds and share promism :

Today in conti of sections 230 to 237 of the Companies Act, 2013.

- (a) The Company has not advanced or leaned or invested funds (either horrowed funds or share premion or any other source or kind of foods) to any other persons) or entity(sex), including foreign cratica (interperdicutes) with the understanding (whether recorded in writing or otherwise) the the Intermediary (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company(altitude liganification) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Reneficiaries.
- (b) The Company has not reserved any find from any other purson(s) or emby(icx), including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the Company shall (i) directly as indirectly lend or invest, in other persons or antities identified in any manner whatsoever, by or on behalf of the funding party (ultimate Beneficiaries) or (ii) provide any guarantee, security or the life to or on behalf of the Ultimate Beneficiaries.

Note 52

There is no transaction recorded in the books of account that has been surrendered or disclosed as income during the period in the tax assessments under the Income Tax Act, 1961. Further there is no previously unrecorded income and related assets requiring recording in the blocks of account during the period.

Note 53

The Company is not covered under section 135 of the Companies Act, 2013.

Note 54

The Company but not truded or invested in Crypto curency or Virtual Currency during the period.

for and on behalf of AJAY PALIWAL & CO., Chartered Accountants FRN: 12345C \(\)

AJAY PALIWAL Propriette M.No. 403290

Udopur, APRIL 20,2024 UDIN: 244032908KHGCY7614 for and or total of the Board

Atartera Ali Mod Director DIN No: 07876224 Futura Mori Director DEN New 07876199



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INDEPENDENT AUDITOR'S REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

To the Members of Sah Polymers Limited

Opinion

We have audited the standalone financial statements of Sah Polymers Limited ("the Company"), which comprise the balance sheet as at 31st March 2024, and the statement of Profit and Loss, Statement of changes in equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other mormation

The company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report

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along with its Annexures and Financial Highlights included in the Company's Annual Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

THE ACCUM

Responsibility of Management for Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and eash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matter related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, at the no realistic alternative but to do so.

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Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude the a material uncertainty exists, we are required to draw attention in our faultion of the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are

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based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

 Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

(i)As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, in terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we give in the Annexure – "A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

- (ii) As required by Section 143(3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) Phi abelance Sheet, the Statement of Profit and Loss including other comprehences income, and the Cash Flow Statement dealt with by this Report and a greenfield with the books of account.

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- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls with reference to the financial statement of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
- In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i)The Company does not have any pending litigations which would impact its financial position.
- (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foresceable losses.
- (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- (iv) (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or protypes), including foreign entities ("Intermediaries"), with the understanding whether recorded in writing or otherwise, that the Intermediary shall whether; directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate

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Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (b) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on such audit procedures that the auditor has considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.
- (v) The final dividend proposed in the previous year, declared and paid during the year is in accordance with section 123 of the Act, as applicable.
- (vi) Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.

For H R JAIN & CO.,

Chartered Accountants

Firm's Registration/No. 000262C

Manoj Vali

Partner

Place of signature: Udaşımı Membership No.: 400459

Date: May 03, 2024

ICAI UDIN: 24400459 BKEMVH 2788

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CHARTERED ACCOUNTANTS

Annexure - A to the Independent Auditor's Report (Referred to in paragraph (i) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and the situation of property, plant and equipment.
- (B) The Company has maintained proper records showing full particulars. Intangible Assets.
- (b) These property, plant and equipment were physically verified during the year by the Management in accordance with a regular program of verification which, in our opinion, provides for physical verification of all the property, plant and equipment at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties (other than properties where the Company is lessee and the lease agreements are duly executed in favour of the lessee), are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer; specifying the amount of change, if change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment or intangible assets does not arise.
- (e) Based on the information and explanations furnished to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statement does not arise.
- (ii) (a) The physical verification of inventory (excluding stocks with third parties) have been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedure of such verification by Management is appropriate. In respect of inventory lying with the third parties, these pawers ubstantially been confirmed by the third parties. The discrepancies not bod on physical verification of inventory as compared to book records were not 10% or pare in aggregate for each class of inventory.

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- (b) During the year the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets and the quarterly returns or statements filed by the Company with such bank or financial institutions are in agreement with the books of account of the Company.
- (iii) During the year the Company has neither made investment nor provided any security but has, however, provided guarantee and unsecured loans and advances in the nature of loans, to companies, firms, Limited Liability Partnerships or any other parties:
- (a) During the year the company has provided loans or provided advances in the nature of loans and stood guarantee but has not provided security to any other entity
- (A) & (B) the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees to:

(Rs. in lakhs.)

	Aggregate amount for the financial year 2023-2024		for the financial outstanding a		ding as at
	Loan	Guarantee	Loan	Guarantee	
Subsidiaries, joint ventures and associates	263.00	300.00	263.00	300.00	
Other than subsidiaries, joint ventures and associates	744.05	-	745.39	•	

(b) the Company has neither made investment nor given security. Further the terms and conditions of the grant of all loans and advances in the nature of loans and guarantee provided are not prejudicial to the Company's interest.

of the principal and advances in the nature of loans, no schedule of the principal and payment of interest has been stipulated.

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- (d) In respect of the aforesaid loans, there is no amount overdue for more than ninety days.
- (e) During the year no loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
- (f) During the year the Company has granted loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, the aggregate amount, percentage thereof to the total loans granted, aggregate amount of loans granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013 are as under;

Aggregate amount (Rs. In lakhs)	% of the total loans granted	Aggregate amount of loans granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013 (Rs. In lakhs)
1007.05	99,87	263.00

- (iv) In our opinion and according to the information and explanations given to us the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013, in respect of loans granted, investments made, guarantees, and security provided;
- (v) According to the information and explanations given to us, the Company has not accepted any deposit during the year and accordingly the question of complying with Sections 73 and 76 of the Companies Act, 2013 does not arise. In respect of unclaimed deposits, the Company has complied with the provisions of Sections 74 and 75 or any other relevant provisions of the Companies Act, 2013. According to the information and explanations given to us, no Order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal on the Company.
- (vi) The maintenance of cost records has not been prescribed by the Central Government under Section 148(1) of the Companies Act, 2013 in respect of products of the Company.

the cording to the information and explanations given to us and the records of the company examined by us, in our opinion, the Company is generally regular a depositing undisputed statutory dues including Goods and Services

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Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities, except the following as on 31.03.2024 for a period of more than six month from the date they become payable is as under:

Name of statutes	Nature of dues	Amount Rs. In lakhs	The period to which the amount relates	Forum where dispute is pending
Income Tax Act,1961	Income tax demand	0.49 (Net of deposit)	FY 2020-21	

(b) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, there are no statutory dues referred to in sub-clause (a) have not been deposited as on 31st March, 2024 on account of disputes.

(viii) According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 [43 of 1961], that has not been recorded in the books of account.

- (ix) (a) According to the information and explanations given to us and the records of the Company examined by us, the Company has not defaulted on repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Willful Defaulter by any bank or financial institution or other lender.
- (c) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, term loans were applied for the purpose to which the loans were obtained.
- (d) Appording to the information and explanations given to us, and the procedure period by ca, and on an overall examination of the financial statements of the

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Company, we report that no funds raised on short term basis have been utilised for long term purposes by the Company.

- (e) According to the information and explanations given to us, and the procedure performed by us, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) According to the information and explanations given to us, and the procedure performed by us, we report that the company has not raised loans during the year on the pledged of securities held in its subsidiaries, joint venture, or associate companies.
- (x) (a) During the financial year 2022-2023, the Company raised Rs. 6630 lakhs by way of the initial public offer. In our opinion and according to the information and explanations given to us, the amount utilised out of the un-utilised amount during the year is for the purposes for which they were raised, details thereof are as under:

(* in lakhs)

Nature of the fund raised	Purpose for which funds were raised	opening un- utilized balance	Amount utilized for the purpose during the year	Unutilized balance as at Balance sheet date	Remark
Offer	Setting up of a new manufacturing facility to manufacture new variant of Flexible Intermediate Bulk Containers (FIBC)	405.02	a	405.02	Project is over
Initial Public Offer	General corporate purposes	1250.47	579,32	671.15	
A JAI	Issue related expenses	10.01	0	10.01	No amount is outstan ding.

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We further report that the pending utilisation, the Company has temporarily invested the unutilised amount as on March 31,2024, in fixed deposits with the scheduled commercial bank.

- (b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible). Accordingly, reporting under clause 3(xx) (b) of the Order is not applicable to the Company.
- (xi) (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us, a report under section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014, was not required to be filed with the Central Government. Accordingly, reporting under clause 3(xi) (b)of the Order is not applicable to the Company.
- (c) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us and as represented by the Management, the Company has received no whistleblower complaints during the year. Accordingly, reporting under clause 3[xi] [c]of the Order is not applicable to the Company.
- (xii) (a) As the Company is not a Nidhi company, therefore, the clauses (xii)(a), (b) and (c) of the Order are not applicable to the Company.
- (xiii) All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act and the details have been disclosed in the financial statements, etc., as required by the Indian Accounting Standard 24 "Related Party Disclosures" specified under section 133 of the Act.

(niv) (a) In our opinion and According to the information and explanation given to the Company has an internal audit system commensurate with the size and nature of its business.

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- (b) The reports of the Internal Auditors for the period under audit were considered by us.
- (xv) The company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, the reporting under clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) In our opinion and according to the information and explanation given to us the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934);
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (COR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934; Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, Accordingly, the reporting under clause 3(xv)(c) of the Order is not applicable to the Company.
- (d) Based on the information and explanations provided by the Management of the Company, the Group does not have any CIC, which is part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Accordingly, the reporting under clause 3(xv)(d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly, the reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanation given to us and on the basis of the financial ratios (also refer. Note 58 to the financial statements), ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumption nothing has come to our attention, which causes us to believe that any material uncertainty exists as outlier date of the audit report that Company is capable of meeting its liabilities exprang at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not assurance as to the future viability of the Company. We further state our

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reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the Balance Sheet date will get discharged by the Company as and when they full due.

(xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in Note 63 to the financial statements.

(b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of subsection (6) of section 135 of Companies Act.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For H R JAIN & CO.,

Chartered Accountants

Firm's Registration Nd 000262C

Manoi Jan

Partner

Place of signature: Udairar

Membership No.: 40045

Date: May 03, 2024

ICAI UDIN: 24400459 BKEMVH 2788

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CHARTERED ACCOUNTANTS

Annexure - B to the Independent Auditor's Report on the Internal Financial Controls with reference to financial statement under Clause (i) of Subsection 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of SAH POLYMERS LIMITED ("the Company") as of 31st March, 2024 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting Issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be defected. Also, projections of any evaluation of the internal financial controls over financial regulatory for future periods are subject to (Referred to in paragraph (ii) (f) until Report on Other Legal and Regulatory Requirements' of our report of even

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date) the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Pinancial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For H R JAIN & CO.,

Chartered Accountants

Firm's Registration No. 000262C

Manoj Jain

Partner

Place of signature: Udappur

Membership No.: 400459

Date: May 03, 2024

ICAI UDIN: 24400459 BKEMVH2788

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1	Reserve from specifican	28		VIII.DEVIEW		3,345.4
n	Other Humbs:	37		219.30		142.30
m	Sand Income (Frit)	Jan C	-	10.295.44		1,310.63
1111	manua grag		-	110273.44		3,710,140
110	fisgomes:		- 1			
	Cont of Materials consumed	(24)		3,173.37		6,223.3
	Purstance of Sinck-in-Dudy	29		954.81		1583.63
	Changes to inversion of firehed goods	36		(176.46)		(303.20
	york in propers and Stock on Ends	3.00		10000		
	Employes benefits organise	(38)	110	469.23		286.0
	Fisher code	32		298.99	TI TI	190.9
	Deprocesies and anosticative expurse	9		315.44		LATE
	Other populars	33		2,385.69		5,846.2
	Tital expenses	5750		10.2(1.2)		7.975.2
V.	Profit belies exceptional issue and sw(III-IV)		-	64.18		410.66
V2	Enceptional idente					- 1000
with	Profit/Hours Indicar tax (V-NT)			81.18	-	8300.00
	Tey repense:			20.70		500
4.00			(14/10)		29.39	
	(a) Current (as:		(14.10)		> 0.3330 G.A	
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	(I) Delimid to		1935	1110	#5.773	904.90
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x	Profit(Case) from all accommend repressions			200		-
30	Tax expense of discontinued operations			6.1		
tit	Profit/four) /toxi discretium operation CCAC					
				200		200
25311	A CONTROL OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF T			66.33		301.6
XIX	Other Comprehensive Security					
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0.5	(ii) Income too origing to teen that will be reclassified to good or box:					
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	the accord to			99.33		385.6
CVII	Distrings per equity share (for assistanced Operation):					
	(2) Pavill	31		11:20		1.7
	(2) Dilamit	39		0.26		1.7
(AVII	Electropy per cause share the discontinued Operation?	(177)		4000		1,717
10.4	(I) Park					
	(2) Dilated					
Silvin.	(4) Distings per county share the discontinued & continuing			- 1		
	Southern to commission the discussion or commend					
	G) Busic	33		0.26		1.2
	(2) Differed	31		0.26		1.7

See accompanying notes to the firmoutal executions.

As per our Audit report of even due structed.

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for and on haball of the Board.

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RANDOLTHERS LEMETED CASH PLOW STATEMENT AND THE MEN WARD.)

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	Not PhoNi belies say.	50,72	415-70
	Adjument has Department	213.64	112.29
	Detroit Paid	284.43	173.80
	listanti regional	(125.80)	403.59
	Contilled fireign owings Asherins on providing	09372	-610.00
	(Testi) Less or an of property, your and notices	(0.21)	1000
	Printing the growth still have recomment.	3.81	0.14 685.W
	Operating Profit before working capital changes Adjustment for Changes of Working Capital	44030	. 035,51
	[Consum Diameter] in Teals Namerallies	(04)4-40)	172.46
	Journal of Marriage (car other parent Bullidoles and provision)	281	620.78
	fine game to financial Endylatino	0.49	(0.34)
	(Discrease) in Lose	177.95	1,400,03
	Decrease in other service fluorisal arrans	2.78	3.34
	Office Smit, Hollances	409.12	11.050.77
	Decrease (Districted) to Tradit Pagation Decrease in offer non-survey many	219,33	(21.87)
	Non-Current Presented marin	(2470)	(65.86)
	December in what arrests assets	(18.30)	(252.70)
	Discourse in the mann's	(40,26)	1.79
	(Docerosal (Intersect) in face).	(2)(2)(1)((170) (61
	Cash Generalist from Operations	90.54	COMMETE
	Invested Theory Medical F (Paid)	47.64	21534
	Net Cosh Jeffort (Out Flow) from Operation (A)	(17.34)	(1,332.11)
W.	Cash Thre from hartesting Arthrition	1000	
	Sale of Presenty, Then and Suprement	4,67 7388.6W	a.com
	Province of Property, Place and Especiated and Copied anniver propose linearist record.	132.07	20.29
	het Cask Inflored buffler) from inventing Activities (III)	1441.751	12,400.19
C	Cack flow from Finnesing Artivities	200000	
	Represent of transvirus	(1,500,811)	85,75021
	Share Capital	00000	0,08.28
	Discreptor as fluorope forg.	7,416.75	827.97
	Cupité mas equines Amiljanasion l'est	(17.05)	(911.4%
	District and	CL256.0005	
	Taranna Paul	(288.03)	1177.60
	Net Cash Inflow (Out Flow) from Financing Activities (C)	gREA.05%	4,733,97
	Not become Decrease in each & Cash equivalents (A-10-C). CASH AND CASH EQUIVALENCE.	(1,000.00)	721.76
	As or the Juginning of the year (Figher Noor 18)	1,000,04	100.00
	Cach and cutil controllent of auralgamining Company	10.00	100
	Loren (Cash Crofie	107.11	4,91,98
	As at the end of the year (Roler Nov 19)	725.97	1,056.04
	Asm (Cash Credit Net Increase Decrypte in eash & Cash ogsiveling	1,578.44	10(2,11 121,76

	Tear anded 21.03.2024	Year sedalf 31,93,3103
Cash and task manushring as per above opposited of the following:		
Switch (Section 1)	3.00	8.00
Silvent with scheduled banks		
On contras auxomata.	107.00	34.89
On depart accounts	955.00	1,000.04
Supports having an original numerity of Exmedits of New York		- Prince
Carlo and capit operations as put note:	728/07	0,000.04

The above Statement of Corn News has been prepared under the Shifteet Method as set put in the Julian Assessing Standard (Ind AS) 7 - "Statement of Corb.
Figure" specified under Social LIS of the Companies, Roll. 2018.

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This is the Summan of Confe Plane reference to or our regions of even date.

for and on hotself of H.B. SALIV & CO., Carrorell Assumption

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Manual January Feetner St. No. 400429 Unsteam, Star 7 ,3104 Se SALIVACO

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SHERRAZA ALCHETTI

LAND FROM BUILDE

SAIL POLYMERS LIMITED

Notice to the Propertyl Stars were.

L.Conguny Information

ii) Bab Polymers Limited (Me Company), is a public limited Company distribute in India and is incorporated upday the provision of the Company Act applicable is known to distribute and historial force Contampo Limited. The payment office of incorporate is beautiful or to 0.200-201, Nervan Indianted Acts., Made. Utdayne 31:3003.

NOTE Company in promotity deguged in the reconficture of Planch's Intermediate Build Company in (FDIC) and other Combine parallely and production aspecting and artists and an artist of Chapter (Reportine). The FDIC and other facilities parallelying that applications in the packing of company moreofs, find grains are:

2. Nigotificant Accounting Policies

Statement of Compillance

These flament described have been proposed in accordance with Indian According Standards (led AS) notified under Station 123 of the Companies Aut.

7018. The Superial statements have also been proposed to accordance with the relevant presentation engainments of the Companies Aut. 2018.

Sam of Preparation

The financial statement on proposed in occupients with the Epitodial und convention, except for certain form that are recursing at five values, as expected in the acquainting policies.

New Value or the price that would be metioned to nell or until or paid to bounde a liability in an orderly transaction between market participants at the consumences case, reportion of mediate that price is directly observable or entire and experience participants would take more characteristics into account or a liability, the Company value into account this of the entire of the entire of the entire participants would take more characteristics into account pricing the another liability at the measurement date. For value the measurement and if or discharge participants to trace trace at advances in account or market and account of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the entire trace of the ent

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The projection of financial independs in conformity with led All requires remagnism to enally judgements, estimate and conseptions that office the application of the appropriate and fine regarded arounds of course and functions of the description of the appropriate and fine regarded arounds of course, the distribution of the appropriate and the course and fine regarded of the regarded of the regarded of the colorest and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and the propriate and th

Operating Cycle

All sends and authorized here discolled in discrete in non-discrete in part the Company's current operating cycle and other attents on one in the Saturdale III so the Companies Act, 2017 and led AS 1 - Precedence of Financial Science in the sature of products and the lower between the adjustes of about the preceding and their realization of products and their realization of products and their realization of participants.

Property, Plant and Equipment - Tampible Ameri-

Property, plant and equipment are mated at a one of acquisition or construction loss accumulated depresentation and research, if any

Cost is includive of mound freight, duties and least and incidental outperson reliand to acquisition, he organised imper projects involving parameters, related provipational expension forms part of the value of assets capitalised also include applicable between two qualifying assets, if any All on graduates of the management and changed off as accommon expensions relieve here is ingreduced additional benefits.

An item of property, plant and equipment is flustregated upon disposal or whom or future occurrence benefits an expected to take from the continued too of some. Any gains or have writing on the disposal or collisionary of an item of property, plant and equipment is determined as the difference between the sales procured, and the complete account of the account and is pringerical or the frequency of Profit and Lans.

Disputation of these agent) interference where the matrix are routy for their intereded one which is generally on assessmenting. Stress of preparty, plant and exponent are depositioned in a recover that extension the cost (or other assess substituted for cost) of the costs offer extensioning, into its resoluted value, over their uniform as a specified in Schedule St of the Companies Aut, 2012 or a stratight line basis. Local is not depositioned.

Asset is the covere of contraction are capitalized in the counts under capital work in progress account (CWIP). At the point when we asset is operating at recognition of interest and appropriate contraction of progress, and appropriate companyons. When we obligation (legal or communities) exists to depreciate or remove an asset of recognition to be former acceptation at the end of the angle life, the property when of the original contraction are not obtained in the end of the angle life, the property when of the original contraction of all proceedings, naturally upon a completion and a companyon that the contraction of the property is a progress of the contraction of the process of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the contraction of the co

· Freehold land is not disportant

The interested width lives of property, plant and upopment of the Company are as follows:

Delidings 30 Years
Plant and Oppresent 25 Years
European and Frenzent 10 Years
Vehicles 8 Years
Office Equipment 5 Years
No write off is made in respect of learthold land.

Assets beld under themse leaves are deprecised over their expected until Ever on the same basis as owned assets on, where absonant the term of the recovery

Property, plant and expressed's southeal values and useful free are opinioned at each Datasets Short data and changes, if any, are tepted as sharges in accounting extensity.

Turweelbir Assetts

Intergible Assets that the Company assets and from which it requests house consume benefits are expendent upon amountained managed facility.

- a for pears arguind in a business condition on he way of a processor point, of fair value on the date of acquisition/grant
- No expected accord assets, or cost coversion, the purchase prior (including respect duties and non-reliminate (more) and should accord to propose the areas for its strengths are.

lmovedly gammed more few which the cost is clearly idepositable our expendicular and. However expendicular is congrued as an expense when it is browned.

Development outstand only after the inchested and commercial fourthing of the mast for notices are has been conditional. Thereafter, all density are shadole expensions inserted to prepare the most for its executables expensions inserted to prepare the most for its executables expensions. Interesting generated branch, well-time and

customer lists are not recognised as intengable assets.

The model fills of an intengable amount completes of finite where the rights to more assets are functed to a specified period of time by pretract or low (e.g., prices).

former, makemarks, transfers and carriering rights) or the blottened of necessar, technological electronaries (e.g., computer softwar, design, protestypes) or convenient obsolutions (e.g., bears traver, branch are those to which adopted constraints may not be provided. If, then are no such femalesce, the

could life in taken to be indefinite. Intangible power that have finite. Need are precitived over their antimated useful lives by the strength first method under it in

product to whichly determine the petiers of humilite arrang from the same. An intergable most with an indefinite sential life is not arrow and

All estangible makes are paired for impagrament. Assortization suggested and dispatration and expectation of impacts and leaves from the foreground of profit and Loss. Thus, after initial encognition, no intercept to expend at the contract executated provincement and / or impagrament becomes

The mobilities of interginal and to received annually to interester if a reset of sigh period life is required the access with finise lives and to confirm that business are consistent to support an indefinite angle in the confirmation of participation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirmation of the confirm

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Impairment of Assets

begains on his, if any is growted to the assets, the purying amount of main; or unit generality units extend they recoverable arrower.

Recoverable amount to higher of an according point and its value in case. Value in case in the present value of embrated fature and flows expected to arise the according one of so seed or each greatering and and flow to disposed at the and of its world bill.

Appairment better recognised in prior years are received when their in on indication that the impairment home recognised on improvement or force described.

Such records are recognised on the increase in complete automate of areas or the excess that it does not occur. The complete account that extend force bear determined (set of account that control or impairment loss bear recognised in previous years.)

Inventories.

Inventories (other than the depending of histogram) are stand at cost and not included value, whichever is lower. One in determined on particle receiving straighted average hash.

Not realizable value regressive the secondard selving prior for investores less all an existed above of aprigles on and costs receiving or effect the take.

Cost comprises all some of portions, made of povertions and other costs trouved in triaging the horsested to the present toution and condition. One includes the rectangle form of each other policy of any gains or many or qualifying each flow today's relating at paralleless of the rectangle for explosive burnings only.

Disc allowances are ends for play 1 non-regiving, defective and absolute inventures based on nationales made for the Company.

have noth in cours parts, much by repairment and servicing equipment that no extrainer and machinery get classified as covering-

Foreign Currency Transactions

The functional and presentation corroscy of the Company in Indian Rappe.

Transported in fineign complety are accounted for at the authorize role prescribing on the introduction date. Claims being an arritement at above transferred of removing interest are recognised in the fraction of Profit and Loss.

Discharge differences arriving on minutery terms that, in submission part of the Company's not investment in a fiveign operation (having a fluctional converse other than believe Eugen) are accomplaint in fluoring Comment Translation Receive.

Lovernourus by Substituty

Investment in subsidiary is comind at york has accomplished impriment. If any

Freuncial Instruments, Financial sours, Florescial fishilities and Equity sourcesons

Fountial marrie and Emercial field like are recognized when the Company becomes a party to the commental provisions of the extreme continuous and are

Initially recovered at first solver. Transaction contributes are directly anniholability to the appointing or issue of fluorical annew and fluorical liabilities to their than

financial assets and financial liabilities required at for value through profit or loss) are added or or delicated from the foir value on somal mangetion of

financial service or financial Eablines. Furthers or sale of financial aspets that request placety of assets within a first financial laying application or

convention in the market place (regular way makes) are racognised on the made date, i.e., the date when the Company convents to practical or self-the arest.

Fliganetal Assets

Reenguitien:

Francial away mende involutions, Trade exercision, Advance, Sourcey Deposis, Cash and each equivalent, South areas an execution except in transaction price when the Company Secretary party to correspond obligations. The resolution price includes represent a test or the sevent in Soung field which the sevent of Professor Loss.

Classification:

Management determines the classification of an arest at terms recognized depending on the present for which the priors were acquired. The subsequent Processes are classified in None recovered at

- (ii) unsertions uset, where the financial courts are held unity for unthington of each flow, artising turn, agrament of principal could flow.
- (b) his value duringly other computerative securic (EVTCKT), whose the discrease usets are held now only for culturate of code flows arriving from processors and output and output from the sale of each local access on all aspects of the resourced at fair value, with untrained gaves and local access from changes in the fair value, with untrained gaves and local access from changes in the fair value, with untrained gaves and local access from the fair value, with untrained gaves and local access from the fair value.
- to: Say value drough profit or loss (EVTPL), where the attent are managed in accordance with in approved investment unaway that trajects purchase and tells declines bened on the for value of such amore. Such assets on subsequently recovered as fair value, with necessarily print and focus unlines from changes in the fire value being recognises in the Statement of Profit and Linux in the period in which they area.

Trade exercisies, Advances, Security Deposits, Carlt and auth approximate an analysis of an arrangement and an advanced over the

under any of the afformated chance. However, he conject of particular inventments to equity motivation from each differential to remained at this what through

gradit so less, so inevacable abaytum at matal integration may be made in protest aubtequent changes in the value through other aproprofessalse income.

Impulsment:

The Congress measure at each reporting does whether a flowered most (or a great of flowered annel) such as investment, make servicities, wherever not operate slipports held or assumed and beautist assumed as manufactured annels of the conference of information flowers and beautiful or investment or information flowers and obtained within such a new order of the conference or information flowers as wealthful within such a new order of the conference or information flowers and the allowance recognised if the conference of the formation and the description of the formation of the description of the formation and the description of the formation and the description of the formation and the description of the formation and the description of the formation and the description of the formation and the description of the formation and the description of the formation and the description of the formation and the description of the formation and the description of the formation and the description of the formation and the description of the formation and the description of the conference of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description of the description o

Reclassification: When and only when the bosonics model is changed, the Company shall reduced all affected framed ments prospectively from the endostrication date in subsequently measured in amendment and, the spike through other exceptionalists income, the value through profit is less without recognised group, boson or interest and in means of the reclassification prompted had driven or the link AS relating to Francisco transported.

De-recognition: Francial anoth are decomposed when the right to return could have from the energy bee capetral, or has been translated, and the Crimpins has translated authorities all of the exists and exceeds of extensions. Committeety of the states is one that is recommed at

- (a) investiged cost, the gain or has no recognised to the Statement of Youth and Lieu;
- (b) fair value through other comprehensive income. He commissive this value arguments previously tilture to ment versure reclassified to the Humanger of Profit and Lors solves the other represents an again, invadinged to which gain the commission fair value adjustments perviously taken to mineries in reclassified sometimes.

Second Recognition:

because forces in recognized in the Materian of Profit and Lore aring the efficient inspect modified. Overland recover is energy and in the Statement of Profit and Lore when the right to receive dividing in qualificity.

Financial Lightletes

Herowings, made posycles and other function liabilities are instally recognised of the subset of the separate contracted obligation. They are subsequently measured at according took. Any discount or promotes are colompton is according to the Statement of Profit and Lose as function of the life of the liability using the effective measurement method and adjusted to the liability largest disclosed in the Balance Short.

Financial foliables are demongraphed when the ticklity of enling or board, that is, when the contraction obligation is discharged, associated and on express.

Officining Financial Instruments

Personnel servits and liabilities are office and the net amount is included in the listance Short observation is a ligally authorable right to office the recognised amounts and there is no treation to settle on a net hard or realise the next and settle the flability surveillances of

Equity Softroments

Upon increasing an recognised at the value of the promain, not of direct core of the capital incre.

Havesta

Bayerias is necessarial at the flan value of the consideration conservable for goods implied and services produced, not of neutral and document to conformers. Become them the sale of goods includes detire which the Compute page as a principal but excludes amounts individual on behalf of third purious model and service tax.

Revision from the sale of greats in recognised when significant risks and around of connecting/connect have been transferred to the continues, which is married upon delivery, the general of recognised in the periods in which the services are conduced.

Georgeouspat Grant

The Company rise receive government grains that require merginess with certain conditions related to the Company's agreeing activities or see provided to the Company's agreeing activities or see provided to Company by way of Brazelel sentimore on the basis of secretar qualifying activities.

Concentrate greats are exceptioned when them is processable encourage than the great will be succeed, and the Company will camply with the conditions among the transfer of the process accordingly, preparate greats:

- (a) related to or sord for arrott are included in the Balance Short as deferred income and compared to impose over the unital Els of the exists.
- (b) whited as incurring specific regarditures are taken to the Statement of Profit and Love on the same basis and in the caree previous or the expenditures income?
- (i) by way of financial unintance on the book of companyabiliting criteria are exceptional as they became describble.

he the artificity around that a great previously energeness to ultimately not received, it is invested as a change in extensive and the amount concentrately recognised in the Strangeness of Profit and Conte.

Financial and Management Information Systems

The Company's Accounting System is designed to comply with the relevant provisions of the Companies Act, 2013, to provide financial information agrees and the financial information agrees and the financial formation and the financial information agrees and the financial information agrees and the financial information agrees and the financial information agrees and the financial information agrees and the financial information agrees and the financial information agrees agree agree agree agree agree agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement agreement a

Eve of estimates and judgements

The proposition of financial statements in conferency, with perpetry scaptal according principlic reports management to make orientary and according that affect the reported assessment and followers and decreases of consequent labelities at the date of the financial electronic and for manifes of agreement dating the reported and action, actual results could allow those parameters from the date of content and action, actual results could allow those parameters.

The estimates and underlying assumptions are excited on an anguing bear. Revolute to accounting actions are energiased in the period in which the estimate is covered if the account affairs only that general of the period of the covered and future periods if the account affairs halfs covered and future periods.

A. Independent to applying accounting policies

The pulgorants, upon from these meeting extensions (see some below), that the Company has made on the process of applying the accounting policies and that it regard effect, or the account recognised to these fraction parties to social life of intergrise access. The Company of trapping is described in determine whether its intergrise access later been accessed of being an endefence useful trie topology our account that there are no nucleical, technological or parameteral rocks of observances or installed contract or law, Other training these presentations of the training transfer access to the contract or law, Other training the process of the process of contract or access to the contract or law, Other training the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the pr

St. New sources of estimation uncortainty

The following and the key assumptions concerning the factors, and office key openies of astimation assumption and of the supering period that may have a superficient task of converge material adjustment to the correcting amounts of aperts and highlition within this world from the

1. Carful lives of property, plant and equipment and intangible south:

As discribed in the significant ecounting policies, the Company version the economic model lives of presents, place and september and intendition and a describe equation period.

L. Fate exformerorement and subjection processes:

Seese of the Company's count and benithes are executed as far value for frame of myoring persons. In encouraging the flor value of as more a hidding, the Company units market abspired in the extent of an execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execution of the execut

3. Acouseful Viduellius:

The determination of Company's liability towards defined beautiful oringation to employee in make through management occurred determination of annual to be recognized in the flatteness of front and Loue and in other computations income. Such valuation depend upon accomplished determined after taking into account infection, sections, presented and other science factors and an august and demand factors in the employment market. Softmention also take to provided to extend to the description above such softments in provided to extend to the description.

A. Claims, Provisions and Contingent Liabilities:

In the case of hitspations where an earliest of funds is beinged to be probable and a robbite neutron of the authors of the disputs can be much based on management's interconnect of specific explanations; of each dispute and extreme executed inferior, management provides for the four extremes of the lighting. Such mayorist on by outton complete and can take mention of years to receive and can review management another or provided to come to the financial statement.

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	Not the	Low Fort 5	A populley 1 peer	1-7 past	50 mm	Non-fried System	T07AL
QVelt-pool Mars 5 and				1	-	-	
erropyises (ii) Undingsord Ottors	1000		1	-			153.0
CHS Dispersed stone - Military & small	70.0	-	1	-	1-		
mutureshara .							
(in) Disputs if their - Orlors - Total	253.09	- 1		-		- 1	1010
Note 12	40000						-
DITHEM CURRENT FINANCIAL LL	ARRESTHA				hr.nr31303844		40.003130,2015
					169		21
Torrier in Lan					2.09		2.9
MILES NO.					410		- 23
Note 23							1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
ODREW CERTISAL FROMPADES					As at 31/81/2014		5a ot 31.612023
Statement Carbillation Addresser received from automore					(0.4e) (0.0)		3436
Others					187.54		193.0
1110000					360		200
Note: 24							
23693256955					Arac71.012/04		- 6 or 10 (CHD)
Produces for home second next					491		0.40
					1 902		0.44
None 19							T. C District
CERRENT TAX LABITETIVE					34.8636.853874		As pt 31-91-7013
Current bis (not of advancases) (0-20)							39.7
-74							53.76
Note 28 REVENUE PROPERTY OPERATIONS					The dis year ended		First the year, yealed
					JCAU2018		21.03.2025
(s) Man formed Oresh					903000		5290.0
the Frederic Greeks					70.08		1,101.0
ESS TRANSPER SECTIONS					2004		79.0
1), Lote work P 15 Laure Total					57.24 21.34		191.6
III Communia -DCX					2680		52.2
and a second second second					137,70		101.0
(III. heunes (Numer (Harmons)					130.00		1,010,000
					38,87K.30		83436
Trate, 22					Proceedings of the last		For the year codes
0000001900900					Par the year midel		36.03.3023
no her					9724		9.43
(b) bitwest on financial assessment areas.	red corr				122.85		31.7
(a) Mourborns more					1016		100
(d), Ferrige Exchange Flecherica (e) Figure Incoming					16.24		107.4
of Profil on Sales of Property: Plant and	Dayspean				101		
	1000-				210.36		540.9
NAME AND MATERIAL CONSIDERS.					For the year model		For the year maded
					31:40.2804		31.85.2813
Forms Stack					10.33		268.2 4,231.3
Add. Paralises wided increases					2,747.83		4,309.31
Less Cheing Book					14000		439.7
					3,79.75		4.123.5
Nam 25					1		Television of the last
PERCHASES OF STOCK OF TRADE	No.				Fax flor year studed \$1.00.3024		Fire the year medical.
Tredat prints					MARI		1359.7
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			611/				

CHANGES IN CANANTONIES.		No thrycar ended problems		Tot the year exist. Markinth
Ogening Struck : Common Commiss Add - Commiss good classing and tree Mode as group with Add - Commiss good classing wind tree	407.68 657.68 871.95		201.01 20.75 20.75 987,51	
Ad. Conds produced Asset and tow.	971.30	1,014	206.17	VEGE
Farm (Chroling Nough.) Farming Growin Nouth in program	148.54 1.116.00		477.68 672.68	
ESS JOHN W.		1,000.04		1,423,59
		(874-48)		Lautas
Note 35 EMPLOYER MERETTS		For the year ended 31,03.3534		For the year social JLASLINE)
(I) full-ries, wages and formal (II) Contribution to provident and prior (Golds (II) Contribution (II) provident and prior (Golds (III) Contribution (III)		465.07 25.38 1.23 37.78 465.58		285 54 31 65 31 76 34 65 286,59
Sex Al		1-1-1-1-1		- 27
FINANCE CURES		For the year seded 30.03.3024		Yor the year sound 31,03,2023
(at histories as Vaccourage, (b) Foreign exchange discourance on result for the (c) behind on foreign state (al) Other foreign spins – Principling Charges		294.44 +24 +31		\$753M 3,54 11.92 6.75
		266.76		190,91

Mar (I) OTHOR EXPENSES	Far divisor maked	Fur the year model.
Office Corpora	19.402.3924	31,00,3033
	965	
Day Friends Dymeson	9.61	9.0
Sag Timukang Dapawara	44237	200
Back Coverspoint and chargos	29.89	20
Books di Parkodicale	100	33
Senior Consoli	26.01	383
Entractable Or sults	12.79	0.0
Cross/tury)	32,67	79
	78.29	
Desputagi Sestal Adaption/Miles paper diseas	100	
Пермен В. Мантирички ин-	100	30
Place and Marianary	21.33	
dudding	19(26)	5.0
(More	9.79	7.0
Consequence of more and near pains	2011	38.2
Fundad Digmitis	8.19	2.0
Early Protects incentive physicists	1316	10
Eurosonia Tired & Serrour Charges	0.84	
Elwinich Firest	247.49	343.6
Egyer Freight, Sanatanio & edint Expresser	3100.00	:00(.3
Fahris Wierrey, Digerous	121.42	0123
Fum 8. Yaint	1.03	- 13
Earl & Lelatrons	37.81	28.6
Skylyme, Burn	0.00	601
Impution Chapte of lags	3.03	0.9
	16.57	4.1
femalisis Clarges	47.96	10
Transport Elejament		67.5
339 Charges	No.6 Inc	
Lond Rate	33.00	40.5
Logal & Profitolista Trp.	19670	13
Al Goldenseus Expenses	18.30	143
Minimal Standing (Charges	5.07	0.0
Packing Statistists	.11.20	343
Pagement to Spatistics as:	CE	
HI suffice	3.25	8.2
(id) for regidencement of asymmos	0.01	9.8
Family A Telegram	75.06	(-93
Francisco Info	40.09	51.7
Rating Charges	0.00	7.0
Arhato, Chemius Filocopes	88.70	2.1
Satiroge Esperan	2.04	33
	27.72	29.1
Santog, and proming charges	481	1
Social Services		- 1
Sansary & Poycog	5.23	
Subscription & Montherstop	4.92	81
Falogitions and Mahila	4.45	2.9
Validation Burning & Management Expenses	55.83	5.5
Watchness Managerson sharper	1.04	- 43
Water Engineers	3.91	
5-24/E-3	05	13912

Additions (Adventum)	Silve the pursued anidadi 22 MA 2020	For the year social (Ld), 2011
O Depression and Americans of Organization requires to American approximately	219.00 9.35 219.48	917.9 3.4 912.9
1). Persons he hadden as 7 of haddens 5) Notices remot of regimen.	939	11.5 11.6

5mir.38

Enterings per share		T in inline
	As All 21 03 303 6	Air year 3 L 013 385 23
Farming per share has been computed as under (a) Profit for the sear (b) Weighted servage months of Ordinary share antelorables for the purpose of basic surabligs per share	66.25 (0) Physics	385,64 17847307
te) Effect of proceeded Equity observe on conversion of nucleimeding share warrants		
of Weighted arrange number of equity. shows in computing tillated exercings per share. [8a + 3rt]	.2079w000	4 TANKTHEY
 (c) For chaps per where on profit for the year (Fice Value # 10.00 per share) — thesic lath) —Ditaset (at/d) 	0.26 6.25	1.71 1.71

2000x.35

Contingent full Older and comprime to:

60 Continued Solition	(9	30-348/A)
Clebra agentus enclar mater and rother analysis	FINANCIA LA	H MINES, 2023
(ii) lecture to Matters *	240	31,74
3000	541	0.79

"Net at dyposit.

It is not you workly for the Company to emission the choose of those issues and the corresponded horizing of each (low-a if may, to respect of the above.

(f) Countries

OF the labelle.

Description of a present of a present contacting to be executed an appeal accounts and not provided for	7.74	
SU-BRANTERS	25 or Adom to 2004	Stat Myrcit, 2023
H Courseless insent by Lico York	76.00	7040
 Displace on Substitution consistency Occurring place by the Congress on CCO Book against case confit lines provided to Thinapy Polyanesco Private Linears 	390.00	383

Note 27

Copitalization of expenditure

During the year, the Contrary has coping an inflowing exposure of revenue table on the cost of property, plant and one present explicit error or progress (CARP). Consequently, expenses declared andor the respective ratios are net of amounts copilated by the Conspany Of in latent

	Navy 2024	For the year ended 21. March 2023
Employme Directive expresses		109.23
THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE S		300.81
Driver Emperodia	33 (4	90.81
Teld	52.84	31239

Niety, 35

Financial Institutes and Indianal Englishmen

1. Cupital Management

The Company's capital assessment is immedial in continuous for state had state building by Santhacong the saveting of long tops and short term goals of the Company.

In suder to maintain or adjust the capital structure, the group ever express the amount of distillants paid to startfolders, return capital to startfolders. orw shanns or will assets.

The Company determines the amount of capital required on the bests of annual hustaries plan nim being into parallel man may being serve strongly increasing in and expension plane. The hooding needs are met through equity and easit growned from operations.

The Company's functed strategy uses to support the strategic penetries and provide adequate capital to its treatment for growth and creatment of materials stake buffer value. The Company funds its operations transigli soprad occupied, becoming em. The Company annual of manusching a soring capital base largely security responding the future growth of the hostereases are a group connects.

For the purpose of the Company's capital management, capital includes based impital and other equity macrons. The primary objective of the Company's capital management is to subspecif its ability to combine as going reserve and to resortion and optimal regular structure or so to maximize shareholders raine. The Company manages in capital structure and resions adjustments in the light of changes to examine extraorder and the confirmments of the fluorecal discussion.

The Company was convex capital using a graving raths, which is not desired by what capital place and done and adjusted set their to equily raths. He while purposes, adjusted per total is defined as total sixth tend until tends talkeness.

III in lokebut

As st. 51 Absorts, 2004	March, 2021
713,00	348.34
3155.32	1417.73
25406,762	2205.31
338.97	1000:04
.540.68	1089,98
7100027	133/56
8373.03	eanw.nb
19.24	1.97
39.52.29	8532.87
34.40	291,743
	2004 2135,00 2155,02 2806,03 730,05 540,66 1600,27 8572,03 19,24

"The Company's literal gearing ratio to SASS'S, to SKSYS.

2: Categories of Enumied Intimuments:

"MYSSELECT.	71010	E Acat I	Hat Warch 2022	74 of 775	March 2017
	717 W	Carrying.	Fair Value	Carrying Value	Fatt Value
Financial annels Meastaned at anyotherd cost Costs over back regulations Other Back bytacts Trade receivables Other foreservations Trade receivables Other foreservations	107 11 8 55.11	7/25.57 540.68 2/061.28 202.35 3.558.88	725.57 542.66 2.661.26 252.35 2,696.69	1,090,09 1,010,00 1,007,04 208,73 23,52,81	1,300 (A) 1,313 80 1,343 80 3,34 83 3,228,81
Financial published Mediglines of annitions cond is Claim Chells technics is Transa bases. Your ourself of Youde Inspection by Direct Inspection	30 18 21 22	1,578.44 713.56 746.65 2.59	1,375 AA 712.00 740.60 2.00	942.11 945.00 583.00 2.16	982.11 945.28 593.09 2.15
You' brancial kepiting		2,090.79	3,04878	2282.66	2381.8

2 : PINANGIAL RIGH MANAGERENT

The architics of the Company exposes it to a moreful of Engineeric country market this, credit risk and significantly state. The Company works to exhibition the personnel impact of corporate industry of the Engineeric country of the Company and is set out of superprises risk breaks for militaries of the Company and is set out out or appropriate risk breaks and conjugates of the colors.

A. MANAGEMENT OF MARKET RISK:

Market risk in the risk that the like wither or future coult flows of a Thomselet instrument will fluctuate because of changes in market prices. Market 1955, comprises

of those types of risks, morest rose 1046, press 1046 and currency mer risk. Financial instruments affected by nurses visit mercules becomings and instruments.

The Company has account and made operations and in express to a wavely of seather stake, including numerary and interest ode roles.

(i) Husagement of interest rate risk:

increment, that yield in the yield that for his value or listing which lives of a Recognit continuous will fluctuate between of changes in market increme cores. The Goognap does not have any exponent to interest rate state when the horsest more and to does not have any exponent to interest rate state when the horsest more and to fined rate that the property in the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the content of the

(iii) Management of gelor risks

The Company has an emplied by more instant and both, deposits on. The Company does tasks deposit with the boths to provide security/margin against graveous given by the bunks. Deposit is made in their rate had careed. In view of this is to me succeptible to market provides, across both changes in account paint which may impact the return and value of the howevertee.

(III) Bloongement of outroopy risk

Corresponds to the the the the track of father or the form of the form of the father will find the father because it through the faring exchange that is setting and the form of the faring exchange that is setting appropriate topology for the faring exchange that is setting appropriate topology for the faring exchange that have been related to the result from the continue of the exchange rates have been related to the result from the operating results and from the faring the faring the faring the faring the appropriate topology of the rapper against tention values on.

Repositor to conversely risk; The Company has exposure only in 1/80//40/000 essential to flow minut currency i.e. 1930;

The currency profile of Economic spaces and Disserved Newboles as at March 1116, 2029 and March 17, 2029, are as between

Firm Militia

Philadelphi anisetti	/баронот моттору	AA at 31.03.2034	Aw 61/31/03/2023
Trade receivables	U9D	759.70	419.10
	103,7803	938,87	187.67
	1000	93.4	75.51
Tends payable	(1980)	12.94	-
	hey/acr.		
		1777.58	677.28

Somethicity analysis

A researchly possible 2% surregistating (semicrosing) of the botton Stopes against UNEY/KURES or March 31 smooth hore affected the mechanism of foundations of the production of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the semicroside of the sem

	Anan	Strengthening Weakening	7
Prodict Seed	21.02.2007	28 No. 83	186
	31.63.2024	8.9.50	8.897

B. MANAGEMBET OF CHEST RISK.

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Deeds risk from trade reconsistes is married through the Company's policies, prescribing and controls of explanate credit with consequent to establishing credit and account to control of the company of the Company established credit in the torontology of the control of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Co

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C. MANAGEMENT OF LIQUIDITY SING-

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D. Pelr velor meuroromest

Fair value bloometry

Fair value of the Entertal Instruments is classified in surrous him value himselfor based on the lothering firms lively

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Level 3 trappe other than approach prior included within level 1 that are observed by the anset or Solidly, within directly (i.e. an priorities indianally (i.e. declared

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	Prospectory general need, negativements.	distance tax higherest tax	Printellin	Other Reserved Tax. Absets	Deferred Tax Catalities/Asset (fire)
An et Class March, 2022	136.24	6.94	8.71	330	393.49
SCHOOLSHIE/Croditest to pastic work Lane accessor.	35.14	100,000	5.36.5	0.33	85.00
Awat Stat Much, 2013	721.38	9.04	9.21	6.02	238.5
(Charged)/Condited to profit and favorational	20.06		- 100	2.23	17.80
fin at 2 feet Manels, 10074	211,16	6.94	8.21	8.25	218.31

The company offsets has assets our liabilities if and only if it has a legally enforced eight to set off current jon arents and express no habilities relain to making their legal by the same as authority.

Righthant management polyment is required in discrimining previous for automatics, defined learner tax overlained behind an intelligent depresentation of deferred become tax overlained an entire and extensive for selected in the relevant entity operates and the period over which defends in come in assets with his relevant entity operates and the period over which defends income an assets with his receivement.

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2022-23		20.43[31 ps.2028	50.82	51.50.2038	
21123-34		14 10(31,93,3529			

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There are no Mirror, Small and Marinian Colorphies, in whose the Company ower does quincipal and/or necrosit, which are extremaling for more than 45 days as in the ladence above date. During the year, there have no appropriate made to Mirror, Bland and Medium Enterprises beyond all days. There were no assume of interest that that were payable in the period where the proxymal has been pend for active analysis of the Mindful Act, 2006, and paid. Purplies, there were no annually invested analysis active to the mindful analysis of the second manually than one or normally second manually pend and payable by the second manual of the second manually of the second manual payable by the second manual payable by the second manual payable by the second manual payable by the second manual payable by the second manual payable by the second manual payable by the second manual payable by the second manual payable by the second manual payable by the second manual payable by the second manual payable by the second manual payable by the second manual payable by the second manual payable by the second manual payable by the second manual payable by the second manual payable by the second manual payable by the second manual payable by the second manual payable by the second manual payable by the second manual payable by the second manual payable payable by the second manual payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payable payabl

The place inheligibility regarding Micro. Blend and Medium Colorprises has been described to the second with parties have been described on the basis of information available with the Company.

Information relating to the Micro, Small and Medium Enterprises	As at 31,610,0124	Ave 25 (87.252)
issuite principal arrower will the interest the interest remaining impact to any supplier at the end of each accounting year. (ii) Principal amount (iii)	-	1.6
(b) The amount of interest pool by the buyer in forms of section 16 of the Micro. Small and Maptim Estacytes Development Ass. 2018 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day sharing sain accounting year.	1	
(ii) The amount of import it is and payers for the posted of every in making payment (which nee learn and but beyond the appearant day during the year) but without existing the interest specified uniter the Mazin. Small and Medicint Enterprises Decomposed Act, 2006.		
(5) The arround of interest accrued and remaining unpaid at the end of each accounting year; sent	4	
per The account of further interest retraining due and payable even in the audienting years, and such due when the interest dues above are actually part to the extel extensions, for the purpose of disablements of a destruction expenditure under section 23 of the Mility, Ernal and Medium Emerghans Development Aut, 2009.		

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REGREEF, INFORMATION

Empress information in accommon with tot 65-106, "Demoning Segments" required information has been given in the Consolidated Financial Statements of Sen Polyment Limited and therefore, no separate distinction or segment information is given in the Statements Prosecte Statements.

Note 44

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Note 66

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Note: 47

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State 48

There are no agents and subsequent excite that would require all exciteron or disclosures in the fact, and transcent are on the habiter about face.

Note 49

These fleaticial statements entrapperent for issue with a resolution of the fleate of Directors on May 2, 1974.

Note D0

All amounts dischard in the financial statements and rates have been removed off to the parent julibs and decimal thereof as per the requirements of Schedule 10 to the Companies Act, 3013, unders otherwise states.

Note to

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Sets: 53

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Sete 54

The Chargeon is not a decincted within defaulter by any land or francist institution or other lender.

State All

The Company has no promise the with companies areals of upday section 240 of the Companies Act 2017 or section 360 of Companies Act, 1907.

Note: 96

There is no obseque or audidaction yet to be registered with 1820 beyond, the australity period.

Rets ST

The Company has excepted, with the number of layers prescribed under clause (\$7) of section 2 of the Companies Act, 50 (1) erad with the Companies Bostoches; no market of Layered States, 2073.

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Patenties	Name and Department (0)	Ni ac 21st Stands 5524	As at The Month 2623	Explanation for way change in 18 for hy- reness takes 23% to assignment in previous attac.
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ly Dilly really resid	Total Date: Marylanthory Equity	0.24	817	Lipe megin
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di Kasan an Equity Karie	Net profit after reper- Average Skeatechio is openy	2.04	6.06	Low margin and increase in unuseful days' moving
(a) Incoming the residence of the	Salasi Norwaya December	2.14	3.01	Assessment to accrease
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Hotel, at India fits indiag Core Investment Companies (Reserve Duels) Directions, 2016). The Company is not a CDC and an autities have been identified as CDC as the Group, of scale & Company is a government.

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Marries and Courts of account system (Inches 126 of the Companies Act, 2012 The Company has softward present to own stally because of increase of account manner of employed with the protestors of The Companies (Automorphy and temptod with the protestors of The Companies (Automorphy Courts).

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CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

Report on the Audit of the Consolidated Financial Statements

To the Members of Sah Polymers Limited

Opinion

We have audited the accompanying consolidated financial statements of Sah Polymers Limited (hereinafter referred to as the Holding Company") and its subsidiary Company - Pibcorp Polyweave Private Limited (Holding Company and its subsidiary together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2024, and the consolidated statement of Profit and Loss, the consolidated statement of changes in equity and the consolidated cash flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2024, the consolidated Profit and consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date

Basis for Opinion

We conducted our sudit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by ICAI, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period.

On the Allegand circumstances of the Group and the audit, we determine that there are to key Allegantters to communicate.

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Other Information

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the consolidated financial statements and our auditors' report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done/ audit reports of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparity the consolidated financial statements, the respective Board of Directors of the company included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to the concern and using the going concern basis of accounting unless

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management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain sudit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design
 audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of
 the Companies Act, 2013, we are also responsible for expressing our opinion on
 whether the company has adequate internal financial controls system in place and
 the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may patter the propulate and its associate to cease to continue as a going concern.

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- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group entities to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.

For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

(a) We did not audit the financial statements of the subsidiary, whose financial statements reflect total assets of ₹ 1285.54 lakhs (before consolidated adjustments) as at 31× March, 2024 total revenues of ₹ 3324.07 lakhs (before consolidated adjustments) and net cash inflows (before consolidated adjustments) amounting to ₹ 40.52 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to the by the Management and our opinion on the consolidated

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financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of subsections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Report on Other Legal and Regulatory Requirements As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued
 by the Central Government of India in terms of sub-section (11) of section 143 of the
 Act, based on our audit we give in the "Annexure A" a statement on the matters
 specified in paragraph 3(xxi) of the Order.
- 2.(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Acc.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the attatutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure. "H".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(15) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us one remuneration paid by the Group to its directors during the year is in adoptdance with the provisions of section 197 of the Act.

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- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) There were no pending litigations which would impact the consolidated financial position of the Group.
- (ii) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
- (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India.
- (iv) (a) The respective Managements of the Parent Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, has represented to us and to the other auditors of such subsidiaries, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company and its subsidiary company to or in any other person(s) or entity(jes), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company and its subsidiary company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The respective Managements of the Parent Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, has represented to us and to the other auditors of such subsidiaries that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Holding Company and its subsidiary company from any person(s) or entity(jes), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company and its subsidiary company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- [c] Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiaries which are companies incorporated in India whose finances Public ments have been sudited under the Act, nothing has come to our attention or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11 (e) as provided under (a) and (iii) about contain any material misstatement.



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- (v) During the year the Holding Company and its subsidiary company have neither paid or declared any dividend requiring compliance with Section 123 of the Act.
- (vi) Based on our examination which included test checks and that performed by the auditors of the subsidiary which are companies incorporated in India whose financial statements have been audited under the Act, the company and subsidiary have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we and the auditors of the above referred subsidiary did not come across any instance of the audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company and above referred subsidiary as per the statutory requirements for record retention.

For H R JAIN & CO.,

Chartered Accountants

Firm's Registration No. 000262C

Manoj Jain

Partner

Place of signature: Udaipur Membership No.: 400459

Date: May 03, 2024

ICAI UDIN: 24400 459 BKEMYI 1160

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Annexure - A to the Independent Auditor's Report (Referred to in paragraph 8 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

In terms of the information and explanations sought by us and given by the Company and to the best of our knowledge and belief, we state that:

(i) There have been no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements.

For H R JAIN & CO.,

Chartered Accountants

Firm's Registration No. 000262C

Manoj Jahi

Partner

Place of signature: Udation

Membership No.: 400459

Date: May 03, 2024

ICAI UDIN 2 4 400459 BKEMYI 1160

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Annexure - B to the Independent Auditor's Report

(Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to Financial Statement under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended 31st March, 2024, we have audited the internal financial controls over financial reporting of Sah Polymers Limited (hereinafter referred to as "the Parent") and its subsidiary company — Fibcorp Polyweave Private Limited, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Boards of Directors of the Parent, its subsidiary companies and , its suscitate company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the securacy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Parent, its subsidiary companies and its associate company, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. These Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable angulative about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all particular reporting and perform the audit of internal financial reporting was established and maintained and if such controls operated effectively in all particular reporting and perform the audit of internal financial reporting was established and maintained and if such controls operated effectively in all particular reporting and perform the audit of internal financial reporting was established and maintained and if such controls operated effectively in all particular reporting and maintained and if such controls operated effectively in all particular reporting and performance of the particular reporting and performance of the particular reporting and performance of the particular reporting and performance of the particular reporting and performance of the particular reporting and performance of the particular reporting and performance of the particular reporting and performance of the particular reporting and performance of the particular reporting and performance of the particular reporting and performance of the particular reporting and performance of the particular reporting and performance of the particular reporti

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Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the sudit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies and associate company, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Parent, its subsidiary companies and its associate company, which are companies incorporated in India.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over limitative properties may become inadequate because of changes in conditions, or the decree of compliance with the policies or procedures may deteriorate.

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Opinion

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the other auditors referred to in the Other Matters paragraph below, the Parent, its subsidiary companies and its associate company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to one subsidiary company, which is incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

For H R JAIN & CO., Chartered Accountants

Firm's Registration No. 000262C

Manoj Jain

Partner

Place of signature: Udaipur Membership No.: 400459

Date: May 03,2024

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H.R.JAIN & Co.

Email: hrjainca@gmail.com

CHARTERED ACCOUNTANTS

310-313, Arihant Plaza, Near State Bank of India, Udiyapole, Udaipur 313001

Independent Auditors Certificate on the statement of Outstanding Amount of Secured Creditors of Sah Polymers Limited as at 30th June, 2024:

To, The Board of Directors Sah Polymers Limited E 260-261, Mewar Industrial Area Madri Udaipur-313003

- We have been requested by the Company having its registered office at the abovementioned address vide engagement letter dated September 7, 2024 to issue a certificate on the statement of Outstanding amount of Secured Creditors of Sah Polymers Limited as at 30th June, 2024.
- 2. The accompanying statement of Outstanding amount of Secured Creditor along with Numbers of Secured creditors of the company as at 30th June, 2024 (herein after referred to as the List of Secured creditor) as set out in Annexure contains the details required by the Company for onward submission to the National Company Law tribunal ["NCLT"] which we have initialed for identification purposes only.

Management's Responsibility for the statement

- 3. The preparation of the List of Secured creditor is the responsibility of the management of the company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the statements and applying in appropriate basis of preparation, and making estimates that are reasonable in the circumstances.
- The management is also responsible for ensuring that the Company complies with the requirements of the NCLT and provides all relevant information to the NCLT.

Auditors' Responsibility

- Our responsibility is to provide reasonable assurance whether the amount in the List of Secured creditor in respect of Outstanding amount and along with the Number of Secured Creditors of the Company as at 30th June, 2024 have been accurately extracted from financials of the Company as at 30th June 2024 and other relevant records of the Company at 30th June, 2024.
- 6. We conducted our examination of the Statements in accordance with the Guidance Note on Reports or Certificates for Special purposes issued by the Institute of Chartered Accountants of India, in so far as applicable for the purpose of this certificate. The Guidance note requires that we comply with the Ethics issued by the Institute of Chartered Accountants of India.
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SOQ) 1, Quality Control for Firms that perform Audits and Reviews of Historical Financial Information, and other assurance and Related Service Engagements.

Opinion

8. Based on the examination as above and the information and explanations and representations received from the company's management, we are in the opinion that the amounts in the List of Secured creditor in respect of outstanding amount and the number of Secured Creditors as at 30th June, 2024 has been accurately extracted from the financials of the Company as at 30th June 2024 and other relevant documents.

Restriction on Use

9. The certificate is addressed and provided to the Board of Director of the Company for onward submission to the NCLT and for the purpose related to the Scheme of arrangement and should not be used by any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

This is to certify that the above-mentioned information is true to the best of my knowledge and belief, according to the books and documents produced before me for verification.

Yours Faithfully

For H R Jain & Co. Chartered Accountants

ICAl Firm Registration No. 000262C

Manoj Jain Partner

Membership No.400459 Place of Signature: Udaipur

Date: 27-08-2024

UDIN: 24400459BKENBK4220

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H R JAIN & Co

Annexure forming part of this certificate dated 27/08/2024

List of Secured Creditors as on 30-06-2024

S. No.	Particulars	Amount in ₹	%
1	UCO Bank	252,364,860.43	98.85
2	HDFC Bank	1,158,773.83	1.15
	Total	253,523,634.26	100.00

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For H R Jain & Co. Chartered Accountants

ICAI Firm Registration No. 900262C

Manoj Jain. Partner

Place of Signature: Udaipur Membership No.400459 UDIN:24400459BKENBK4220

Date:27/08/2024



In the matter of sections 230-232 and other applicable provisions of the companies act, 2013 read with rules made there and in the matter of the of Scheme Amalgamation of FIBCORP POLYWEAVE PRIVATE LIMITED ("Transferor Company") with SAH POLYMERS LIMITED ("Transferoe Company") and between their respective shareholders and creditors.

AFFIDAVIT

I. Rohit Ajmera s/o Sh. Ashok Kumar Ajmera [Authorized Signatory] of UCO Bank, is the secured creditor of the Sah Polymers Limited ("Transferee Company") aged [38 years], residing at [Flat no. 415, Matrix park Udaipur (Raj.)], do hereby plemnly affirm and declare as under:

- That I am the Chief Manager of UCO Bank, a company [type of entity, e.g., company/individual/firm] having its registered office at 10, BTM Sarmi, Kolkata.
 - That UCO Bank is a secured creditor of Sah Polymers limited [Company], having its registered office at E-260-261, Mewar Industrial Area, Madri, Udaipur (Raj.)-313003 (hereinafter referred to as "the Company").
 - That as of 30.06.2024, the Company owes UCO bank an amount of [Rs. 24,97,84,347.11/-(Rupees Twenty four crore ninty seven lakh eighty four thousand three hundred fourty seven and Paisa eleven only) as on date.



That I have read and understood the terms and conditions of the proposed merger/amalgamation of FIBCORP Polyweave Pvt. Ltd. [Transferor Company] with Sah Polymers Limited [Transferee Company] having its registered office at E-260-261, Mewar Industrial Area, Madri, Udaipur (Raj.)-313003 and its creditors and Shareholders.

That I/we hereby give our consent to the proposed scheme of amalgamation and am/are fully satisfied with the same.

6. That I/we hereby agree and give consent to dispensation of convening the meeting of the secured creditors or the purpose of considering and approving the Scheme.

- 7. That the I/we have no objection to the Company filing an application before the Hon'ble National Company Law Tribunal, [Bench Name] Bench, seeking dispensation of convening the meeting of the creditors for the purpose of considering and, if thought fit, approving with or without modifications, the Scheme.
- 8. That I/we confirm that this consent is given freely, voluntarily, and without any coercion or undue influence.
- 9. That this affidavit is executed to be submitted to the National Company Law Tribunal and relevant authorities and stakeholders in connection with the proposed merger/amalgamation.

10. That the statements made herein above are true to the best of my/our knowledge, information, and belief.

Solemnly affirmed at Udaipur on this 30th day of August 2024.

(Signature of the Creditor Authorized Signatury)

Name: Rohit Ajmera

Designation: Chief Manager

Address: Flat no. 415, Matrix park Udaipur (Raj.)

Date: 30.08.2024

VERIFICATION

I, Robit Ajmera s/o Sh. Ashok Kumar Ajmera [Name of the Deponent], the above-named deponent, do hereby verify that the contents of the above affidavit are true and correct to the best of my knowledge and belief. No part of it is false, and nothing material has been concealed therein.

Verified at Udaipur on this [30] of [August], [2024]

(Signature of the Creditor/Authorized Signatory)

SIGH! APKS/PHOTO/THUMPS SHOW BEFORE ME

ATTESTED NOTARY, SHER BANO PATHAN UDAIPUR (RAJ.)

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Ajay Paliwal & Co. CHARTERED ACCOUNTANTS

418, Teacher's Colony, Ambamata Scheme, Udaipur – 313001 (Rajasthan) Ph.: 0294 – 2430466, Mobile: +919414161477

Ph.: 0294 – 2430466, Mobile: +91 Email: ajayhpaliwal@gmail.com ANNEXURE-<u>VII</u>

Ajay Paliwal B.Com., FCA, ISA(ICAI)

Independent Auditors Certificate on the statement of Outstanding Amount of Secured Creditors of Fibcorp Polyweave Private Limited as at 30th June, 2024:

To,

The Board of Directors

Fibcorp Polyweave Private Limited

E 260-261, Mewar Industrial Area

Madri Udaipur-313003

- We have been requested by the Company having its registered office at the abovementioned address vide engagement letter dated September 2, 2023 to issue a certificateon the statement of Outstanding amount of Secured Creditors of Fibcorp Polyweave Private Limited as at 30th June, 2024.
- 2. The accompanying statement of Outstanding amount of Secured Creditor along with Numbers of Secured creditors of the company as at 30th June, 2024(herein after referred to as the List of Secured creditor) as set out in Annexure contains the details required by the Company for onward submission to the National Company Law tribunal ("NCLT") which we have initialed for identification purposes only.

Management's Responsibility for the statement

- 3. The preparation of the List of Secured creditor is the responsibility of the management of the company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the statements and applying in appropriate basis of preparation, and making estimates that are reasonable in the circumstances.
- The management is also responsible for ensuring that the Company complies with the requirements of the NCLT and provides all relevant information to the NCLT.

Auditors' Responsibility

- 5. Our responsibility is to provide reasonable assurance whether the amount in the List of Secured creditor in respect of Outstanding amount and along with the Number of Secured Creditors of the Company as at 30th June, 2024 have been accurately extractedfrom financials of the Companyas at 30th June 2024 and other relevantrecords of the Companyat 30th June, 2024.
- 6. We conducted our examination of the Statements in accordance with the Guidance Note on Reports or Certificates for Special purposes issued by the Institute of Chartered Accountants of India, in so far as applicable for the purpose of this certificate. The Guidance note requires that we comply with the Ethics issued by the Institute of Chartered Accountants of India.
- 7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SOQ)1, Quality Control for Firms that perform Andres and Reviews of Historical Financial Information, and other assurance and Related Service Engagements.

8. Based on the examination as above and the information and explanations and representations received from the company's management, we are in the opinion that the amounts in the List of Secured creditor in respect of outstanding amount and the number of Secured Creditors as at 30th June, 2024 has been accurately extracted from the financials of the Company as at 30th June 2024 and other relevant documents.

Restriction on Use

9. The certificate is addressed and provided to the Board of Director of the Company for onward submission to the NCLT and for the purpose related to the Scheme of arrangement and should not be used by any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

This is to certify that the above-mentioned information is true to the best of my knowledge and belief, according to the books and documents produced before me for verification.

Yours Faithfully

For Ajay Paliwal & Co.

Chartered Accountants

ICAI Firm Registration No. 012345C

Ajay Paliwal

Proprietor

Membership No. 403290

Place: Udaipur

UDIN: 24403290BKHGD05765

Date: 24/08/2024



AJAY PALIWAL & CO

CHARTERED ACCOUNTANTS 418, TEACHERS COLONY, AMBAMATA SCHEME, UDAIPUR- 313 001 TEL- 0294 2430466, E Mail-ajayhpaliwal@gmail.com

Annexure forming part of this certificate dated 24/08/2024

List of Secured Creditors as on 30-06-2024

S. No.	Particulars	Amount in ₹	%
1	UCO Bank Ltd	2,86,16,453.49	100.00
Total	1 OCO Bank Ett	2,86,16,453.49	100.00

For Ajay Paliwal & Co. Chartered Accountants ICAI Firm Registration No. 012345C

Ajay Paliwal Proprietor

Membership No. 403290

Place: Udaipur

UDIN:244032908KHGDO5765

Date: 24/08/2024





In the matter of sections 230-232 and other applicable provisions of the companies act, 2013 read with rules made there and In the matter of the of Scheme Amalgamation of FIBCORP POLYWEAVE PRIVATE LIMITED ("Transferor Company") with SAH POLYMERS LIMITED ("Transferor Company") and between their respective shareholders and creditors.

AFFIDAVIT

I, Rohit Ajmera s/o Sh. Ashok Kumar Ajmera [Authorized Signatory] of UCO Bank, is the secured creditor of the FIBCORP Polyweave Pvt. Ltd. ("Transferor Company") aged [38 years], residing at [Flat no. 415, Matrix park Udaipur [Raj.)], do hereby solemnly affirm and declare as under:

 That I am the Chief Manager of UCO Bank, a company having its registered office at 10, BTM Sami, Kolkata.

 That UCO Bank is a secured creditor of FIBCORP Polyweave Pvt. Ltd. [Company], having its registered office at E-260-261, Mewar Industrial Area, Madri, Udaipur (Raj.)-313003 (hereinafter referred to as "the Company").

 That as of 30.06.2024, the Company owes UCO bank an amount of Rs. 2,93,81,776.76/- [Rupees Two crore ninty three lakhs eighty one thousand seven hundred seventy six and paisa seventy six only] as on date.



That I have read and understood the terms and conditions of the proposed merger/amalgamation of FIBCORP Polyweave Pvt. Ltd. [Transferor Company] with Sah Polymers Limited [Transferee Company] having its registered office at E-260-261, Mewar Industrial Area, Madri, Udaipur (Raj.)-313003 and its creditors and Shareholders.

5. That I/we hereby give our consent to the proposed scheme of amalgamation and am/are fully satisfied with the same.

- 6. That I/we hereby agree and give consent to dispensation of convening the meeting of the secured creditors or the purpose of considering and approving the
- 7. That the I/we have no objection to the Company filing an application before the Hon'ble National Company Law Tribunal, [Bench Name] Bench, seeking dispensation of convening the meeting of the creditors for the purpose of considering and, if thought fit, approving with or without modifications, the Scheme.
- 8. That I/we confirm that this consent is given freely, voluntarily, and without any coercion or undue influence.
- 9. That this affidavit is executed to be submitted to the National Company Law Tribunal and relevant authorities and stakeholders in connection with the proposed merger/amsigamation.

10. That the statements made herein above are true to the best of my/our knowledge, information, and belief.

Solemely affirmed at Udaipur on this 30th day of August 2024.

(Signature of the Creditor/Authorized Signatory)

Name: Rohit Aimera

Designation: Chief Manager

Address: Flat no. 415, Matrix park Udaipur (Rai.)

Date: 30.08,2024

VERIFICATION

I, Rohit Ajmera s/o Sh. Ashok Kumar Ajmera[Name of the Deponent], the above-named deponent, do hereby verify that the contents of the above affidavit are true and correct to the best of my knowledge and belief. No part of it is false, and nothing material has been concealed therein.

Verified at Udaipur on this [30th] of [August], [2024].

(Signature of the Creditor/Authorized Signatury) as SIGN/MARKS/PHOTO/THUMPS

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CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON THE FINANCIAL INFORMATION AS OF 3078 SEPTEMBER 2024.

To the Board of Directors of FIBCORP POLYWEAVE PRIVATE LIMITED

Dear Sir,

We have examined the attached

- 1 Financial statements of Fibcorp Polyweave Private Limited ("the Company"), which comprise the balance sheet as at 30th September 2024, and the statement of Profit and Loss, Statement of changes in equity for the period ended 30th September 2024 and the summary of significant accounting policies and other explanatory information, as approved by the Board of the company at their meeting held on 22th October 2024.
- 2 The Company's Board of Directors is responsible for the other explanatory information. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.
- 3 The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or effect.



CHARTERED ACCOUNTANTS

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

4 Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.



CHARTERED ACCOUNTANTS

 Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

- 5. Based on the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and



CHARTERED ACCOUNTANTS

(c) Based on such audit procedures that the auditor has considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.

For Ajay Paliwal & Company.

Chartered Accountants Firm's Registration No.012345C



CA Ajay Paliwal Proprietor

Place of signature: Udaipur Membership No.: 403290 Date: October 22nd, 2024 UDIN: 24403290BKHGEP7611



HAVANCE SHEET EC	OR THE R	ALF YEAR ENDED ON 3	10 00.2024
#ALASSE /#INC.CO		Half year Ended "Amount in Ha"	Year Ended "Amount in Be"
Particulari	Note	30-09-2024	31-03-2024
ASSETS			
(1) Non-entrest essets		E-THREE BUTCHER	
(a) Property, Plant and Equipment	-3-	78.96.917.48	80.32,035.40
(b) Carital work -oProgress		1,4	- medagin
(b) Financial Assets	1 1		
(i) Lions		8.0	
(ii) Ohm.	7.4	7,83,150.00	7,83,150.00
(i) Deferred lax moons (net)	2	100	1,01,294 60
(j) Other man-current materia	100		PAN ACT
(2) Current essets			
(a) Inventories	6.	11,11,85,053.31	9.53.70,385.60
(b) Financial Auszia	20.55	SAANISA SEE	
(i) Investments	1000	Transmission (Co.)	Water State of the
(H) Trade receivables	7	2,23,23,755.42	1,41,94,341,29
(sii): Cash and cash squeedens	185	8,15,056.63	3,02,102.15
(iv) Bank balances ofter than (iii) above	1700	eranno Tim	0.000 cm (12.00)
(v) Leans	- 4	2,06,000.60	1,86,000.00
(vi) Others		* *	
(s) Convent Tay Aleets	10:	40,261.90	-
(d) Other current assets	11.	57,84,505.65	94,74,858.50
Total Assels		1439,343995.37	12,85,54,266.54
EQUITY			
(a) Equity Share Capital	(32)	66,43,000,00	66;43,000:00
(h) Other Equity	13	2,63,66,393.13	5,63,56,819.00
And amount surprise	1.00	77.07.00	44.44
LIABILITIES			
(1) Non-current liabilities	1 1		
On Financial Limbibities	1 1		
47) Diarrowings		A STANCE OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PA	2.50
(i) Deferred tax Unfailty (net)	2:	4,53,648.44	1.0
(2) Current liabilities			
(A) Frometal Lightities		A 201 TA 201 TA	4 55 66 983 7
(1) Horrowings	14	3.71.36,931.73	4,35,00,985.7
(ia) Lunne liabilities			
(ii) Trade payables			
(A)Total outstanding does of micro emergeises and small		n nest l	Vb.
enterprises (D) Total outstanding their of creditors other than insure	74	1,80,74,894.42	1,33,73,760.55
control and small enterprises	15	15/15/15/15/27	No. of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of the last of
(i) Other financial hubilities other than three specified in item(c)		4	
(b) Other current limbilities	016	68.77.376.63	38,15,201.1
103 Prestajena	17	32,80,751.00	24,28,038.00
(d) Corrent Tay Lisbilities	38		4 22 426 (2
	4	77.40.40	
Total Equity and Liabilities		14,90,34,995.37	17,88,54,766,94

See accompanying notes to the financial yourments

110.54

As per our Audit report of even date attached.

for and on behalf of: AJAY PALIWAL & CO. Chartered Accountants FRN, 012345C

AJAY PALIWAL Proprietor M.No. 403290

Litaipur October 22, 2024 UDDS

schulf of the Board

itii Ali Moti. Director

DIN No. 07876224

nema Mon Director

DIN No: 07576195

FIBCORP POLYWEAVE PRIVATE LIMITED STATEMENT OF PROFIT AND LOSS FOR THE BALF YEAR ANDED ON 2029-2024 Half Year Ended Year Kusted 31.40.2024 Pertinant Aminust in Rupon American Hujeur 1. Westpring from reportions TH 13.03/92.034.53 31,24,07,112.65 UAT, 116.23 II - Other mustel 20 3,79,179-65 18/07/21/211:49 53-372-54-828-87 III Total Income (U.II) PC - Exponer Cont of Materials accounted II M,18,49,388.30 19(17)81,237.54 12 1.18.39.219.40 4,81,65,746,34 Playfranes of Straft in Youls DARALS23.585 (181,17,121,81) 22 Chartges in involuntias of finished goods Work-to-entertar and Stock-in-Trade L87,79,369.16 2.97,52,702 (4) Taging as beseful exprore 24 28 28,24,773.00 94,29,623,09 Timenor youts. Deprogration and experiention expresse я VLAHCHICT AND J1 42:180:33 26. 3,94,23,325,49 7,43(10),757.44 Cities expenses 32.66.79.034.82 14,92,38,289.79 Tend expenses 17,72,821.36 11,21,302.08 V. Profit beliefs incoptional items and loo(IB-IV) VI. Exceptional tuess 11,25,002.05 VII Profityless | before the (V-VI) 13(22)(13.36) VIII. Yav expense: 17 6,86,704.30 17.88.124.00 (1) Current too II 6,47,042 04 7:21.545.00 (2) Defunding DC. PreSiglocobic the period from monthining symming (VE-VISI). 2,09,373.55 26,16,173,85 X. PortXVLoo() from important operations. XI Tax experies of discontinued eparations 301 Profit (bus) Note Escontinued appropriat (X-XD) MIR Peddigless) for the period (IX+301)-239(373)35 28,35,133,05 2017 Other Comprehensive Incomp. A(to lives that will use be applicabled in great as her-(ii) locate tax relating to Hern that will not be reclievalled to profit or loss B(r) from that will be mehantified to provi or loss NV. (iii) Income his relating to now that will be reclassified for graft or loss 3CVI. Yould Comprehensive Treasure for the period (MIH-XIV) (Comprising profit (less) and other Comprehensive Income for the period) 239(3713) 29,15,133.05 XVII fiamings per egery shares for continued Operation). 2.19 39.38 O'l. Rosso 28 28 \$3.9 3938 (Z) Delayed XVII. Earnings per equity share (for discretioned Operation): DY Bank (2) Dilmst XVIII Eleverya per equity shap, (for discontinual A continuing eneration) 2978 [13 Trail/ 24 3,13 2.13 29.38 (2)/Dikerd 24

Sec.

As per our Audit report of even data stracked.

for and on habits of: ASAY PALIWAL & CO., Chartered Accountants PRS 10/23/95:

AIAY PALIWAL Propositor

M.No. 403040 Udaigne, October 23,3804

UDDE.

ting and on behalf of the Board

Spetture Ali Shori Director DIN No. 07176234

Din No. 07879195

Uln.54

FISCORP POLYWEAVE PRIVATE LIMITED

CREAL PLOW CONTRACTOR FOR THE PERSON MINORITY OF SHARLINGS.

Se Sin		Half Year Ended 30.09/2024	Year suded 31.03.2024
4	Cash Flow from Operating Activities		
	Not Profit before tax	15,22,921.39	51,25,862.05
	Adjustments for:		
	Depreciation	0,44,437.99	23,42,183,33
	Interest and Financial Charges	18,24,273.00	56,20,623.00
	Interest and Dividend Received	100000	100000000000000000000000000000000000000
	Misc. Balance Written off	172.61	10,041.62
	Gratuity and leave encastment	32,80,751.00	34,78,034.00
	Foreign Exchange pain / loss	3,58,886.63	12,99,653.56
	Other income	>20000000000000000000000000000000000000	
	(Profit)/Loss on sale of property, plant and equipment		
	Operating Profit before working capital changes	89,31,892.62	1,68,76,327.56
	Adjustment for Changes in Working Capital:	THE PROPERTY OF	AVE MOTOR
	Decrease/(Increase) in Trade Receivables	(94,89,300.76)	4,12,12,012,63
	Increase/(Decrease) in other current habilities and provision	42,00,074.85	(10,54,644,35)
	Increase / Decresse in Linin	(20,000,00)	(1,11,000.00)
	Increase/(Decrease) in Trade Payables	12,20,183.07	(1,49,02,060.51)
	[/crease/(Decrease) in other assets	36.81,747.45	(20,39,073.37)
	Increase in tax assets	[49,561.90]	Sentition and annual
	Decreme/(Increase) in Stock	(1,58,14,668.31)	[1,96,26,474.40]
	Cash Generated from Operations	(81,29,433.59)	2,13,53,107.76
	Dicame Taxes Refund / (Faid)	13,13,347.04	25,05,669.00
	Net Cash Inflow /(Out Flow) from Operation (A)	(74,42,781,42)	1,69,45,438.76
	Her case sunow y four From J train opinion (m)	Contable and contable	SERVICE THE PROPERTY.
	Cash Flow from Investing Activities:		
	Sale of Plant & Machinery	3,73,214,13	95
	Purchase of fixed assets	(11.62,529.20)	(0,45,878.02)
	Security disposit given	Grand Control	(17,000.00)
	Interest received		***************************************
	Net Cash Inflow/(Outflow) from investing Activities (B)	(7,89,315.07)	(9,62,878.02)
	Cash flow from Financing Activities	3000	
100	Net increase / (Decrease) in Short term barrawings	525	0.1
	Proceeds From shares issue	54.6	
	Net increase / (Decrease) in Short term borrowings	42,05,800.00	182,00,000.00
	Other income	(122.01)	(10,041.62
	Interest Paid	(28,24,273.00)	(56,20,523,00)
	Net Cash Inflow / (Out Flow) from Financing Activities (C)	13,75,104.99	(1,38,30,664,62)
		- Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction of the Contraction	
	Net Increase/Decrease in cash & Cash equivalents (A+B+C)	(68,36,991.50)	40,51,896.12
	CASH AND CASH EQUIVALENTS		
	As at the beginning of the year (Rofer Note 9)	USD STATE OF THE	HUMANA SAMA
	Cash & Cash equivalents	3,02,102.15	23,008,00,11
	Cash Credit	1,92,66,985.77	2,41,47,580.40
	As at the end of the year (Refer Note 9)	THE STANDARD OF A COLUMN	
	Cash & Cash equivalents	8,15,056.61	3,02,102.15
	Cash Credit	2,86,36,931,73	1,92,66,965.77
	Net Increase/Decrease in cash & Cash equivalents	(68,56,991,50)	40.51,896.12

As per our Andit report of even date attached.

1. The Court Flow Discovered has been proposed in accordance with the "instruct Matters" specified in the Indi-AS-7-"Statement of Court Flows".

for and on behalf of ATAY PALIWAL & CO., Charterst Accountments

AJAYPALIWAL Properietor: M.No. 403290 Udaipur, October 22,2024 10001

for and an heighful the Board

Murtace Na West Director

CM174e 97879224

DOWNER GRETS INC.

FIBCORP POLYWEAVE PRIVATE LIMITED

House, or the Pleanetal Statements.

L.Composes Information

Filtering Polyvegare Provide Literard (FPNCE) is a present control Company detention in that and 16 incorporated under the providence of the Company's Act, 2012. SPNCE is organized in the manufacture of the providing selection of production resource of 5000. ME. The manufacturing organizes are control of Odegoe (Reportsor). The PP Wisson Bugs and eache find applications in the publing of control, when the grains are

2. Significant Accounting Policies

Statement of Compliance

These flaces, of microscope have been prepared in accordance with Indian Accounting Standards (Ind.AD) mellion under Section 113 of the Companies Air, 2013. The florancial assessment have also been prepared in accordance with the other and procedurates requirements of the Companies Act, 2013.

Basin of Preparation

The Districted distributes are prepared in accordance with the Especial cost convention, except for events from that are received at Ear values, or explained in the accounting policies.

Fair Value is the price that would be received to sell we used or paid to transfer a flability or an orderly transactive horizon rewhet perteriporate at the wasserment that, regardless of whiche that price is directly observable or activated using another substant technique. In extensity the fair value of an activative a flability. The Company takes transactive of the creat or training if reader parteryweek would take these characteristics that account when pricing the activate at the consumerated date. Fair value for measurement and / or disclosure purposes to these flavoral supposes to the characteristics to determined on work a tigot, except to characteristic transactives that are within the scape of fair for the fair characteristics that are within the scape of fair AN 116 — Leaves, and reconstraints that have some similar transaction to fair value, such as an realizable value in fair safest fair are ten fair value, as an realizable value in fair and a fair or value.

The preparation of financial examines in continuity with half AS requires management to make judgments, notioned an exemptions that offer the applications of the assumeting privaces and the reported amounts of major and half-lines, the disclosure of continuous and half-lines or the disc of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results and define from those astronomy. The exemption and ambientlying assumptions are recovered on an ongoing hank. Revisions to accounting astronomics are exceptions for the provide of the average and of the revision and fation pursues of the average both accounts of the revision and fation pursues of the average both

current and future private Operating Cycle

All assets and fundation have been classified as current or survention as joir the Correspon's normal opening explicated and other emeric art said to the Semedials III to the Companies Act, 2013 and Ind AS 1 - Presentation of Fourieral Statements based on the mature of products and the time between the acquisition of access the processing and their realisation in each and each expensions.

Property, Plant and Equipment - Tangible Assets

Property, giant and experience are stated at core of sequention or construction inconversables depreciation and impairment, if any

Cost to realistics of instant fleight, dation and taxes and incidental engances reliand to appainting. In respect of motor grayests mechanic tomorrows.

related ore-operational expenses from part of the raise of more expetations. Expenses expelleted that he hade applicable becoming controller qualifying

arrent, if now All on gradients' enhancements are charged off as two man expenditure action may being similar eigenfactor additional benefits.

An inor of property, plant and enorpment is deepengment upon disposal or when no fature processes breakle are expected to accoming their the command

one of most. Any gain or less serving on the disposal or entirement of an idea of property, place and equipment is distributed by the difference between

the caller processfu and the carrying arrowing of the about and in recognisind in the Supported of Profit and Cond-

Depreciation of these assets commences when the assets are ready for their imended use which is generally an economistating. Terms of property, place

and equipment my depreciated in a meaner that associates the cast (or other amount administral for cast) of the association commissioning, less the

residual relies, over their market lives an appealant in Tides Dale II of the Componen Sax, 2017 on a strength line basis. Land is not depreciated.



The estimated useful lives of property, plant and equipment of the Company are an follows:

Buildings Plact and Equipment Furniture and Fixtures 20 Years 15 Years 10 Years

Vichitaires

10 Years

Office Supposed 3 Years

Property, plant and equipment's residued values and useful lives are reviewed at cash Usdance Sheet date and changes, if any, are treated as changes in accounting estimate.

Introgible Assets

Intangible Assets that the Company amiliate and from which it expects future economic benefits are depositsed upon acquisition and measured initially:

- a, for assets acquired in a finalises combination or by war of a government grant, at fair value on the date of acquisition/grant
- for apporately acquired aimers, at max comprising the purchase price (noticing super) duries and numericalist taxes;
 and directly applicable state to prepare the asset for its intended use.

internally generated assets for which the cost is clearly identifiable are capitalised at cost. Research eigenditive is recognised as an expense when it is incurred. Development tooks are capitalised only after the technical and reconcernal feasibility of the cost for sale or case has been emblished. Thereafter, all directly attributable expenditure incurred to prepare the state for its invended use are recognised as the cost of such assets. Internally generated brands, we taken and customer late are not recognised as intengible assets.

The useful life of an antingfule esset is considered limits where the rights to such assets are limited to a specified period of time by contract of law (e.g., patricts, licenses, trademarks, insurfuse and servicing rights) or the Birdihood of trebunal, technological obsolescence in g., computer software, design, prototypes) or commercial administraces [e.g., leaver known branch are chose to which adequate marketing support may not be provided). If, there are no such boundations, the useful life is taken to be indefinite, interagible mases that have finite lives are nemeticed over their extinuted useful lives by the straight line method unless it is positival to refullity determine the pattern of benefits arising from the usert, he enoughle most with an indefinite market life is not amortised.

All intungible assets are texted for impairment. Amortisation expenses and impairment leaves and reversal of impairment losses are taken to the finitement of Profit and Loss. True, other initial recognition, an intocapitis asset is carried at its cost

less accumulated amortization and f or impairment bases.

The useful lives of intergible assets are reviewed convolby to determine if a reset of such useful life in required for assets with finite lives and to confirm that however are incommon to support an autefailte useful life assessment for assets an identified. But of our creates, the medial life implement or the medial life assessment may change been technique. The impact of most change is accounted for mean charge to accounting estimate.

Impairment of Assets

Impairment loss, if any, is provided to the extent, the currying amount of assets or cash generating usurs exceed their recoverable amount.

Recoverable amount is higher of an asset's net setting price and its value in use. Value in use is the present value of estimated flature cash flows expected to living the continuing use of no exact or dust generating unit and flow its disposed at the end of its useful life.

Impaltment leases ranguised in prior years are reversed when there is an indication that the impairment limbes ranguised no longer exist or have decreased. Such reversals are recognised as an increase in carrying amounts of assets to the extent that it does not exceed the encrying amounts that would have been determined inex of amortization or depreciation) had no

impairment line been recognised in previous years

Inventories

towerrories are stated at lower of cost and not realisable value. The cost is calculated on weighted sectage method. Cost comprises expensiture incurred in the nectaal course of humanes in bringing such inventories to its present location and condition and includes, where applicable, appropriate resolvants based on normal level of activity. Not realisable value is the estroaced selling price less estimated costs for completion and sale.

Obselve, slow moving and defective inventories are identified from time to time and, where necessary, a previous is made



Pereign Currency Treasactions

The functional and presentation our ency of the Company is Judian Ruper.

Tominactions in facelgic correctory are accounted for at the explange rate prevailing on the transaction date. Gauss/ losses

arising un artiferrors at also on translation of done ary fietts are congressed to the Watersont of Profit and Luca.

Exchange differences arising an unavotary terms that, in nationary, firm part of the Company's not investment in a feetige.

operation (having a functional currency other than busine Super; are accumulated in Fareign Currency Translation Reserva-Financial instruments, Financial assets, Financial Habilities and Equity instruments

Figure is much and formers tabilities are recognised when the Company between a purty to the contractual partitions of the relevant matrixment and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of francial assets and financial liabilities introduced between the fair value or initial energiation of financial assets or financial assets or financial assets or financial assets that require delivery of assets within a time financial assets by regulation or convertions in the market place (regular way trades) are recognised on the trade data, i.e., the data when the Company commits to purchase or sell the saint.

Financial Assets.

Recognition

Financial assers include Investments, Trade receivables, Attending, Security Deposits, Cush and code equivalents, Scotassers are initially recognised at transaction price when the Company becomes party in contractual obligations. The

transaction price includes transaction mers unless the asset is being fair valued through the Bistemper of Pedit and Loss.

Classification:

Management determines the classification of an axast at initial recognition depending on the purpose for which the axacts

were acquired. The subsequent measurement of Souncial assets depends on such classification.

Financial meets are classified as those measured at:

 (a) amortised cost, where the figuroist users are held sobily for extention of cash flows aroung from payments of principal and/or interest.

the fact value through other comprehensive income (FVTCCE, where the Enumeral assets are held not only by collection of costs flows actions from payments of principal and torrests but also from the sale of such assets are subsequently impoured at fact value, with unrealised gains and house arraing from changes in the fair value being recipitated to either comprehensive forms.

(c) his value through profit or loss (PVTPL), where the ease's are managed in arrandance with an approved investment strategy that triggers jurchase and sale decisions based on the fair value of such assets. Such assets are schanquosily measured at fair value, with unrealised gams and houses arising from changes in the fair value losing recognized in the Statement of Profit and Lass in the period in which they arise.

Trade receivables. Advances, Security Deposits, Cash and coab equivalents etc. are classified for measurement at anurhood soot while investments in an order and of the adversarial classes. However, in respect of particular investments in equity instruments that would otherwise by measured at fair value through positive has, an irrevocable election at initial ecognition may be made to present subsequent changes in fair value through other comprehensive incurse.

Corpulaments

The Company quarters at early reporting data whether a financial user for a group of financial assets) such as investments, trade receivables, advances and accuratly deposits beid at uncertaint cost and financial assets that are measured at fair value forough other comprehensive fromme are regised for impairment based on evidence or information that is available without undue cost or effort. Expected credit larges are assessed and has allowences recognized if the credit quality of the financial must have determined against ance initial recognition.

Reclassification: When and only when the business model is changed, the Company shall reclassify all effected financial assers prospectively from the reclassification data as subsequently measured at amortised cost. Dur value through miner competitionive income, for value through profit or loss without restating the previously evergenced gams, because interest and in terms of the reclassification principles laid shown in the laid AS relating to Financial leatroneers.



Do-recognition: Financial masts are development when the right in vector cash flows from the assets has expired, we have been transferred, and the flow property and the formation of the property of the mast is one that is measured at:

(a) apportised ones, the gate or less is recognised to the Statement of Profit and Long.

Do for ealer through other comprehensive income, the cumulative har value adjustments previously inless to marrow are reclassified to the Statement of Profit and Assa unless the about represents an equity investment in which case the computative for value adjustments previously taken to reserves is reclassified within equity.

Lanner Hennguitten:

furnish income is recognized in the fitatement of Profe and Loss using the effective interest method. Decidend income is

recognised in the liturement of Profit and Loss when the right in rectors decided is established.

Financial Liabilities

Becomings, trade payables and other financial Labdones are initially recognised at the value of the respective contractual abligations. They are authorizedly measured at amortised cast. Any discount or promising an indexpense / settlement is recognised to the Statement of Profit and Loss as finance and over the life of the liability using the effective interest method and adjusted to the liability figure discloses for the Balance Street.

Financial liabilities are derecognized when the liability is entinguished, that is, when the contracted abbiguities is discharged, cancelled and its expiry.

Offsetting Financial Instruments

Measured seems and liabilities are offset and the not amount is included in the Helianny Short where there is a legally enforceable right to offset the recognized amounts and there is an industries to settle on a net basis or realise the asset and south the liability sometimously.

Equity Instruments

Signify instruments are recognised at the value of the proceeds, per of direct costs of the capital issue.

Estruit

Revenue is measured at the fair value of the consideration increed or receivable for goods supplied and services rendered, not of services and discounts to continues. The employ college Doods and Service Tax (GST) on behalf of the government and, therefore, these are not concerne benefits flowing to the company. Hence, they are carbolist from revenue.

Revenue from the sale of goods in recognised when algorithms risks and research of ownership/control have been transferred to the quantum, which is mainly upon delivery, the amount of researce can be measured reliably and recovery of the consideration is probable. Revenue from services is recognised in the periods in which the services are rendered.

Gevernment Grant

The Company may receive government grams that require compliance with carriain conditions related to the Company's

operating activities or are provided to the Company by way of Rospetal assistance on the basis of extrain qualifying criteria.

Generalizati grants are recognised when there is resonable assurance that the grant will be received, and the Company will

comply with the conditions attached to the grant. Accordingly, government grants:

(a) related to or used for assets are included in the Balance Sheet as deferred income and recognised to income over the quefit life of the assets.

(b) related to incurring apecific expenditures are miner to the Sastement of Fraid and Leas on the same limit and in the same periods as the expenditures incurred.

on by way of financial aminimance on the holes of certain qualifying protects are recognised as they become recovable.

In the unlikely event that a grant previously recognised is ultimately not received, it is treated as a change in relimate and the amount consultancely recognised is expensed in the Statement of Profit and Long.

Employee Bonefits

is Short-term Employee herefly Liabilities for wages and salaries implicing notinametary benefits that are expected to be settled wholly within recipe months after the end of the period in which the employees recibes the related service are threaded as short term employee benefits and are recognized as an expense in the Statement of Profit and Lons as the related service is previoled. A liability is recognized for the amount expected to be paid if the Company has a present legal or reconstructive obligation to pur this period as a result of past service provided by the employee and the obligation can be estimated reliable.

Initi Past-KingSeyment Timetire Defined Contribution Plans

Perments made to a defined contribution plan with as President Plant measured with Regional Resident Fund Office and

Superconnuction Fund are charged as an expense to the Statement of Posts and Loss as they fall due.

Defined Senelit Place.

Grenainy Panif.

The Company has an abligation towards granuity, a defined benefit returness plan overring sligible employees. Overally is

payable to all slighte employees on death or on separation? termination to terms of the provision of the payment of the

Gravatly Muserdiment Act, 1997 or as per the Congress's achieve whichever is more beneficial to the employees.

Prevident Fuzzl

The contributions in the Privident Fund of employees are made to a Government administered Privident Fund and there are no further utilizations beyond making such contribution.

ivi Other Lung Texas Employee flenetits.

The habilities for carried leave and sick lower are out expensed to be settled wholly within 12 matrix after the end of the period in which the supplyees render the related service. They are therefore excaused as the present value of superied future payments to be read in respect of services provided by the captayons upon the rail of the reporting period using the present unit crotic method.

Re-monaurocents are recognised in profit or less in the period in which they arese. Accuratel gams and losses in traject of

such besefits are charged to Discement of Profit and Less in the period in which they arise.

Taxes on Income

There we income comprises of current taxes and deterred taxes. Current can in the first meet of Profit and Loss is provided

as the amount of his people in region of bundle increase for the period using his rates and his laws enamed during the

period, together with any adjustment to tax psychia in respect of pryvious years.

Deferred tax is recognised on recoperary differences between the carrying simulate of exacts and liabilities and the sometime insertion purposes (can base), at the tax races and tax lows ensured or substantingly eminted by the reporting period.

Deferred tax assets are recognised for the future tax consequences to the extent it is probable that future taxable profits will

he conflictive against which the deductible temporary differences can be utilised.

because tax, in an for an it relates to thems disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

Deferred too assets and liabilities are offset when there is legally enforceable right to offset current too assets and liabilities and object the deferred has believed as the same treation authority. Current tax assets and has believe are offset where the entry has a legally referreable right to offset and intends patter to settle on set busis, or in realise the asset and settle the bability according to a realise the asset and settle the bability according to a realise the asset and

Claims

Claims against the Company not anknowledged as debts are disclased after a caceful evaluation of the facts and legal aspects of the matter presided.

Provisions

Provisions are resignized when, as a yeash of a past event, the Company has a legal or constructive obligation; it is probable that an auditor of resources will be required to settle the obligation; and the amount can be reliably eximpeted. The amount so recognized to a least estimate of the consideration required to settle the obligation at the reporting date, taking anto account the risks and uncertainties surrequiring the abligation. In an event when the time value of namely is material, the provision is carried at the provision value of the costs flows extinuited to settle the obligation.

Financial and Munagement Information Systems

The Company's Accounting System is designed to comply with the relevant proclaims of the Companies Act. 2013, to provide financial information appropriate to the businesses and factions insernal Control.



The of estimates and judgmments.

The preparation of financial scirenessis in conformity with generally accepted accounting principles requires management to make extendes and maximizations that affect the reported accounts of anoths and finitions and disclosure of contingent liabilities at the state of the financial surressents and the results of operations during the reporting period end. Although these commutes are knowledge operations of current events and actions, actual results result differ from these commutes.

The nationality and underlying assumptions are reviewed un an auguing back. Nevisions to accounting estimates are recognised in the period or as the settings is revision affects only that period, or as the period of the revision and future periods if the revision adjuta both current and future periods.

A. Judgements in applying accounting policies

The jurgerments, apart from those involving estimations (see note below), that the Company has made in the process of applying its amounting policies and that have a significant effect on the amounts recognised in these financial statements perfact to useful life of intengible asserts. The Computy is required to determine whether its intengible asserts have indefinite or finite life which is a subject matter of judgement. Certain trademarks have been considered of lowing on indefinite useful life taking aris across that there are no technical, technological or commercial codes of elselescence is localision under configurat or law. Other trademarks have been amortised over their methol economic life. Selections to the financial varieties.

B. Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of semimous succertainty of the end of the reporting posted that may have a significant risk of counting a material adjustment to the carrying amounts of astels and lightfures within the next disanctal year.

1. Uneful lives of preperty, plant and equipment and intangible assets:

As described in the significant accounting policies, the Company reviews the estimated useful lives of property, plant and

equipment and intangible masts at the end of each reporting period.

2. Pair value mensurements and valuation processes:

Some of the Comploy's assets and liabilities are sensured at fair value for financial reporting proposes. In extracting the fair value of an auset of a liability, the Company uses murker-observable data to the extent it is available. Where Level 1 reports are not available, the Company engages third party natures, where required, to perform the valuation, information about the valuation techniques and impute asset in transmising the fair value of various mosels, liabilities and share based payments are disclosed in the natural to the financial attractions.

3. Actuacial Valuation:

The descrimination of Company's Daladry towards defined benefit abligation to employees is made through independent actuarial valuation including descrimination of amounts to be recognised in the Statement of Profit and Less and in other comprehensive income. Buth valuation depend upon assumptions determined after taking into account inflation, amounty, promotion and other relevant factors such as supply and driven in the employment market, information about such rationing a provided in colors to the financial statements.

4. Cialms, Provisious and Contingent Liabilities:

in the case of intentions where an outflow of funds is believed by he probable and a critable estimate of the outcome of the disputs can be made haved on consegnment's assessment of specific thromosomers of each dispute and relevant external advice, immagnized provides for its best estimate of the liability. Such accounts on by mature complex and can take number of years to resident and can involve estimation, uncertainty. Information about such litigations to provided in notes to the financial statements.



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CENTRAL CRESSION

Note: 12

Statement of Changes in equity

A. Equity Share Capital

(1) Current experting period-30/99/2024

Bibmor at the beginning of the current suporting period	Equity Share	Restand belance at the beginning of the current reporting period		of the content
6643000	45	66(43,000.00	0.00	68.43.000.00

(2) Previous reporting period

As at 31/03/2021

Bulance at the beginning of the current reporting period	THE RESIDENCE OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF THE PARTY OF T	Restand belance at the beginning of the carrier exporting period.	Bullion C. J. I. March T. 2010 F. Gulley, College,	of the current
6043000		- 50,47,000,00	8,00000.00	56,43,000.00

Particulars	Capital Rasigne	Securities promium	Other Reserves(specify nature-Capital Supplie)	Retained carnings	Total
Bolance as at 31/03/2024		3.80,91,975.00	2000 Marie	1,82,85,744,60	3.63.36.XIV.60
Pyofit for the year		- A-Million		2.09,573.55	2,09,573.55
Other comprehensive income					
Restated balance at the beginning of five reporting partied					
Timil Congraheurien iscome for the year			-		
Helman as at 30/19/2024		3,86,91,975.00		7,84,75,318.15	5,65,86,393,15
Balance as at 31/03/2023		3,80,91,075,00		1,86,89,611-55	3,37,40,686.55
Pyoth for the year.				28,16,133.03	26,16,133 (0)
Other comprehenove income		1.0			
Restated balance at the beginning of the reporting period					
Total Comprehensive income for the year					
Bultance at at \$1,000/2014		3,80,91,675.06		2,82,65,744.60	3,63,36,819,60

for and sec behalf of ALAY PALIWAL & CO., Chamernil Accountment FRN: 012345C

AJAY PALIWAL Proprietor M.No. 403290

Udaipur, October 22,2024

UDIN:

For and we behalf of the Doved

Mertaza Ali Moti

Director DIN No. 07876224 DIN No. 07876195

Director

FIBCORP POLYWEAVE PRIVATE LIMITED

For the Period enders on 30-09-2018

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Particulary	Office Beilding	Plant and Equipment	Furniture and fixtures	Vehicles	Office	Labieratury npidpmont	Electrical Installations and Equipments	Competer	Total
For the period audiof Sep. 2924							- CITCOLING		
GROSS CARRYTNG AMOUNT									
Opposing Gross Carying Amount	8,88,787,12	91,84,339,93	36.33,436.81	4,69,286,95	17,21,140,73	2,99,500,00	31,11,488,67	12,881,761,44	1,93,99,555,70
Additions		7.19.320.00	3.30,030,36			The state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the s	27,000.16		11,45,529,10
Dispositivitalinement		6,16,785.00							
Closing Gross Carrying Amount	8,50,7117,23	12,43,074,93	30,13,436,01	4,49,288,95	11,21,340,73	3,99,540,00	31,39,458.43	12,08,781,34	1,99,45,399,56
ACCUMENTED DEPRECIATION									
Opening Assimilated Depotabilities	3,47,525,73	41,74,946,65	16,17,286,76	3,19,399,78	1,310,74,47	2,44,886,10	19,28,04/16.44	10,20,315,30	1,11,47,510,36
Occamina ulturgo darring the Person	30,581.34	1,16,700,999	1.573947.67	18,402.13	1,98,948.53	87079	4,55,822 79	59,467,40	9,44,437,99
Dispositificationmin		2,43,870,87							1,40,5710,97
Childy Accomplaint Dependation	338,813.99	EL48,096.77	17,714,334,34	3.38,311.87	111,37,018.38	2,56,305.48	26.75,880,23	10,716,809,10	1,29,48,347.43
Net Carrying Amount	6,12,633.33	39,94,978.16	12.79,101.62	1,38,479,000	6,54,065.73	43,196.52	0.585,565.00	120,391.74	38,56,913,48
For Vene enided Mayorh, 20124									
GROSS CAMBYING AMOUNT									
Opening Orașa Carying Aditual	R.Stt.707.33	96,31,311,80	24,08,031,05	4,09,380.95	11,46,564.46	3,995,540,00	31,12,438.42	14,29,007,45	1,54,53,677,48
Addicents	2	47,812,69	225,216,76	200.001111.	42457627	- CONT.	STATE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE	1,28,484,19	9,45,878,82
Disposable Astgusteams								The second second	
Clasing Genss Carrying Amount	8,50,707,12	31,014,339,93	36,33,426,81	· (14年12年1989)	17,21,346,23	2,91,501.00	31,13,458,62	11.68,781.44	1,93,99,585,70
ACCOMPLAIND BEPRECIATION	The state of the state of	The second second	Control of the Control		100000000000000000000000000000000000000				
Opening Assorbibliof Democration	1,48,006,13	43,19,334,35	13,56,116,39	2,47,839,41	3,86,895,54	2,52,545.66	15,83,512.45	8,56,685.54	190,004,330,07
Deprocessing dange during the Period	67,516,69	8,55,032.40	3,17,179,37	52,346,34	4,51,956.53	17,314.54	4,11,985,79	1,63,612.74	21.42,83.13
Driposidis/Augmentis									
Chaing Attenualising Depriciation	2,91,522,72	51,74,966.85	14,17,288.74	3.19,390.73	E3K07647	2,49,683,16	1925 DAR 44	大学の世界	1,43,47,538,30
Net Carrying Amenad	6.43,134,49	85 S15 95 95	10,18,149.05	1,49,381,39	8.83.564.28	49,649,86	11.42.389.18	1300305.14	86.12.035.40



(ii) The Company has not revalued its Projecty, Plant and Equipment.
(iv) The Company has not revisional its intangable posts.
(iv) The Company door not here capital with its progress.
(ii) There is no intangable mates under development.



CA

HR JAIN & Co

CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM STANDALONE FINANCIAL RESULTS

TO THE BOARD OF DIRECTORS OF SAH POLYMERS LIMITED

- 1. We have reviewed the accompanying statement of unaudited financial results of Sah Polymers Limited (the "Company") for the quarter ended September 30, 2024 and year to date from April 1, 2024 to September 30, 2024 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
- 2. The Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Statement has been approved by the Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
- 3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that convolud become aware of all significant matters that might be identified in an addit. Apprehingly, we do not express an audit opinion.

CA

HR JAIN & Co

CHARTERED ACCOUNTANTS

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For H R JAIN & CO.,

Chartered Accountants

Firm's Registration No. 000262C

Manoj Jain

Partner

Place of signature: Udaipur

Membership No.: 400459 Date: October 25, 2024

ICAI UDIN: 24400 459 BKENHT 6467

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FOR SAIR POLYMERS LIMITED

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Phase Shipper DAM ONNERS 25, 2024

Regit. Citics: 15-260-261 Mewar Industrial New Medit (Mexicus-31) 5002 CINCLEASE FRATERIZES CONNECT.

Tel: 8054-3410034 Fax too 8054-340034

Denomine of standardore arrors and tabelies (flational Shoot) as par Regulation 33 of the SESS (Listing Chilgathore and Discounter Requirements) Regulations, 2015.
If to baths!

Particular	N	As at 30th September, 2004	As at 31st Mush,2024
		(Unswidtled)	(Audhid)
A	ANSETS		
(1)	Non-current ainers	10170	201121
	(ii) Proports, Plant At Equipment	4902.87	4722.93
	(It) Capital work-in-progress	220.32	52.04
	(x) Goodwit	0	
	(d) Other Intergible Assets	3.33	1.50
	DO Francis Asses		200
	10 Impulment	560.7W	560.78
	(ti) Loca	-	1.30
	(iii) Others	176	227.31
	(I) Other non-current atoms	18.07	5.66
	Total (1)	5879.35	5571.49
199	The state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the s	301.9.49	201,1:00
(23	Current souts	2007	- Section
	Cull investigation	2315.35	2035.57
	(b) I were let Assets	- 4	- 6
	(i) Investments	0	1/1
	(ii) Trade recursolities	2,556,73	7,7,3,7,13
	(iii) Chih and cuit reproduits	109.33	2003111000
	(iv) Nork belances other than (iii) show	1.36	5.110/2003 /5/5
	(1)1 mm	1404.73	3,007,01
	(vi) Others	14.32	5.70
	(G) Circlett Tay Assets (Net).	3838	13.36
	(d) Other current assets	458.37	423.17
	SWITTER TO THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STATE OF THE STA	9672.86	6872.84
	Total Aners (1-1)	32731.73	12394.33
	EQUITY AND LIABILITIES Equity		
	(w) Equity Share Capital	2579.60	2579.60
	(b) Other liquity	5806,70	5752.42
	Patal Equity	8386.30	10332.02
	LIABILETTES		
(1)	Non-current liabilities		III.
379	(a) Financial Liabilities		
	(1) flormerage	712.30	713.00
	(ia) Lean Inhilities	0.00	100 100 100 100 100 100
	(h) Deformal Tayd inhumon (Net)	386.76	185.62
		0.00	0.00
	(c) Obor sur-owner liabilities	897,25	H55.42
100	AND DESCRIPTION OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERT	997,78	. Houses
(th)	Current liabilities		
	(a) Financial Lambries	2000.00	
	(i) Burrawings	2051,98	7153.52
	(in) Letter habities	0.00	0.00
	(iii) Trude payahbra	1000	1-10
	(A) total evanturaling discs of estion anisopous	0.80	0.50
	(N) new restanding dues of craditors ofter	160 71	740.55
	Prior respire instrument and small emergines.	236	2.00
	(Un) Other freehold siletims	100000000000000000000000000000000000000	
	(3r) Other correct Nabilities	432,34	744.01
	ic Provinces	19.15	20000
	323 Current Tan Liabilities (Net)	2.55	15.00
	20 111 200 200 200 1	3468.15	1155.00
	Total Equity and Linbilities	12751.71	17384.33

SAIL POLYMERS LIMITED	
CASH FLOW STATEMENT FOR THE	(T in takins)

Sr.No.	Particulars	Half year ended 30.09.2024	Half year ender 30.89.2023
		Unambled	Unandited
A	Cash Flow from Operating Activities		
	Net Profit before tax	65.50	50.5
	Adjustments for:		
	Depreciation and amortisation	116.66	105.3
	Interest Paid	141.64	135.3
	Interest received	(16.29)	-(4A)
	Unrealised foreign exchange fluctuation on conversion	(42,00)	(0)
	(Froliti/Loss on sale of property, plant and equipment	(0.27)	5.5
	Provision for granity and leave encastement.	10.13	103
	Operating Profit before working capital changes	218.77	264,3
	Adjustment for Changes in Working Capital:		
	Trade Receivables	(293.42)	(672)
	Other current liabilities	158.13	200,2
	Financial fiabilities	(9.11)	0.5
	Low	(296.34)	106.
	Other current financial usects	1111	.00
	Trude Payables	243.00	300
	Other non current assets	(32.39)	637.
	Non Current Vinancial assets	42.62	(97.)
	Other current aniets.	(239.18)	140.6
	Tax acuets	(5.10)	(13
	Inventories	(278,79)	(579.)
	Cash Generated from Operations	(462.31)	(193.)
	Income if exps	7.73	12.3
	Net Cash Inflow /(Ont Flow) from Operation (A)	(476.64)	\$105.2
0	Cash Flow from Investing Artivities:		
	Sale of Property, Plant and Equipment	0.40	- 3
	Purchase of Property, Plant and Equipment	(380.38)	6136.2
	Fixed deposit materal/released	139.52	223.3
	Capital -work-in prospens	(164.34)	CU
	Jament received	16.29	49.1
	Net Cash Inflow/(Outflow) from investing Activities (8)	91.49	84.1
C	Cask flow from Financing Activities	10.000	
	Represent of Scenwings	(147,88)	(324.3
	Dienreing	***	37.0
	Dividend		£1285
	Interest Paid	(141.60)	(0.38.3
	Net Cash Inflow (Out Flow) from Financing Activities (C)	(285.52)	(312.3
	Net Cosh & Cash equivalents (A+B+C)	(668,87)	(792.6
	CASH AND CASH EQUIVALENTS		
	As at the beginning of the year	725.56	29.5
	Less : Cash Credit	1579,44	882.1
	As at the end of the year	163.32	40.1
	Lest : Cath Credit	1624.27	1,634,5
	Net Cash & Cusk equivalents	(548.07)	(752.8



HR JAIN & Co

CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM CONSOLIDATED FINANCIAL RESULTS

TO THE BOARD OF DIRECTORS OF

SAH POLYMERS LIMITED

- 1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of Sah Polymers Limited ("the Parent") ") and its subsidiary viz; Fibcorp Polyweave Private Limited (the Parent and its subsidiary together referred to as "the Group"), for the quarter ended September 30,2024, and year to date from April 1,2024 to September 30,2024 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").
- 2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" (Ind AS 34), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
- 3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of Parent's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

- The Statement includes the results of Sah Polymers Limited (Parent) and Fibcorp Polymers Private Limited (subsidiary).
- 5. Based on our review conducted and procedures performed as stated in paragraph 3

 above and based on the consideration of the review reports of other auditors referred to
 a paragraph of below, nothing has come to our attention that causes us to believe that
 the accompanying Statement, prepared in accordance with the recognition and

310-313, Arihant Plaza, Near State Bank of India, Udiyapole, Udaipur-313001 : 97853 90875 (hr]ainca@gmail.com



HR JAIN & Co

CHARTERED ACCOUNTANTS

measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

 We did not review the interim financial information of the subsidiary included in the consolidated unaudited financial information, whose interim financial information reflect.

(i) total assets ₹ 1490.35 lakhs, total revenues of ₹ 763,136 lakhs, total profit after tax (net) of ₹ 0.85 lakhs and total comprehensive income net) of ₹ .85 lakhs for the quarter ended September 30, 2024, and

 (ii) total assets ₹ 1490.35 lakhs, total revenues of ₹.1507.51 lakhs, total profit after tax (net) of ₹ 2.09 lakhs and total comprehensive income (net) of ₹ 2.09 lakhs for the period from April 1, 2024 to September 30,2024,

as considered in the consolidated unaudited financial results. This interim financial information has been reviewed by other auditors whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associate, is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.

Our conclusion on the Statement is not modified in respect of this matter.

For H R JAIN & CO.,

Chartered Accountants

Firm's Registration No. 000262C

Manoj Jair

Partner

Place of signature: Udaipur

Membership No.: 400459 Date: October 25,2024

ICAI UDIN: 24400459 BKENHU7579

SAM POLYMERS LIMITED

Figure Office: B. 200-201, Never Industrial Netw. Made, Unique - \$1200.5

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Other Hussiania	1/3		31.16			1072.30	212.8
Intal Income (1+2)	3	2461.67	3941.90	2692.71	6423.66	5.195.66	
Depenses	ш						
Cost of Manerials correspond	ш	C0800-314	1,3199,235	CHARLES	0904/62	3204.54	63/01
Sundanese of Block-in Yorks	ш	122.66	54.16	258,10	377.82		779.6
Storgen to inventories of throbad goods	Ш	(23.72)	3491,480	1365.649	-01536	437.35	-678.0
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Smithigen in an Ola digitation Structure control	ш	925.03	79.76	187,07	439.19 192.68	The state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the s	
reproduction and amortization expense	ш	65.32	62.63	20.03	120.12		238.6
Histor expenses	ш	3,160-21	982.50	283,31	3347.75	3463.67	3131.0
Cortad corporations	4	JH45.46	2996.08	2500.33	6.3/2.94	3083.68	
Triffe believe en eptimal brown and paril-41	5	89.21	43.94	36,64	93.42		
Carregiantual Heatin Sould, (Book) Inches Sata (Is-b)	7	28.23	43/91	10.04	0.00 41.12	103.98	135.4
eas The suprise	1.0				_ 47204		A property
Current Tire	ш	2,70		41100	0.86	1.0000000	
Jelemed Tax	ш	374		0.000		7.7 (5.00) (5.00)	
volidiosation the probabilisms continuing operation [7 40]		26.77	28.66	11.42	340,787	72.58	70.5
hofs/Less from discontinued operatorics.	l i	0.00	0.00	46,000	(0.16)	0.300	0.1
ни скргияе и биссопциино прогатания		00.00			0.00		
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9001	ш	66766	4000	25.00	20.00	44.44	-117/0
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N Non-courrolling tomotox.		0.12	74.65	- 8.33	1.03	1865	12.6
Stien Desperántivo fatoria			0.00		1004	10000	7.100
ME to be that will not be enclared and to profit or loss.		25.00	. 23	E 54	77.0	19 529	- 0
liquity instruments through Other Conquerbensive mesons		0.00	0.90	0.00	8,90	0.00	0.0
il commet the marking to fixes that will set be embassified a penfit or lease		0.90	0.10	0.08	0.00	0.00	0.0
NO then that will be recknowled to profit or here by become our relating to item that will not be reclassified to possible home.		6.00	0,00	0.00	0.00	0.00	0.0
Grad Congenteers instance for the provid (KV-KVI) Comprising profit these) and other Comprehensive Income or the period (26-77	29.00	(134)	386.32	72.63	03.2
Attelluctable to	ш	39.35	28,19	31.49	55.34	65.12	79(4)
() Owners of the parent.		8.42	300	0.33	4.00	9.45	366.0
If the total comprehensive success allows, Profit for the year attributable to (П		75,000	0.44	0.00		19.8
Personal of the person		26.38	200,000	(3,16)	35.34	63.12	79.60
Sun quaterfling, interesis	١.	0.42	8.61	0.33	1.03	9.61	12.80
If the total comprehensive tecume above,	ш			100	200	-	- 20
ther compechensive income attributable to :	Н	500			241	v/	
lwaers of the purent becommitting interests		1.0	100	2.4	18	21	- 8
Self-my Espainy fillware Copelial	Ш	2579.60	2379.60	3579.00	2579.90	3579.60	2579.0
oce wither per where # 107 which	ш	100000000000000000000000000000000000000			37237323		in the contract
Aber Equity							3127.0
artings per reguly share; for continued Operating:		Security	40.00	0.00	10.00	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	1,700
1] Blade to Valued		8.13	0.11	0.04	.0.22 -6.22	0.15	0.36
by Estated Carrollage per equally sower that discontinued Operations		30,11	0.34		-6.32	0.15	8.36
II Basin		- 43	- 2	150	3		1
p Dilund		3.4	- 3		8.	1 3	1.0
famings per equity share (for discontinued is economic		194	93			-79	
J) Base:		76.73	0.71	10/89	11.02	0.36	0.30
3) Dibited		8.21	0.11	0.043	8.22	0.36	0.34

Name)

- A This above results have been recreased by the Audit Committee and approved by the Road of Electrons at the monthly build an Electron 26, 2024. The same below additional to Electron by the Electrony Auditors.
- It. There is no exceptioned from
- 3. Segment influentation as per test-A8 198, Operating Segment in the level to American 1.
- 4. This successes is an per Regulation 3.3 of the \$254 during Obligations and Discherary Requirements Regulations, 2013.
- These consolidated forces to results are evolutive on the Company's serials via, www.solips() seem and on the writing of National Black Exchange Contentions committee and DRE Limited (www.forcedia.com).
- 6.The standation financial coulds be the quorter and half year extent October 25, 2029 are numerously believed described from the service are submitted to the Netheral Brock Exchange Limited services and ISSE Limited power basicular, every where the equity shares of the Company are found.

(Pite leither

Participants.	f months amind mirror/color	Proceeding to Trust the smooth 20/06/2024	A Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Company of the Comp	Egyptic for the correct period	124-7	Promise year sinded (\$4,000/2004)
			Elakordised)		30 meadhean	
Total Income	1272.20	2431.30	2679.66	Mr.63.56	9683.73	10205,90
Profit/Down technic nam.	33.69	35.22	41.95	65.90	55.94	84.15
Profitfolial for the period, after box	25.92	28.36	10.23	54.28	53.32	66.35
Other Congrehenier Infranc		- 12	-		-	
Total Congretenave Income for the jeries	23.92	26.36	200.00	57,28	55.32	66.75

for SAN POLYMERS LIMITED

Mes

rinkun Sang Ar Tuliwala Wholtime Director DIN: 00119156

Piner : Udaipur Date : October 25, 2024

SAH POLYMERS LIMITED CONSOLIDATED CASH FLOW STATEMENT Orthor of \$5 Particulars. Half Year ended Half Year ended Sr. No. 30/09/2024 30/09/2023 (Unaudited) (Unaudited) Cash Flow from Operating Activities A 81.12 103.97 Net Profit before tax Adjustments for: Depreciation 126.12 114.47 162.08 Interest Paid 147.29 Interest received 16.29 (67,04) (Profit)/Loss on sale of property, plant and equipment (0.27)18.05 Gratutiy and leave encushment 18.16 Unrealised foreign exchange fluctuation (45.5li)0.44 Operating Profit before working capital changes 357.92 317.18 Adjustment for : Inventories (436.92)(529.01) Trade Receivables (331.18) (437.56)Trade payables 269.97 6.55 Loams (354.55) (147:82) Other financial assets (80.9) (5.66)Other non-current financial assers 51.11 (97.76) Financial liabilities 0.52 (0.11)Other Current liabilities 209.91 197.78 Increase current tax assets (5.51)(1.97)Non-current assets (12.39)(37.15) Other current assets (198.28) 96.29 Cash Generated from Operations (459,11)(638.81) Less: Income Tax Paid. 18.61 18.10 Net Cash Inflow (Out Flow) from Operation (A) (427,72)(656.91)B Cash Flow from Investing Activities: Parchase of Property, Plant and Equipment (304.32) -138.76 Sale of Property, Plant and Equipment 0.40 67.04 Interest received (16.29) -71.03 Capital work in progress: (168.27) Fixed deposit matured/release 539.51 (786.91) Net Cash Inflow/(Outflow) from investing Activities (B) 51.03 (929.66)C Cash flow from Financing Activities Repayment of borrowings. (147.88)(123.01)Increase in horrowings 171.01 Dividend (128.9%) Interest Paid (162.08) (147.29) Net Cash Inflow /(Out Flow) from Financing Activities (C) (309.96)(229.87) Net cash & Cash equivalents (A+B+C) (736.65)(1,815,64)As at the beginning of the year 728.59 1.061.34 1,771.11 Less: Cash Credit 1,123.59 As at the end of the year 111.47 52.83 Less : Cash Credit 1,890.64 1.930.72

(736.65)

(1.815.64)

Net cash & Cash equivalents

Regit Office: E-056-001 Meeter Inquested Area (Medit J. Malgue -013005) CRITICAL REPORT COMMENT

Ernel attributed symmetries with which were subuniverse com-

Tel: 0294-249034 Fac No. 0254-249034 Discreting of concentrated assets and satellies (features Shaet) as per Regulation 33 of the SED Custing Obligations and Discreting Requirements Happinstons, 2015 of th lating)

Psetticular		Arxi:70th Squareful;2024	As at 31st Morch,2024
		(Chearthet).	(Audited)
Α	ASSETS		
m	Non-energy assets		
19775	(at Property Page & Equipment	4979.39	4801.0
	(b) Capital work-in-program	220.32	52.0
	Dr. y Groodwill on consolidation	307.81	2.53,53,79
	Offi Other Totangible Almen	130	110000
	(v) Elitancial Asiate	0.00	
	(i) brownnessta	0.00	0.0
	100 Louis	0.00	1000
	(DiO Others	183.61	234.9
	(б) Обы экинортин дикта	18.07	5.6
	Tistal (1)	573074	3404.4
(3)	Correct useds		7-211-2
7.0	Ou Inventours	8427.19	2000.3
	(b) Limestal Assets	SSEWE	744
	(i) lineauwints	100	0.0
	(iv) Trade receivables	2,579.87	3203.2
	(NO Cloth and costs approximes	231.47	728.5
	(%) Family bidances other flow (ni) slerve.	1.17	540.6
	(v) Lenen	1,101,80	745.5
	(all-Otten	34.32	3.2
	(c) Carrent Tax Arrent (Fig.)	18.79	13.2
	LID Office swood sends	716.18	537.0
	Total (2)	7976.85	7745.0
	Tutul Assets (1×2)	13681.63	13149.3
	EXPLIFY AND LIABILITIES Figure State Capital	2579.60	2579.6
	Oct Other Ugailte	8183.45	7045750000
	Total Equity	8763.05	9706.6
	some entancy	8/03/03	9,00.0
(1)	EXABILETIES Non-current flabilities (a) Financial Liabilities (i) Decomings	712.50	733.0
	(sc) Loan Imbilities (b) Delimal Ted Addition (Net)	189.35	181.4
	(c) Other rem-current Natiffices	-	
246	Current Habitaties	901.65	894.4
(1)	(a) Pinancial Liabilities ((i) Recoverings (in) Leave Natificies	2318-34	2346.1
	(a) Toule payattles. (A) total outstanding dues of micro emerphies.	6.00	W 44
			0.20
	(H) build estimateding disented studioses rather than	3179:30	882.3
	2000 Other financial Brillities	2 18	0.000
	(b) Other current Sabdities	470.89	- 1000
	(it) Providens	51.96	33.
	(c) Current Tax Unfailtries (Net)	2.56	4.2
	Tatal Equity and Liabilities	13681.63	3548.4

Aonesage -1

Topif Office: E-200-201,Mover Industrial Area Motif Distance -313003

CD43/Q29/B319/Q2FLQ9WeEE Emil-19/0/Ballgodynics.com white: www.salys/graes.com

Tell 0204-2400534

Tex Risc 0294-2490534

Consolidated Segment-wise Unswellted Servens, Streets and Capital Employed for the gravity and half your model 10th Segmenber, 2024

(f. in labfre) Particulars 2 months ended Trenesling 3 Petricus year. Concessable, Year to date Vision for divine 30/09/2024 months ended I recetto couled. Eguery for the figures. For the ended 31/83/2024 30/04/20215 pervious person te Osciperstowy District States year 50/09/2023 ended mdod 10.09/2024 10/09/2025 rAuditoli: #Journal Book (Univelled) (Thousand) (bankant) (Unsadified) Segment Berring 3775.64 3627.71 4031.66 1907.39 Manufacturing Pleasible Packaging 2801.02 9,913.36 219.68 122:04 Tracting 13,5 93 ALLAN 99.51 0100.97 22.10 26.83 Viccenting 28.29 39.83 48.33 94.33 3340.86 2910,43 2754 63 4JUL99 5083.29 HL908.30 Total Other Income 90.81 21.18 48.40 121.93 102.18 232.81 3457.67 2741,99 3863,53 6423.66 5185.64 Total theremore 11151.67 Segment results Manufacturing Flexible Puckaging -23.4 (#1.55) (35.34) 234.10 133.601 -3.27 35.17 Trading... 11.68 3.85 3.99 25.37 14:61 18.41 35.18 33.75 #3.62 2 Oyuescong -37.65 -97,37 Total Segment Results 35,60 14.25 -45.84 3.60 Other Income 90.81 31.00 18,00 121.97 102.38 232.81 Profit Schoolses 25.21 45.91 10.04 31.12 103.98 130,44 Provious for tax 54.73 E-34 10.21 31.45 42.93 Profit affect tox. 26,77 29,68 11.42 \$6,37 72.53 92.55 Segment Atrets 1239131 CERTAGE 12,567,37 Manufacturing -Florithic Packaging 1.367.17 12.845 66 12,397 85 Tracking. 140 17 1.134.39 MU4,10 3.3 (4.66 QME 52 712.49 Fritzmang Total EE.484.03 1.540/LG1 13636.18 13681.63 13.636.18 13,149,54 Segment Lightliffer Manufacturing Flexible Parketing 4,624.94 4,857,84 4,758.69 1,126.91 4,754.69 1,955.65 137.55 4.48 Trading Financing 293.64 25T.3Y 783-35 295.64 7.93-25 299 69 Total 4.918.55 4759.10 4518.03 4918.58 4.745.04 4,442,87 E.763.05 ST36-28 #763.E5 8,706.67 2015.74 \$.08E.14 Capital Employed.

Place Different Date: Dubling 21, 2024



www.sahpolymers.com CIN: U24201RJ1992PLC006657

Date: 27.11.2023

The Manager,
Listing Department,
National Stock Exchange
Limited,
'Exchange Plaza', C-1, Block-G
Bandra Kurla Complex
Bandra (E),
Mumbai-400051.
Scrip Code: SAH

The Secretary,
BSE Limited
Phiroze Jeejeebhoy
Towers,
Datal Street,
Mumbai-400001.
Scrip code: 543743

Dear Sir/madam,

Sub: Complaints Report for the Period from 03.11.2023 to 23.11.2023 For 21 days)

Ref: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Amalgamation.

Based on the SEBI Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 June 20, 2023 Complaint report as per format of SEBI Master Circular (To be submitted within 7 days of expiry of 21 days from the date of uploading of Draft Scheme and related documents on Exchange's website, we hereby submit the complaint report as follows:

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	NIL
2:	Number of complaints forwarded by Stock Exchanges/ SEBI	NIL
3.	Total Number of complaints/comments received (1+2)	NIL
4.	Number of complaints resolved	NIL
5:	Number of complaints pending	NIL

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)	
	NA	NA.	NA	

Thanking you. Yours faithfully,

For SAH POLYMERS LIMITED

Hakim Sadiq Ali Tidiwala (Whole Time Director)

DIN: 00119156





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

591



www.sahpolymers.com CIN: L24201RJ1992PLC006657

Ref: SEBI/37735 /01

July 5, 2024

To, Srishti Sushant Ambokar Deputy General Manager Securities Exchange Board of India C-7, "O" Block Bandra Kuria Complex Bandra (E), -Mumbai - 400051

Subject: Reply in respect of Application filled under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for scheme of Amalgamation.

Dear Madam,

We submit the clarification as dealred in respect of above mentioned subject as under:

Proposed Amalgamation of Fibcorp Polyweave Private Limited with and into Sah Polymers Limited

Classification of proposed holding of Mr. Murtaza Moti and Mrs. Fatima Moti as public holding because of the following:

Mr. Murtaza Ali Moti founded Fibcorp Polyweave Private Limited (Fibcorp) in 31st July, 2017. Prior to that he has more than 11 years of professional working experience in India and the Middle East. Sah Polymers Limited (SPL) took a majority stake in 'Pibcorp' in 5th January, 2022 as a strategic investment for expanding the business. In order to professionalize the management, Sat Industries Limited appointed Mr. Murtaza Ali Moti as a Chief Executive Officer of Sah Polymers Limited (SPL) with effect from 04.01.2022 and then promoted him to Whole time Director with effect from 01.04.2023. Mr. Murtaza Ali Moti looks after the day to day affairs of the Company in his professional capacity under the oversight and guidance of Sat Industries Limited.

Neither Mr. Murtaza nor Mrs. Patima either individually or collectively, directly or indirectly has/have any holding in the share capital of Sah Polymers Limited (SPL). They do not have any directorship or holdings either individually or collectively, directly or indirectly in Sat Industries Limited (SIL) which is the Promoter company of Sah Polymers Limited. Also, they do not have any directorship or holding either individually or collectively, directly or indirectly in Sat Invest Private Limited (SIPL) and Alex Invest Private Limited (AIPL) which are the promoter companies of Sat Industries Limited. They do not have any directorship or holding either individually or collectively, directly or indirectly in any of the other group companies of Sat Industries Limited (SIL). Mr. Murtata and Ms. Fatima have no control or rights or any decision-making power in Sat Industries Limited or its group companies.

Further Mr. Murtaza Ali Moti or Mrs. Fatima Moti are not related under any manner to any of the directors of SPL or SIL or any of its other group companies.

Furthermore, the Significant Beneficial Owners (SHO) of Sat Industries Limited (SIL) are Mr. Asad Daud and Ms. Shehnaz D Ali. Mr. Asad and Ms. Shehnaz are in charge of the overall affairs of all the businesses under the Sat Industries Group. Mr. Murtaza Ali Moti and Ms. Fatima Moti are in no manner whatsoever related to them.

SII, is a large business house and engaged in multiple business such fiexible par-

Regd. Office & Factory:

150 9001:2015

Reg. No. RQ91/7969

E 260-261, Mewar Industrial Area, Madri, Udaipur-313003 (Rajaxthan) Tel : 0294-2490242, 9983349242, Tele:Fax : 0294-2490534

E-mail:info@sahpolymers.com

www.sahpolymers.com CIN: L24201RJ1992PLC006657

Murtana Ali Moti looks after the day to day affairs of only the flexible packaging business and not any other business verticals of Sat Industries Limited.

Consequent upon the proposed amalgamation, the collective shareholding of Mr. Murtaza and Ms. Fatima in Sah Polymers Limited (SPL) will be around 5.87% being very mengre and insignificant in comparison to the holding of Sat Industries Limited who is the Promoter of Sah Polymers Limited. Thus, it would be inappropriate to consider Mr. Murtaza as the Promoter of Sah Polymers Limited since he is managing the day to day affairs in his professional capacity with a very small stake in the Company.

Hased upon the above averments, the proposed shareholding of Mr. Murtaza Ali Moti and Mrs. Fatima Moti have been classified as **PUBLIC SHARE HOLDING AND CANNOT PARTAKE THE STATUS OF PROMOTER SHAREHOLDING**.

Should you require any other information etc. please let us know we would submit the same at the earliest.

Thanking you,

Yours faithfully, For SAH POLYMERS LIMITED

Hakim Sadiq Ali Tidiwala Whole-time Director DIN:00119156

CC to: Shiwani Mundhra Deputy Manager - Listing Approvals National Stock Exchange of India Limited Exchange Plaza, C-1, Block G Bandra Kurla Complex Bandra (E), -Mumbai - 400 051

IN THE NATIONAL COMPANY LAW TRIBUNAL AT JAIPUR

CA (CAA) No. 07/230-232/JPR/2024

M/S FIBCORP POLYWEAVE PRIVATE LIMITED

(Applicant Company 1/ Transferor Company)

AND

M/S SAH POLYMERS LIMITED

(Applicant Company 2/ Transferee Company)

Date:11.11.2024

SPEAKING TO MINUTES ORDER-IN-CHAMBERS

An order in CA (CAA) No. 07/230-232/JPR/2024 was pronounced on 06.11.2024 and was uploaded on the website. However, on perusal of the order dated 06.11.2024, it is noted that some typographical error occurred in the order wherein in Para 12,6 'Video Conference and other Audio Visual means ('VC & OAVM')' has been mentioned instead of 'physical means'. Further, in Para 13.6, '30.09.2023' has been mentioned inadvertently instead of '30.09.2024', and in Para 13.4 of the Order the words 'the aforesaid meeting of the Unsecured Creditors of the Transferee Company' have been mentioned instead of 'the aforesaid meetings of the Applicant Companies'. Hence, by taking the suo-moto action under Rule 154 of the National Company Law Tribunal Rules, 2016, the aforesaid corrections are made i.e. the term Video Conference and other Audio Visual means ('VC & OAVM') shall be read as physical means in Para 12.6; 30.09.2023 in Para 13.6 shall be read as 30.09.2024; and in Para 13.4 'the aforesaid meeting of the Unsecured Creditors of the Transferee Company' shall be read as 'the aforesaid meetings of the Applicant Companies'. Further, any reference in para 13 of the Order pertaining to the meeting of the unsecured creditors of the Transferor Company shall be read as a reference to the meeting conducted via physical means instead of Video Conference and other Audio Visual means ('VC & OAVM'). This order be uploaded and send by the Registry along with the main order.

(Velamur G. Venkata Chalapathy) Technical Member

(Deep Chandra Joshi) Judicial Member



IN THE NATIONAL COMPANY LAW TRIBUNAL AT JAIPUR

CORAM: SHRI DEEP CHANDRA JOSHI, HON'BLE JUDICIAL MEMBER

> SHRI VELAMUR G. VENKATA CHALAPATHY, HON'BLE TECHNICAL MEMBER

> > CA (CAA) No. 07/230-232/JPR/2024

Section: Section 230-232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

IN THE MATTER OF SCHEME OF AMALGAMATION OF

M/S FIBCORP POLYWEAVE PRIVATE LIMITED (Applicant Company 1/ Transferor Company)

AND

M/S SAH POLYMERS LIMITED (Applicant Company 2/ Transferee Company)

MEMO OF PARTIES

M/S Fibcorp Polyweave Private Limited

CIN: U17309RJ2017PTC058691

R/o: E 260-261, Mewar Industrial area

Madri, Udaipur- 313003, Rajasthan.

...Applicant Company 1/ Transferee Company

AND

M/S Sah Polymers Limited

CIN: L24201RJ1992PLC006657

R/o: at E260-261, Mewar Industrial Area

Madri, Udaipur-313003, Rajasthan

...Applicant Company 2/ Transferor Company

COUNSEL FOR THE APPLICANT(S): Tarun Jain, PCS







Order Pronounced on: 06.11.2024

ORDER

Per: Shri Velamur G. Venkata Chalapathy, Technical Member

- 1. This joint application is filed by the Applicant Companies herein, namely M/s Fibeorp Polyweave Pvt. Ltd. ('Transferor Company'/ 'Applicant Company 1') and M/s Sah Polymers Limited ('Transferee Company'/ 'Applicant Company 2') under Sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ('Rules') in relation to the Scheme of Compromise and /or Arrangement by way of Amalgamation ('Scheme') proposed between the Applicants. The said Scheme is submitted along with the Application.
- The Applicants have preferred the instant Application in effect for the following reliefs:
 - a) Appropriate orders/ directions for convening, holding and conducting meeting of equity shareholders through audio-visual means, of the Transferee Company/ Applicant Company No. 2 to consider and approve the Scheme of Amalgamation.
 - b) Appropriate orders/directions for dispensing with the requirement of convening, holding and conducting meeting of Secured Creditors of the Transferee Company/ Applicant Company No. 2 and to dispense with the requirement of issue and publication of notices for the same (as consent for the scheme in form of the Affidavits is received from 98.85% of the total value of Secured Creditors).







- c) Appropriate orders/directions for convening, holding and conducting meeting of unsecured creditors through audio-visual means of the Transferee Company/Applicant Company No. 2 to consider and approve the Scheme of Amalgamation.
- d) Appropriate orders/ directions for dispensing with the requirement of convening, holding and conducting meeting of equity shareholders of the Transferor Company No. 1/ Applicant Company No. 1 and to dispense with the requirement of issue and publication of notices for the same (as consent affidavit from all Equity shareholders has been obtained).
- e) Appropriate orders/ directions for dispensing with the requirement of convening, holding and conducting meeting of Secured Creditors of the Transferor Company No. 1/ Applicant Company No. 1 and to dispense with the requirement of issue and publication of notices for the same (as consent for the scheme in form of Affidavits has been obtained from all the Secured Creditors).
- J) Appropriate orders/ directions for convening, holding and conducting meeting of unsecured creditors physically, of the Transferor Company No. 1/Applicant Company No. 1 to consider and approve the Scheme of Amalgamation.
- Appropriate orders/ directions for the publication of advertisement of notice of aforesaid meeting in the newspapers.
- h) Appropriate orders/directions for serving of notice to the Regional Directors (North Western Region), Registrar of Companies (Jaipur), official Liquidator (Jaipur), Jurisdictional Assessing Officer (Income Tax), SEBI, BSE Limited and National Stock Exchange of India Limited,
- Appropriate orders/directions for fixing the time period within which the Chairperson shall report the result of aforesaid meeting to this Hon'ble Tribunal;
- An affidavit in support of the Petition sworn for and on behalf of the Transferee Company by one Mr. Hakim Sadiq Ali and sworn for and on







behalf of the Transferor Company by one Miss Fatima Moti has been filed, being the authorized representative of Applicant Companies along with this Application. Counsel for the Applicants has drawn the attention of this Tribunal to the averments made in the Application as well as the set of documents annexed therewith. It is further represented that the joint Application filed by the Applicants is maintainable in view of Rule 3(2) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and it is also represented that the Registered Office of all the Applicant Companies are situated within the territorial jurisdiction of Jaipur Bench of this Tribunal and falling within the purview of Registrar of Companies, Jaipur.

- 4. It has been submitted that the Applicant Company 1/Transferor Company namely, M/s Fibcorp Polyweave Pvt. Ltd. is a Private Limited Company incorporated under the provisions of the Companies Act, 2013 on 31.07.2017. The Applicant Company 2/Transferee Company namely, M/s Sah Polymers Limited is a Public Limited Company incorporated under the provisions of the Companies Act, 1956 on 20.04.1992 under the name and style of Peacock Continental Limited.
- 5. Perusal of the Application filed by the Applicant Companies indicates the details of the capital structure of the Applicant Companies which is tabulated below for reference:







Sr. No.	Name of the Company	Authorized Share Capital	Issued, paid up and Subscribed Share Capital
1.	M/s Fibcorp Polyweave Pvt, Ltd. (Transferor Company)	Rs. 72,00,000/- divided into 72,000 Equity Shares of INR 100/-each	Rs. 66,43,000/- divided into 66,430 Equity Shares of INR 100/-each
2.	M/s Sah Polymers Limited (Transferee Company)	Rs. 30,00,00,000/- divided into 3,00,00,000 Equity Shares of INR 10/- each	Rs. 25,79,60,000/- divided into 2,57,96,000 Equity Shares of INR 10/-each

- Articles of Association of both the Companies, inter alia delineating their object clauses annexed with the Petition as Annexure I and Annexure II of the Application. The Applicant Companies have filed Copies of the Audited Financial Statements for the year ending 31.03.2024.
- The Board of Directors of the Applicant Companies have approved the Scheme of Amalgamation; certified true copy of the Board meetings has been annexed as Annexure V and XI of the Petition.
- 8. As per the terms of the Scheme, upon the Scheme becoming effective, the Transferor Company shall stand dissolved without being wound up without any further act or deed. Further, the shares of the Transferor Company held by the Transferee Company shall be extinguished or shall be deemed to be





extinguished and all such shares shall be cancelled without any further application, act or deed. Moreover, the Transferee Company shall without any further application, act or instrument or deed, issue and allot to all the Equity Shareholders of the Transferor Company fully paid up Equity Shares in the following share exchange ratio: -

"494 (Four Hundred Ninety Four) Equity Shares of INR 10/- each credited as fully paid-up of the Transferee Company for every 10 (Ten) Equity Share of INR 100/- each fully paid-up held by such Equity Shareholder in the Transferor Company."

- 9. It has been mentioned that no investigation or proceedings under the Companies Act, 2013/1956 are pending against the Applicant Companies. Further, the Applicant Companies have complied with the proviso to Section 230 (7) and Section 232 (3) by filing the certificate of the company's auditor in relation to compliance with the Accounting Standards under Section 133 of the Companies Act, 2013.
- 10. In relation to the Transferee Company and the Transferor Companies, the details of their Shareholders and Secured and Unsecured Creditors are tabulated as below:

Transferor Company	Transferee Company
3	7502
1	2
97	235
	Transferor Company 3 1 97







- 11. In relation to the Transferor Company, it is represented that the Company has 3 Equity Shareholders as on 30.06.2024. Also, the Company has 1 Secured Creditors whereas the count of Unsecured Creditors lies at 97. Similarly, the Transferee Company has 7502 Equity Shareholders, 2 Secured Creditors and 235 Unsecured Creditors as on 30.06.2024.
- 12. Taking into consideration the Application filed by the Applicant Companies and the documents filed therewith, this Tribunal proposes and hereby issues the following directions with respect to calling, convening and holding of the meetings of the Equity Shareholders, Preference Shareholders, Secured and Unsecured Creditors or dispensing with the same as well as issue of notices, including by way of paper publication, as follows:

In relation to Applicant Transferee Company -

12.1. With respect to Equity Shareholders:

Since it is represented that there are 7502 (Seven Thousand Five Hundred and Two) Equity Shareholders in the Transferee Company, and it is seen that the Applicants have sought directions from this Tribunal to convene and hold meeting of its shareholders. Therefore, this Tribunal is of the view that a meeting of the Equity Shareholders of the Applicant Transferee Company is required to be held within 60 days from the date passing of this order through Video Conference and other Audio Visual means ('VC & OAVM') subject



to notice of the meeting being issued through post, courier or email ids registered with the Applicant Company.

12.2. With respect to Secured Creditors:

Since it is represented that there are 2 (Two) Secured Creditors in the Transferee Company and it is seen that the consent affidavit of one of the Secured Creditor having 98.85% share in the secured debt has been placed on record as Annexure- XIII at Page No. 352-366 of the Petition, therefore the necessity of convening and holding a meeting to consider the approval of the Scheme is dispensed with.

12.3. With respect to Unsecured Creditors:

Since it is represented that there are 235 (Two Hundred and Thirty-Five) Unsecured Creditors in the Transferee Company, and it is seen that the Applicants have sought directions from this Tribunal to convene and hold meeting of its unsecured creditors. Therefore, this Tribunal is of the view that a meeting of the Unsecured Creditors of the Applicant Transferee Company is required to be held within 60 days from the date passing of this order through Video Conference and other Audio Visual means ("VC & OAVM") subject to notice of the meeting being issued through post, courier or email ids registered with the Applicant Company.

In relation to Applicant Transferor Company -

12.4. With respect to Equity Shareholders:







Since it is represented that there are 3 (Three) Equity Shareholders in the Transferor Company, and it is seen that their consent affidavits have been placed on record as Annexure — VI, therefore, the necessity of convening and holding a meeting to consider the approval of the Scheme is dispensed with.

12.5. With respect to Secured Creditors:

Since it is represented that there is 1 (One) Secured Creditor in the Transferor Company, and it is seen that the consent affidavits has been placed on record at Page 260-264 of the Petition, therefore, the necessity of convening and holding a meeting to consider the approval of the Scheme is dispensed with.

12.6. With respect to Unsecured Creditors:

Since it is represented that there are 97 (Ninety-Seven) Unsecured Creditors in the Transferor Company, and it is seen that the Applicants have sought directions from this Tribunal to convene and hold meeting of the unsecured creditors. Therefore, this Tribunal is of the view that a meeting of the unsecured creditors of the Applicant Transferor Company is required to be held within 60 days from the date passing of this order through Video Conference and other Audio Visual means ('VC & OAVM') subject to notice of the meeting being issued through post, courier or email ids registered with the Applicant Company.







13. Directions for Meetings to be held are issued as under: -

Considering the prevalent norms, the above-stated meetings of the Applicant Companies shall be called, convened and conducted through VC & OAVM, subject to the notice of the meeting being issued through post/courier/e-mail, as specified below:

- 13.1. Holding the meetings and conclusion of the voting of the Unsecured Creditors and Equity Shareholders of the Transferee Company, and the Unsecured Creditors of the Transferor Company shall be done through VC & OAVM, within sixty days of passing of this Order, following the Companies Act, 2013, and applicable Rules & Guidelines. The quorum of the meeting of the Equity Shareholders and Unsecured Creditors shall be 33% in value.
- 13.2. In case the quorum as noted above for the aforesaid meetings is not present at the specified time, then the meeting shall be adjourned by half an hour, and thereafter the persons present and voting, including authorized representatives, shall be deemed to constitute the quorum. The Scrutinizer is duty bound to record all proceedings of the meeting conducted through VC & OAVM. However, every endeavor shall be made by the Applicant Companies to attain at least the quorum fixed, if not more, in relation to approval of the Scheme.



- 13.3. Mr. Anurag Kalavatiya (Mobile No. +91 9828295553, e-mail id: anurag@amicuslegal.in), is appointed as the Chairperson; and Mr. Vikram Saraf, (Mobile No. +91 9829399925, e-mail id: vksaraf679@gmail.com) is appointed as the Scrutinizer for meeting of the Applicant Companies through VC & OAVM, which are accordingly directed by this Tribunal to be called, convened, conducted and concluded.
- 13.4. The honorarium of the Chairperson for the aforesaid meeting of the Unsecured Creditors of the Transferee Company shall be Rs. 1,00,000/- and the honorarium of the Scrutinizer shall be Rs. 75,000/-, in addition to re-imbursement of their incidental and out of pocket expenses. The Chairperson / Alternate Chairperson and Scrutinizer will file their report within a week of conclusion of the meetings. They shall be fully assisted by the authorized representative / Company Secretary and other relevant staff of the Applicant Companies.
- 13.5. Individual notice(s) of the above said meeting shall be sent by the Applicant Companies to the Unsecured Creditors and Equity Shareholders of the Transferee Company, and the Unsecured Creditors of the Transferor Company through registered post or speed post or courier or e-mail, 30 days in advance before the scheduled date of meeting, indicating the day, date, time and link to



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meeting through VC & OAVM as aforesaid, together with a copy of the Scheme, copy of explanatory statement required to be sent along with any other documents as prescribed under the Companies Act, 2013, and Rules / Guidelines thereunder and also any information / document as specified in this order which shall also be duly sent with the notice.

- Companies shall also send statement(s) explaining the effect of the Scheme on the creditors, key managerial personnel, promoters and non-promoter members, etc. along with effect of the arrangement for amalgamation on any material interests of the Directors of the Company, as provided under sub- section 3 of Section 230 of the Act. Further, the Applicant Companies shall prepare provisional statement of accounts as on 30.09.2023 and ensure that the same is presented in the meeting and at least a summary thereof is circulated in advance and the creditors be considered accordingly.
- 13.7. The Applicant Companies shall publish advertisement, indicating the day, date, time and link of the meeting to be conducted through VC & OAVM as aforesaid, with a gap of at least 30 clear days before the holding of the meeting through VC & OAVM, to be published in two leading daily Newspapers with large circulation in the area, in English and in vernacular, stating that the copies of

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Scheme and the Explanatory Statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 shall be available and provided free of charge at the registered office of the Applicant Companies to eligible persons. The Applicant Companies shall also publish the notice on its website, if any.

The Applicant Companies shall send notice individually and in compliance of sub-section (5) of Section 230 and Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in Form No. CAA 3 along with a copy of the Scheme, the Explanatory Statement and the disclosures mentioned in Rule 6 of the Rules to the Income Tax Authorities (indicating the respective PAN Nos.), ROC and Official Liquidator concerned, Regional Director - MCA (North Western Region), RBI, SEBI, BSE and National Stock Exchange as well as other sectoral regulators or authorities, if applicable, as an advance notice for their representation / observation, if any. The Applicant Company shall file affidavit regarding sectoral regulators that may be concerned and include a specific prayer with respect to notices to relevant regulators and authorities also at the stage of second motion. In case the Scheme is exempted under the Competition Act, 2002, an affidavit to this effect shall be given. Otherwise, notice to Competition Commission of India may also be issued.



- 13.9. The Applicant Companies shall further furnish copy of the Scheme free of charge within 1 day of any requisition for the Scheme made by any Unsecured Creditors and Equity Shareholders of the Transferee Company, and the Unsecured Creditors of the Transferor Company entitled to vote as aforesaid.
- 13.10. The authorized representative of the Applicant Companies shall furnish an affidavit of service of notice of meeting and publication of advertisement and compliance of all directions contained herein at least a week before the proposed meeting.
- 13.11. All the aforesaid directions are to be complied with strictly in accordance with the applicable law, including forms and formats contained in the Companies (Companies, Arrangements, Amalgamations) Rules, 2016, as well as the provisions of the Companies Act, 2013.
- This Application bearing CA (CAA) No. 07/230-232/JPR/2024 stands allowed subject to the foregoing terms.
- 21. Copy of this order be provided to the Applicant Companies and the designated Chairperson and Scrutinizer.

DEEP CHANDRA JOSHI JUDICIAL MEMBER

TECHNICAL MEMBER

Self VELAMUR G. VENKATA CHALAPATHY,