



SABAR
FLEX INDIA LIMITED
A Part of our daily life

Manufacturers of: All Kinds of Printed Flexible Packaging Materials

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of members of SABAR FLEX INDIA LIMITED "the Company" will be held on **Monday, 06th May 2024 at 11:00 AM** (IST) at the registered office of the company situated at B/1/104, Palledium, Nr. Orchid Wood Opp. Divya Bhaskar, Corporate Road, Prahladnagar, Ahmedabad, Gujarat, India, 380015 to consider and transact the following business:

Special Business:

1) INCREASE IN AUTHORISED CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION:

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

"RESOLVED THAT subject to Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approval(s) from the concerned Statutory Authority(ies), the consent of the members of the Company be and is hereby accorded to increase and alter the authorized share capital of the Company from Rs. 19,12,00,000/- (Rupees Nineteen Crores Twelve Lakhs Only) divided into 1,91,20,000 equity shares of Rs. 10/- (Rupees Ten Only each) **to** Rs. 26,00,00,000/- (Rupees Twenty-Six Crores Only) divided into 2,60,00,000 equity shares of Rs. 10/- each (Rupees Ten Only each) and thereby to alter the authorized share capital clause of the Memorandum of Association and that all the shares shall rank pari passu to the existing Equity shares.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company shall be altered by deleting the same and substituting in its place and instead thereof, the following as a new Clause V:

"The Authorized share capital of the Company is Rs. 26,00,00,000/- (Rupees Twenty-Six Crores Only) divided into 2,60,00,000 equity shares of Rs. 10/- each (Rupees Ten Only each)."

RESLOVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company ("the Board") (which expression shall also include a duly authorized Committee thereof) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental or desirable, and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the powers herein vested in the Board to any Director(s) or any other Key Managerial Personnel or the Officer(s) of the Company as may be required in order to give effect to the aforesaid Resolution."

2) APPROVAL OF FURTHER PUBLIC OFFERING OF EQUITY SHARES OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 23, Section 62(1)(c) and any other applicable provisions of the Companies Act, 2013, and the rules and regulations made thereunder, as amended (including any statutory modifications or re-enactment thereof, for the time being in force) (the “Companies Act”), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules and regulations made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder, as amended, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India (“GoI”), the Securities and Exchange Board of India (“SEBI”) and the Reserve Bank of India (“RBI”) and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the “Applicable Laws”), and in accordance with the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreement(s) entered into between the Company and National Stock Exchange of India Limited (“NSE” or “Emerge Platform of NSE” or “NSE-Emerge” or “SME Exchange” or “Stock Exchange”), where the equity shares of face value of Rs.10 of the Company (“Equity Shares”) are listed, and subject to any approvals, consents, permissions and sanctions, as may be required from the GoI, the Registrar of Companies, Gujarat at Ahmedabad (“RoC”), SEBI, SME Exchange, RBI, and all other appropriate governmental, statutory and regulatory authorities in India (the “Regulatory Authorities”) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions, which may be agreed to by the board of directors of the Company (hereinafter referred to as the “Board” which term shall include a duly authorized committee thereof for the time being, namely “FPO Committee”, exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the shareholders of the Company be and is hereby accorded to create, issue, offer and allot / transfer such number of Equity Shares by way of a fresh issue of Equity Shares through a further public offer (including under the fast track route, subject to meeting the requisite prescribed criteria under the SEBI ICDR Regulations) (the “Offer”), for cash, either fully or partly paid, wherein calls are made in one of more tranches, either at par or premium or discount such that the amount being raised in one or more tranches including pursuant to the Offer aggregates up to Rs. 20,00,00,000/- (Rupees Twenty Crores only), (with an option to the Company to retain an over-subscription to the extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalizing the basis of allotment in consultation with the designated stock exchange), and to offer and allot in the Offer such number of Equity Shares, including the allotment of Equity Shares to the stabilising agent pursuant to a green shoe option and / or any other person pursuant to any placement of Equity Shares prior to the Offer, if any, in terms of the SEBI ICDR Regulations at a price to be determined by the Company in consultation with the Lead Manager(s)/Merchant Banker(s) to be appointed for the Offer in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at par or at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the Lead Manager(s)/Merchant Banker(s) in accordance with the SEBI ICDR Regulations, to any category of person or persons as permitted under Applicable Laws, who may or may

not be the shareholder(s) of the Company as the Board may decide, including one or more of the members of the Company, eligible employees (through a reservation or otherwise), Hindu undivided families, foreign portfolio investors other than individuals, corporate bodies and family offices, registered alternative investment funds, foreign venture capital investors registered with SEBI, multilateral and bilateral development financial institutions, non-resident Indians, public financial institutions, scheduled commercial banks, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, provident funds, pension funds, the National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, Indian mutual funds registered with the SEBI, systemically important non-banking finance companies, trusts / societies registered under the Societies Registration Act, 1860, as amended, Indian public, bodies corporate, companies (private or public) or other entities, authorities, and to such other persons, including retail individual bidders eligible to invest in equity shares and / or any other category of investors as may be permitted to invest under Applicable Laws by way of the Offer, in one or more combinations thereof, whether through the Offer or otherwise in one or more modes or combinations thereof, through an offer document, offering circular, prospectus and/or an information memorandum, if any, in one or more tranches in consultation with the Lead Manager(s)/Merchant Banker(s) and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board in consultation with the Lead Manager(s)/Merchant Banker(s) through an offer document, prospectus and/or an offering memorandum, as required, and that the Board in consultation with the Lead Manager(s)/Merchant Banker(s) may finalise all matters incidental thereto as it may in its absolute discretion think fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Laws, including without limitation, eligible employees (the "Reservation") or to provide a discount to the offer price to retail individual bidders or eligible employees (the "Discount"); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

RESOLVED FURTHER THAT the Equity Shares allotted and / or transferred pursuant to the Offer shall be listed on NSE-Emerge.

RESOLVED FURTHER THAT the Equity Shares so allotted and/or transferred under the Offer (including any reservation or green shoe option) shall be subject to the provisions of the memorandum of association and the articles of association of the Company and rank pari passu in all respects with the existing Equity Shares of the Company including voting rights and rights in respect of dividend, however, in case of any partly paid-up Equity Shares issued pursuant to the Offer, such partly-paid up Equity Shares, shall, upon being fully paid-up, rank pari passu in all respects with the existing Equity Shares of the Company including voting rights and rights in respect of dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Offer, the Board either by itself or a committee constituted by the Board, including the FPO Committee, in consultation with the Lead Manager(s)/Merchant Banker(s), be and is hereby authorized to determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allocated or allotted or transferred, the number of Equity Shares to be allotted and transferred in each tranche, issue period, offer price, manner, amount, and schedule of calls, premium amount, Reservation, Discount (as allowed under Applicable Laws), listing on Stock Exchange as the Board or such sub-committee in its absolute discretion deems fit and do all such acts, deeds, matters and things in relation to the Offer, including appointment of the intermediaries, opening escrow account, finalising the basis of allotment of the Equity Shares and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with Lead Manager(s)/Merchant Banker(s), underwriters, escrow agents, legal advisors, sponsor bank, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the Offer, transfer and allotment of the Equity Shares and utilization of the Offer proceeds, if applicable, and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and / or additions as regards the terms and conditions as it may, in its discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such committee thereof as the Board may constitute on its behalf.

RESOLVED FURTHER THAT subject to compliance with Applicable Laws and the memorandum of association and articles of association of the Company such Equity Shares as are not subscribed may be disposed of by the Board and/or the FPO Committee, in consultation with the Lead Manager(s)/Merchant Banker(s) to such persons and in such manner and on such terms as the Board in its discretion thinks most beneficial to the Company including offering or placing them with banks / financial institutions / investment institutions / mutual funds / bodies corporate / such other persons or otherwise.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally or jointly authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT in relation to the Offer, the Board either by itself or a sub-committee constituted by the Board be and is hereby authorized to do such acts, deeds and things as the Board or such sub-committee in its absolute discretion deems necessary or desirable in connection with the Offer, including, without limitation, the following:

- a. To finalise, approve and file the draft prospectus and prospectus with the Registrar of Companies, Gujarat at Ahmedabad (the "RoC"), and submit the same to the SEBI, and NSE Emerge and other regulatory authorities (including amending, varying, supplementing or modifying the same, or providing any notices, addenda, or corrigenda thereto, together with any summaries thereof as may be considered desirable or expedient), the bid cum application forms, abridged prospectus, confirmation of allocation notes and any other document in relation to the Offer as finalised by the Company, and take all such actions in consultation with the Lead Manager(s)/Merchant Banker(s) appointed for the Offer as may be necessary for the submission and filing of the documents mentioned above, including incorporating such alterations / corrections / modifications as may be required by the SEBI, the RoC, the Stock Exchanges or any other relevant governmental and statutory authorities or otherwise under applicable laws;
- b. To decide in consultation with the Lead Manager(s)/Merchant Banker(s) the final offer size, issue period, the timing, discount, reservations, pricing, allocation, finalization of basis of allotment and all the terms and conditions of the Offer, including the Offer price, Offer size and to accept any amendments, modifications, variations or alterations thereto;
- c. To appoint and enter into and terminate arrangements with the Lead Manager(s)/Merchant Banker(s), underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, registrars, escrow collection bankers to the Offer, refund bankers to the Offer, public offer account bankers to the Offer, sponsor banks, legal advisors, auditor, advisors, advertising agency and any other agencies or persons or intermediaries to the Offer, including any successors or replacements thereof, and to negotiate and finalise and amend the terms of their appointment;
- d. To adopt and approve the relevant financial statements (if required and as applicable) to be issued in connection with the Offer;
- e. To authorise the maintenance of the register of holders of the Equity Shares;
- f. To negotiate, finalise and settle and to execute where applicable and deliver or arrange the delivery of the draft prospectus and prospectus, Lead Manager(s)/Merchant Banker(s) mandate or fee/engagement letter, Offer agreement, share escrow agreement, syndicate agreement, underwriting agreement, cash escrow and sponsor bank agreement, agreements with the registrar and the advertising agency and all other documents, deeds, agreements and instruments and any notices, supplements, addenda and corrigenda thereto, as may be required or desirable in relation to the Offer, with the power to authorise one or more officers of the Company to negotiate, execute and deliver any or all of the these documents or any amendments thereto as may be required or desirable in relation to the Offer;
- g. To open with the bankers to the Offer such accounts as may be required by the regulations issued by SEBI and operate bank accounts opened in terms of the cash escrow and sponsor bank agreement with a scheduled bank to receive applications along with application monies, handling refunds and for the purposes set out in Section 40(3) of the Companies Act, 2013, as amended, in respect of the Offer, and to authorise one or more officers of the Company to execute all documents / deeds as may be necessary in this regard;

- h. To open and operate bank accounts, share / securities accounts, escrow or custodian accounts in India or abroad, in Rupees or any other currency, in accordance with the terms of any agreement entered into in this respect and subject to applicable laws;
- i. To seek, if required, the consent and / or waivers of the lenders to the Company and / or lenders to the subsidiary (if applicable), industry data provider, parties with whom the Company has entered into various commercial and other agreements, and any other consents and / or waivers that may be required in relation to the Offer;
- j. To submit undertakings/certificates or provide clarifications to the RoC, SEBI and the Stock Exchange or such other regulatory authorities;
- k. To authorise and approve the incurring of expenditure and payment of fees, commission, remuneration and expenses in connection with the Offer;
- l. To accept and appropriate the proceeds of the Offer in accordance with the applicable law;
- m. To determine and finalise the bid opening and bid closing dates, the price for the Offer, total number of Equity Shares to be reserved for allocation to eligible investors, approve the basis of allotment and confirm allocation / allotment of the Equity Shares to various categories of persons as disclosed in the draft prospectus and the prospectus, in consultation with the Lead Manager(s)/Merchant Banker(s) and do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including any alteration, addition or making any variation in relation to the Offer;
- n. To decide, in consultation with the Lead Manager(s)/Merchant Banker(s) all other terms and conditions of the Offer, including any amendments thereto as permitted under applicable law;
- o. To issue allotment letters/confirmation of allotment notes, with such features and attributes as may be required, with power to authorise one or more officers of the Company to sign all or any of the afore stated documents;
- p. To decide and make calls on Equity Shares issued in the Offer including terms and conditions of the Offer, in accordance with the terms and conditions of the Memorandum of Association and Articles of Association of the Company and applicable law;
- q. To authorise and approve notices, advertisements in relation to the Offer in accordance with applicable law and in consultation with the relevant intermediaries appointed for the Offer;
- r. To do all such acts, deeds, matters and things and execute all such other documents, instructions etc., as deemed necessary or desirable for such purpose, including without limitation, finalise the basis of allocation and to allot / transfer the shares to the successful allottees as permissible in law, issue of share certificates in accordance with the relevant rules;
- s. To withdraw the draft prospectus and the Offer at any stage, if deemed necessary, in accordance with applicable laws and in consultation with the Lead Manager(s)/Merchant Banker(s);

- t. To do all such deeds and acts as may be required to sign and / or modify, as the case may be, agreements and / or such other documents as may be required with National Securities Depository Limited, Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, as may be required in this connection with power to authorise one or more officers of the Company to execute all or any of the afore-said documents;
- u. To negotiate, finalise, sign, execute, deliver and complete any and all notices, offer documents, agreements, letters, applications, other documents, papers or instruments (including any amendments, changes, variations, alterations or modifications thereto) as the case may be, in relation to the Offer;
- v. To make applications for listing of the Equity Shares on the Stock Exchange and to execute and to deliver or arrange the delivery of necessary documentation to the concerned Stock Exchange(s);
- w. To give directions or instructions and take action in relation to handling and managing investor grievances in relation to the Offer pursuant to allotment in the Offer;
- x. To authorise any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorised person in his / her / their absolute discretion may deem necessary or desirable in connection with the issue, offer and allotment / transfer of the Equity Shares;
- y. To settle all questions, difficulties or doubts that may arise in regard to such issues or allotment and matters incidental thereto as it may, deem fit and to delegate such of its powers as may be deemed necessary to the officials of the Company;
- z. To take all other actions as may be necessary in connection with the Offer; and
- aa. To negotiate, finalise, settle, execute and deliver any and all other documents or instruments and doing or causing to be done any and all acts or things as the FPO Committee may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by the FPO Committee shall be conclusive evidence of the authority of the FPO Committee in so doing.

RESOLVED FURTHER THAT the Board or committee(s) (including FPO Committee) be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any one or more Director(s) or Company Secretary or any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) (including FPO Committee) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

3) TO RATIFY THE MEMBERS RESOLUTION PASSED ON 03RD JULY, 2023 FOR ISSUE OF FULLY CONVERTIBLE WARRANTS ON A PREFERENTIAL ISSUE BASIS:

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

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, the listing agreements entered into by the Company with the Emerge Exchange of NSE Limited (hereinafter known as, the “Stock Exchange”) on which the Equity Shares of the Company having face value of Rs. 10/- each (“Equity Shares”) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”) and/or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable, the consent and approval of the shareholders of the Company be and is hereby accorded to ratify the allotment of 18,69,157 (Eighteen Lakhs Sixty Nine Thousand One Hundred Fifty Seven) fully convertible warrants (“warrants”), each convertible into, or exchangeable, at an option of Proposed Allottees, within a maximum period of 18 months from the date of allotment of warrants into equivalent number of fully paid up equity share of the Company of face value of Rs. 10/- (Rupee Ten Only) each at a price of Rs. 21.55/- each payable in cash (“Warrant Issue Price”), to the Non Promoters listed in the table below (Hereinafter referred to as “Allottees”) as per the details listed below, on a preferential basis (“Preferential Allotment”) on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws be and is hereby ratified.

Sr. No.	Name of Allottees	Number of Warrants to be Allotted	Category
1	Kunjit Maheshbhai Patel	12,46,106	Non-Promoter
2	Ashok Sinh Bhati	1,24,610	Non-Promoter
3	AshokSinh Balvantsinh Bhati (HUF)	1,55,763	Non-Promoter
4	Aniruddhsinh A Bhati	1,24,610	Non-Promoter
5	Sonaba B. Bhati	93,458	Non-Promoter
6	Bhati Apexa Ashok Sinh	1,24,610	Non-Promoter
	Total	18,69,157	

“RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for the Preferential Issue of Equity Shares is 5th April, 2024 (The Relevant Date shall be 30 days prior to the date of passing of the Special Resolution i.e., 6th day of May, 2024, which is the date of Extra Ordinary General Meeting of the members of the Company in accordance with Section 62(1)(c) of the Act and the applicable Rules there under)” .

RESOLVED FURTHER THAT the Board or committee(s) be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any one or more Director(s) or Company Secretary or any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

4) ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of section 14 and other applicable provisions, if any, of Companies Act, 2013 read with the relevant rules framed thereunder, if applicable (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approval(s) from the concerned Statutory Authority(ies) to the extent necessary, consent of the members be and is hereby accorded to alter the Articles of Association of the Company in the manner set out herein below;

The existing Article No. 19 is replaced with the new Articles of Association of the Company as under;

Existing Article: 19	New Article: 19
<p>19. (i) Any member may transfer his/her shares to any other existing members but Board shall have right, subject to appeal as prescribed u/s 58 of the Act, to refuse registration of transfer of shares;</p> <p>(ii) If any member wants to transfer/sell his/her shares to a person other than existing member, he/she shall give to the Company intimation of his/her intention to do so and he/she shall transfer his/her shares to such non members only if approval by the Board is granted and communicated in writing to that person to transfer the shares to the non-member;</p> <p>(iii) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee and shall be deposited with the Company for the registration of transfer of shares within 60 days from the date of execution;</p> <p>(iv) The transferor shall be deemed to remain a holder of the share until the</p>	<p>19. (i) In the case of transfer of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in any electronic and fungible form in a Depository, the provisions of the Depositories Act, 1996 shall apply.</p> <p>(ii) Every holder of securities of the Company who intends to transfer such securities shall get such securities dematerialized before the transfer; Provided that requests for effecting transfer of securities shall not be processed by the Company unless the securities are held in the dematerialized form with a depository.</p> <p>(iii) Nothing contained in Section 56 of the Act or these Articles shall apply to transfer of securities issued by the Company, affected by a transferor and transferee both of whom are entered as beneficial owners in the records of a Depository.</p> <p>(iv) Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Board may, at its own absolute and uncontrolled discretion and after assigning the reason for same, decline to register or acknowledge any transfer of shares, whether fully paid or not (notwithstanding that the proposed transferee be already a member), send to the transferee and the transferor notice of the refusal to register such transfer provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except a lien on shares.</p>

<p>name of the transferee is entered in the register of members in respect thereof.</p>	<p>(v) If the Company refuses to register the transfer of any share, the Company shall within 30 days from the date on which the instrument of transfer was lodged with the Company, send notice of refusal to the transferee and transferor and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.</p> <p>(vi) There shall be paid to the Company, in respect of the transfer of any number of shares to the same party such fee, if any as the Directors may require. Provided that the Board shall have the power to dispense with the payment of this fee either generally or in any particular case.</p> <p>(vii) The Board of Directors shall have power, on giving not less than seven days previous notice in accordance with section 91 and Rules made thereunder, to close the Register of Members and/or the Register of debentures holders and/or other security 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: Nothing contained in this Article shall be deemed to restrict the Board to fix a record date in substitution of, or in addition to, the closure of Register of Members or debenture holder or other security holders as may be permissible under the provisions of the Act and other applicable laws.</p> <p>(viii) The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.</p> <p>(ix) In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in as prescribed under the relevant Rules hereof as circumstances permit.</p> <p>(x) No transfer shall be made to any minor, insolvent or person of unsound mind unless represented by a guardian.</p>
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RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (“the Board”) (which expression shall also include a duly authorized Committee thereof) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental or desirable, and to settle any

question, difficulty or doubt that may arise in this regard and also to delegate all or any of the powers herein vested in the Board to any Director(s) or any other Key Managerial Personnel or the Officer(s) of the Company as may be required in order to give effect to the aforesaid Resolution.”

Registered Office:
B/1/104, Palledium, Nr. Orchid Wood
Opp. Divya Bhaskar, Corporate Road,
Prahladnagar, Ahmedabad, Gujarat,
India, 380015

Date: Friday 12, 2024
Place: Ahmedabad

By order of the Board,
For, **SABAR FLEX INDIA LIMITED**

Sd/-
Mr. Hikmatbahadur Kunwar
Managing Director
DIN: 00024010

Notes:

1. The register of members and share transfer books shall remain closed from Tuesday 30th April, 2024 to Monday 06th May, 2024 (both days inclusive) for the Extra Ordinary General Meeting.
2. In view of the outbreak of the COVID- 19 pandemic, Ministry of Home Affairs has from time to time through various circulars and guidelines has clearly indicated the precautions to be taken if there is a social gathering to stop the spread of novel coronavirus. We assure that we have proper arrangements and precautions being taken at the venue of EGM. There is sufficient space so that social distancing of shareholders attending the meeting can be maintained. Further precaution will be taken that none of the attendees will be allowed to the venue without the use of masks and hand sanitizers. In addition to that health checkups will be done of the attendees so as to protect the spread of any kind of disease.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy so appointed need not be a member of the company.
4. Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, Trusts, etc., must be backed by appropriate resolution / authority as applicable, issued on behalf of the nominating organization.
5. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
6. Members desiring any information as regards to the accounts are requested to write to the Company 7 days before the meeting so as to enable the management to keep the information ready at the meeting.
7. Relevant documents referred to in the Notice, statutory register and the Statement pursuant to Section 102(1) of the Companies Act, 2013 will be available for inspection by the members at the Registered Office of the Company during normal business hours (10:00 am to 5:00 pm) on all working days except Saturdays up to the date of the Extra Ordinary General Meeting.
8. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips to the Meeting.
9. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
10. In compliance with the provisions of Section 108 of the Companies Act and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015 (Including any Statutory Modification or re-enactment thereof for the time being in force), the Company is providing e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. The instructions for e-voting are enclosed herewith.

11. The Notice of the Extra Ordinary General Meeting of the Company is uploaded on the Company's website <https://sabarflex.com/#> and can be accessed by the members from there.
12. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Companies (Management and Administration) Rules, 2014, which allows the companies to send documents and other intimation by an email. Therefore, members are requested to register their email IDs with the Registrar and Transfer Agent of the Company. The Company is already having email ID of the members holding their shares in Demat through their respective depository participants. The said email ID shall be considered as registered email ID for the said members unless informed otherwise to the company or Registrar and Transfer Agent. Members may note that the aforesaid documents will also be available on the Company's website <https://sabarflex.com/#>, websites of the Stock Exchange i.e. NSE Limited at <https://www.nseindia.com/> and NSDL i.e. www.evoting.nsdl.com (the authorised agency for providing voting through electronic means).
13. All shareholders are requested to dematerialize their shareholding immediately as The Securities and Exchange Board of India (SEBI) has mandated the transfer of shares only in demat mode.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent;

Bigshare Services Private Limited,
A-802, Samudra Complex, off C G Road,
Navrangpura, Near Girish Cold Drinks,
Ahmedabad 380009, Gujarat, India
E-mail: bssahd@bigshareonline.com

15. Members are requested to address all correspondence pertaining to their securities mentioning either the Folio Number/Client ID or DP ID numbers, as applicable, including any change of address, e-mail if any, to the Registrar and Transfer Agent of the Company.

The facility for voting through poll paper shall be made available at the venue of the meeting and members attending the meeting shall be able to exercise their right at the meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. The voting rights of Members shall be in the proportion of their shareholding in the Company as on Cut-off Date.

The Company has appointed **Ms. Aanal Mehta of M/s. Aanal Mehta & Associates**, Practicing Company Secretary, as the Scrutinizer, to scrutinize the entire voting process in a fair and transparent manner.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday 29th April, 2024, may cast their vote. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday 29th April, 2024.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on Friday 03rd May 2024 at 9:00 a.m. and ends on Sunday 05th May, 2024 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Monday 29th April, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday 29th April, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the

	<p>remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat	Your User ID is:
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(NSDL or CDSL) or Physical	
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to aanalmehtaassociates@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Ishu Tayal at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@sabarflex.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@sabarflex.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General Instructions:

- a. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the General Meeting submit a consolidated Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- b. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://sabarflex.com/#> within two (2) working days of passing of the resolutions at the AGM of the Company and communicated to the NSE Limited.

16. EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013 IS MENTIONED BELOW.

ITEM: 1) INCREASE IN AUTHORISED CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION:

The Present Authorised Share Capital of the Company is Rs. 19,12,00,000/- (Rupees Nineteen Crores Twelve Lakhs Only) divided into 1,91,20,000 equity shares of Rs. 10/- (Rupees Ten Only each) to Rs. 26,00,00,000/- (Rupees Twenty-Six Crores only) divided into 2,60,00,000 equity shares of Rs. 10/- each (Rupees Ten Only each).

As stated in subsequent business item / resolution at item no. 2, as the Company is proposing to issue further equity shares through further public offer, Accordingly, it is proposed to increase the authorised share capital of the Company from Rs. 19,12,00,000/- (Rupees Nineteen Crores Twelve Lakhs Only) divided into 1,91,20,000 equity shares of Rs. 10/- (Rupees Ten Only each) to Rs. 26,00,00,000/- (Rupees Twenty-Six Crores only) divided into 2,60,00,000 equity shares of Rs. 10/- each (Rupees Ten Only each) by creation of additional 68,80,000 (Sixty Eight Lakhs Eighty Thousand) equity shares of INR 10/- (Rupees Ten Only) each in the existing authorised share capital of the Company.

The increase in the Authorised Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company. The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require members' approval in terms of provisions of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

Accordingly, resolution 1 of this Notice is proposed to seek Members' approvals for increase in authorized share capital and consequential alteration to Memorandum of Association of the Company.

The Board of Directors recommends passing of the Resolution at Item No. 1 as Ordinary Resolution.

None of the Directors, Key Managerial Personnel and/or their relatives are financially or otherwise concerned with or interested in the resolution at Item No. 1 of the notice except to the extent of their shareholding in the company, if any.

ITEM: 2) APPROVAL OF FURTHER PUBLIC OFFERING OF EQUITY SHARES OF THE COMPANY:

Subject to receipt of regulatory approvals and other approvals to the extent necessary, the Company proposes to undertake a further public offer of its equity shares of face value of Rs. 10/- each of the Company (the "Equity Shares") by way of a further issue of Equity Shares (the "Offer") on SME Platform of National Stock Exchange of India Limited ("NSE Emerge") in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and the Companies Act, 2013, and the rules made thereunder, as amended.

The Company intends to undertake the Offer its Equity Shares at an opportune time in consultation the Lead Manager(s)/Merchant Banker(s) and other advisors to be appointed for the Offer and subject to applicable regulatory and other approvals, to the extent necessary.

The Company proposes to create, offer, issue and allot in the Offer such number of Equity Shares, for cash either at par or premium, partly or fully paid, such that the amount being raised pursuant to the Offer aggregates up to Rs. 20 crores on such terms and at such price and at such time as may be considered appropriate by the board of directors of the Company (the "Board"), or a duly authorized committee thereof, to the various categories of permitted investors, who may or may not be the shareholder(s) of the Company, in the further public offer under the SEBI Regulations. The Equity Shares, if any, allotted pursuant to the Offer shall rank in all respects pari passu with the existing equity shares of the Company.

The proceeds from the Offer will be utilised for purpose and objects, as may be decided by the Board (including any committee thereof) at a later date, including, among others, expansion of the existing business, capital expenditure, repayment / pre-payment of borrowings, strategic acquisitions and investments and general corporate purpose.

The Company, in accordance with applicable laws, may consider to make available for allocation a portion of the Offer or to provide a discount to the offer price to any category(ies) of persons permitted under applicable laws.

Further, the Company shall be entitled to take all decisions in relation to the Offer in accordance with applicable laws.

The Equity Shares to be issued pursuant to the Offer are proposed to be listed on Emerge Platform of National Stock Exchange of India Limited (the "Stock Exchange").

In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, each as amended, the approval of the shareholders of the Company is sought through a special resolution.

The Company will not make an offer of Equity Shares to the Promoters of the Company in the Offer. However, the key managerial personnel of the Company may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations.

Other than through their participation in the Offer as mentioned above, none of the directors or key managerial personnel of the Company or the relatives of the said persons are interested in the said resolution.

No change in control of the Company or its management of its business is intended or expected pursuant to the Offer.

The Board recommends the resolution in Item No. 2 of the Notice for your approval as a special resolution.

ITEM: 3) TO RATIFY THE MEMBERS RESOLUTION PASSED ON 03RD JULY, 2023 FOR ISSUE OF FULLY CONVERTIBLE WARRANTS ON A PREFERENTIAL ISSUE BASIS;

The Board of Directors at their meeting held on June 02, 2023 had, subject to the approval of the members of the Company ('Members') and such other approvals as may be required, approved the issue of upto 40,49,840 (Forty Lakh Forty Nine Thousand Eight Hundred Forty Only) fully convertible warrants ("warrants"), each convertible into, or exchangeable, at an option of Proposed Allottees, within a maximum period of 18 months from the date of allotment of warrants into equivalent number of fully paid up equity share of the Company of face value of Rs.10/- (Rupees Ten Only) each at a price of Rs. 16.05/- (Rupees Sixteen and five paise Only) each payable in cash ("Warrant Issue Price"), aggregating upto Rs. 6,49,99,932/- (Rupees Six Crore Forty-Nine Lakh Ninety Nine Thousand Nine Hundred Thirty Two Only) as per the provisions of chapter V of SEBI (ICDR) Regulations, 2018.

Company had received In-Principle Approval from NSE on August 11, 2023 to issue upto 40,49,840 (Forty Lakh Forty Nine Thousand Eight Hundred Forty Only) fully convertible warrants, out of which company has allotted 21,80,683 fully convertible warrants within the timeline prescribed in the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 and remaining 18,69,157 fully convertible warrants were allotted after the timeline prescribed in Regulation 170 of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

In accordance with Regulation 170(2) of SEBI (ICDR) Regulations, 2018, 18,69,157 fully convertible warrants allotted on a preferential basis is required to be ratified by the members of the company.

Further, in terms of Regulation 163 of the SEBI ICDR Regulations, certain disclosures are required to be made to the Members of the Company in addition to the disclosures prescribed under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 which forms part of this Explanatory Statement to the Notice.

Details of the Issue

The relevant disclosures as required under the Companies Act, 2013 and rules made thereunder and Chapter V of the SEBI ICDR Regulations are set out below:

(1) Particulars of the Preferential Issue including date of passing of Board Resolution

The Board of Directors at its meeting held on June 02 2023 has passed the resolution, subject to the approval of the members and such other approvals as may be required, to issue upto 40,49,840 (Forty Lakh Forty Nine Thousand Eight Hundred Forty Only) fully convertible warrants ("Warrants") each convertible into, or exchangeable into equivalent number of fully paid up equity shares of the Company of face value of Rs.10/- (Rupees Ten Only) each at a price of Rs.16.05/- (Rupees Sixteen and five paise Only) each payable in cash aggregating upto Rs. 64999932/- to the Investors, for cash and for consideration other than cash, by way of a preferential issue on a private placement basis.

(2) Type and Number of Securities to be issued, Basis of Price and amount to be raised:

The Company had allotted 18,69,157 fully convertible warrants ("Warrants"), each convertible into, or

exchangeable into equivalent number of fully paid up equity shares of the Company of face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 16.05/- (Rupees Sixteen and Five Paise Only) (including premium of Rs. 6.05/-) aggregating to Rs. 2,99,99,969.85/- (Rupees Two Crore Ninety-Nine Lakh Ninety-Nine Thousand Nine Hundred Sixty-Nine and Eighty-Five Paise Only).

Pursuant to the revised relevant date i.e 5th April, 2024 the price derived is Rs. 21.55/- and the allottees shall pay the differential amount i.e Rs. 1,02,80,363.50/- (Rupees One Crore Two Lakh Eighty Thousand Three Hundred Sixty-Three and Fifty Paise Only) to the Company.

(3) Objects of the Issue:

The Company shall utilize the proceeds from the preferential issue of the Equity Shares to finance working capital requirement of the Company.

(4) Basis on which the price has been arrived at and justification for the price (including premium, if any)

The equity shares of the company are listed on the emerge platform of National Stock Exchange of India Limited ("NSE" or "NSE Emerge" or "Stock Exchange") and are frequently traded in accordance with regulation 164 of the ICDR Regulations. The floor price of Rs. 21.55/- is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of warrant and it is higher of the following:

- a. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: Rs. 21.28/- per warrant
- b. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: Rs. 21.55/- per warrant
- c. **Report of independent registered valuer:** Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, the price of Rs. 16.05/- (Rupees Sixteen and five paise Only) of the Equity Shares and Convertible Equity Warrants to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated 20th July, 2023 issued by CA Jainam Shah, Registered Valuer (IBBI Registration No. IBBI/RV/07/2020/13500), in accordance with Regulation 166A of the ICDR Regulations ("Valuation Report"). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link: <https://www.sabarflex.com/>.

This resolution is for the ratification of earlier resolution passed by the shareholders on 03rd July, 2023; therefore, the company has obtained fresh valuation report dated 10th April, 2024 issued by CA Jainam Shah, Registered Valuer (IBBI Registration No. IBBI/RV/07/2020/13500), in accordance with Regulation 166A of the ICDR Regulations ("Valuation Report") and the price of Rs. 21.55/- is determined as per new relevant date. The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link: <https://www.sabarflex.com/>.

(5) The price or price band at/within which the allotment is proposed;

The issue price is Rs. 21.55/- per Equity share. Kindly refer to the above mentioned point no. (4) for the basis of determination of the price.

(6) Relevant Date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the fresh relevant date for determining the floor price for the preferential issue is April 05, 2024 being the working day preceding 30 days prior to the date of Extra-Ordinary General Meeting (EGM).

(7) The class or classes of persons to whom the allotment is proposed to be made/made;

The preferential Issue of the Equity Shares is proposed to be made/made to the below mentioned investors under the class/ category as mentioned below:

Sr. No.	Name Of Proposed Allottee	Maximum number of Warrants	Category	Disclosure as per Reg 163(1)(j) Current Status/change in Status
1	Ashok Sinh Bhati	1,24,610	Public	No
2	AshokSinh Balvantsinh Bhati (HUF)	1,55,763	Public	No
3	Bhati Apexa Ashok Sinh	1,24,610	Public	No
4	Aniruddhsinh A Bhati	1,24,610	Public	No
5	Sonaba B. Bhati	93,458	Public	No
6	Kunjit Maheshbhai Patel	12,46,106	Public	No
	Total	18,69,157		

(8) Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue

All proposed allottees are from public category. No Promoters, Directors or Key Managerial Personnel intend to subscribe to the preferential issue.

(9) Proposed time frame within which the Preferential Issue shall be completed

The differential amount on the 18,69,157 fully convertible warrants allotted after the prescribed timeframe aggregating to Rs. 1,02,80,363.50/- (Rupees One Crore Two Lakh Eighty Thousand Three Hundred Sixty-Three and Fifty Paise Only) shall be called by the Company prior to the date of passing of this resolution by shareholders.

(10) Principal terms of assets charged as securities

Not applicable.

(11) Shareholding pattern of the Company before and after the Preferential Issue

Please refer **Annexure - A** to this notice for details.

(12) Name and address of valuer who performed valuation:

The valuation was performed by CA Jainam Hitesh Shah, Registered Valuer (IBBI Registration No. IBBI/RV/07/2020/13500) having his office at 401,Purva Plaza, Opp. Adani Electricity, Shimpoli Road, Borivali West, Mumbai 400 092

(13) Amount which the Company intends to raise by way of such securities

The Company intends to receive an additional amount of Rs. 1,02,80,363.50/- (Rupees One Crore Two Lakh Eighty Thousand Three Hundred Sixty-Three and Fifty Paise Only) upon the total issue size of Rs. 6,49,99,932/- on account of revision of relevant date for six allottees and to ask for the differential price accordingly.

(14) Material terms of the proposed Preferential Issue of the Equity Shares

The material terms of the proposed preferential issue of the warrants are stipulated in the special resolution as set out at Item No. 3 of this Notice.

(15) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

The resolution is to ratify the allotment made in accordance with Regulation 170(2) of the SEBI ICDR Regulations to the aforementioned six allottees. There was no preferential allotment made by the Company except to this preferential issue of warrants as aforementioned in point (1) of this agenda. No preferential allotment has been made to any person during the year during financial year 2024-25 till date.

(16) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue.

The Equity Shares are proposed to be allotted to persons belonging to public category and not to the promoters / promoter group of the Company. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of warrants and resultant Equity Shares being allotted. The pre and post issue holding of the proposed allottees are as under:

Name of the Proposed allottee	Category	Present pre-issue shareholding		Post issue shareholding*		Ultimate beneficial owners	Change in control, if any
		Pre-issue holding	% of Total Equity capital	Post issue holding	% of total equity capital		
Ashok Sinh Bhati	Public	Nil	Nil	1,24,610	0.65	Self	No Change
AshokSinh Balvantsinh Bhati (HUF)	Public	10000	0.07	1,65,763	0.87	Ashok Sinh Bhati	No Change

Bhati Apexa Ashok Sinh	Public	Nil	Nil	1,24,610	0.65	Self	No Change
Aniruddhsinh A Bhati	Public	Nil	Nil	1,24,610	0.65	Self	No Change
Sonaba B. Bhati	Public	Nil	Nil	93,458	0.49	Self	No Change
Kunjit Maheshbhai Patel	Public	Nil	Nil	12,46,106	6.52	Self	No Change

*The post-issue shareholding as shown above is calculated assuming full allotment of Equity Shares by the proposed allottees. There will be no change in control in the Company consequent to the completion of the preferential issue to the Investors.

(17) Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects

No contribution is being made by Promoter or Directors of the Company as part of the Preferential Issue.

(18) Valuation and Justification for the allotment proposed to be made for consideration other than cash

Not applicable. The consideration for issue of warrants shall be paid in cash.

(19) Listing

The equity shares arising from the exercise of the warrants will be listed on the Stock Exchanges at which the existing shares are listed i.e. NSE subject to the receipt of necessary regulatory permissions and approvals as the case may be.

(20) Lock-in Period

The equity shares to be allotted pursuant to the preferential issue shall be subject to 'lock-in' as per chapter V of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the above Allottees, if any, shall be locked-in from the Relevant Date up to a period 90 trading days from the date allotment of shares as per the SEBI ICDR Regulations. The equity shares to be allotted on a preferential basis shall be locked-in for such period and upto the extent as specified under Regulations 167 of the SEBI ICDR Regulations.

(21) Undertakings

- a) Neither the Company nor any of its Directors and/ or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- b) Neither the Company nor any of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.

- c) The Company is eligible to make the preferential issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- d) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- e) The proposed allottees have confirmed that they have not sold any equity shares of the Company during the 90 (Ninety) trading days preceding the Relevant Date.
- f) As the equity shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of the SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- g) The Company shall re-compute the price of the equity shares to be allotted under the preferential allotment in terms of the regulation 166 of SEBI ICDR Regulations if it is required to do so.
- h) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the preferential allotment shall continue to be locked-in till the time such amount is paid by the allottees.

The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of warrants and equity shares upon conversion of warrants.

(22) Company Secretary's Certificate

The certificate from M/s. Aanal Mehta & Associates, Practicing Company Secretary (ICSI Membership No.: 61893 CP No: 23096) certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link <https://www.sabarflex.com/>

(23) Other disclosures

- a) The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- b) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity Shares/Warrants under the preferential issue is for a cash consideration.
- c) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares of the Company are listed.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, the approval of the members for issue of warrants fully convertible to equity shares to the Investor is being sought by way of a special resolution as set out in the said item no. 3 of the Notice.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members and, therefore, recommends the resolution at Item No.3 of the accompanying Notice for approval by the members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this special resolution as set out at Item No. 3 of this notice except and to the extent of their shareholding in the Company.

The documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

Annexure - A - Pre and Post Preferential Issue Shareholding Pattern of the Company

	Category of Shareholder(s)	Pre-Issue (as on June 02, 2023)		Post - Issue (Post exercise of Warrants into Equity Shares)	
		No. of Shares held	% of share holding	No. of shares held	% of share holding
A	Promoters & Promoter Group Holding				
1	Indian				
a)	Individual	58,57,388	38.869%	58,57,388	30.64%
b)	Family Trust	0	0.000%	0	0.000%
c)	Bodies Corporate	0	0.000%	0	0.000%
	Sub-Total (A)(1)	58,57,388	38.869%	58,57,388	30.64%
2	Foreign				
a)	Individual	0	0.000%	0	0.000%
b)	Bodies Corporate	0	0.000%	0	0.000%
	Sub- Total (A)(2)	0	0.000%	0	0.000%
	Total Promoters & Promoter Group Holding (A)	58,57,388	38.869%	58,57,388	30.64%
B	Non-Promoters Holding				
1	Institutional Investors	0	0.000%	0	0.000%
a)	Mutual Funds	0	0.000%	0	0.000%
b)	Alternate Investment Funds	0	0.000%	0	0.000%
c)	Foreign Portfolio Investors / foreign body corporate	0	0.000%	0	0.000%
d)	Financial Institutions/ Banks	0	0.000%	0	0.000%
e)	Insurance Companies	0	0.000%	0	0.000%
	Sub-Total (B)(1)	0	0.000%	0	0.000%
2	Central Government/ State Government	0	0.000%	0	0.000%
	Sub-Total (B)(2)	0	0.000%	0	0.000%
3	Non-Institutions				
a)	Individuals				
i)	Individual shareholders holding nominal share capital upto Rs. 2 lakhs	16,10,000	10.683%	16,10,000	8.42%
ii)	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	66,72,136	44.275%	1,01,61,229	53.15%
b)	NBFCs registered with RBI	0	0.000%	0	0.000%
c)	Any other, specify				
	Foreign National	0	0.000%	0	0.000%

	Hindu Undivided Family	2,50,000	1.659%	8,10,747	4.24%
	Non-Resident Indians	3,70,000	2.455%	3,70,000	1.94%
	Clearing Member	1,00,000	0.663%	1,00,000	0.52%
	Body Corporate	2,10,000	1.393%	2,10,000	1.10%
	Sub-Total (B)(3)	92,12,136	61.13%	1,32,61,976	69.36%
	Total Public Shareholding (B)	92,12,136	61.13%	1,32,61,976	69.36%
	Total (A)+(B)	1,50,69,524	100.000%	1,91,19,364	100.000%
C	Shares held by custodians for ADR and GDR	0	0.000%	0	0.000%
	Total (A)+(B)+(C)	1,50,69,524	100.000%	1,91,19,364	100.000%

*** Notes:**

1. The post-issue shareholding of the Company is calculated assuming full exercise of warrants and consequent allotment of the equity shares of the Company.
2. It is further assumed that the shareholding of the Company in all other categories will remain unchanged.
3. In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of equity shares on exercise of warrants, the shareholding pattern in the above table would undergo corresponding changes.

ITEM: 4) ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY;

The Board of Directors of the company at their meeting held on 06th April, 2024, have approved the alteration of the articles of association of the company by replacing the existing article no. 19 with the new article as mentioned in resolution number 4 of this notice in order to align the same with the transfer regulations as the Board of Directors thinks fit.

The Board of Directors of the Company believe that the proposed alteration is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 4 in the accompanying notice for your approval.

None of the Promoter and Promoter Group, Directors or any Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution.

Registered Office:

B/1/104, Palledium, Nr. Orchid Wood
Opp. Divya Bhaskar, Corporate Road,
Prahlanagar, Ahmedabad, Gujarat,
India, 380015

Date: Friday 12, 2024

Place: Ahmedabad

**By order of the Board,
For, SABAR FLEX INDIA LIMITED**

**Sd/-
Mr. Hikmatbahadur Kunwar
Managing Director
DIN: 00024010**

SABAR FLEX INDIA LIMITED

CIN: L25209GJ2018PLC102720

E-MAIL: info@sabarflex.in

ATTENDANCE SLIP

Regd. Folio No.	
D.P. I.D.	
Client I.D.	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the Extra ordinary General Meeting of the Members of **Sabar Flex India Limited** held on Monday, 06th May 2024 at 11:00 AM at the registered office of the Company situated at B/1/104, Palledium, Nr. Orchid Wood Opp. Divya Bhaskar, Corporate Road, Prahladnagar, Ahmedabad, Gujarat, India, 380015.

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

Note: Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

Note: Shareholder/Proxyholder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.

-----Please tear here-----
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SABAR FLEX INDIA LIMITED

CIN: L25209GJ2018PLC102720

E-MAIL: info@sabarflex.in

PROXY FORM

(Form No. MGT-11 - Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)	
Registered Address	
E-mail Id	
Folio No/ Client Id	
DP ID:	

I/We, being the member (s) of..... shares of the above-named company, hereby appoint

- Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or failing him
- Name: _____
Address: _____
E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra ordinary General Meeting of the Members of **Sabar Flex India Limited held** on Monday, 06th May 2024 at 11:00 AM at the registered office of the Company situated at B/1/104, Palledium, Nr. Orchid Wood Opp. Divya Bhaskar, Corporate Road, Prahladnagar, Ahmedabad, Gujarat, India, 380015 or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
1.	INCREASE IN AUTHORISED CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION: Ordinary Resolution			
2.	APPROVAL OF FURTHER PUBLIC OFFERING OF EQUITY SHARES OF THE COMPANY: Special Resolution			
3.	TO RATIFY THE MEMBERS RESOLUTION PASSED ON 03RD JULY, 2023 FOR ISSUE OF FULLY CONVERTIBLE WARRANTS ON A PREFERENTIAL ISSUE BASIS: Special Resolution			
4.	ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY: Special Resolution			

Signed this.....day of.....2024

Affix
Revenue
Stamp of
Rs. 1/-

Signature of
shareholder

Signature of Proxy
holder(s)

Note:

- This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of 16th Annual General Meeting.
- It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Form No. MGT-12
Polling Paper

Pursuant to Section 109(5) of Companies Act, 2013 and rule 21(1)(c) of Companies (Management and Administration) Rules, 2014]

Name of the Company: Sabar Flex India Limited
Registered Office: B/1/104, Palledium, Nr. Orchid Wood Opp. Divya Bhaskar, Corporate Road, Prahladnagar, Ahmedabad, Gujarat, India, 380015
CIN: L25209GJ2018PLC102720

SNo	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Address	
3.	Registered Folio No/ *Client ID (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares
5.	Number of Shares	

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	INCREASE IN AUTHORISED CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION: Ordinary Resolution			
2.	APPROVAL OF FURTHER PUBLIC OFFERING OF EQUITY SHARES OF THE COMPANY: Special Resolution			
3.	TO RATIFY THE MEMBERS RESOLUTION PASSED ON 03RD JULY, 2023 FOR ISSUE OF FULLY CONVERTIBLE WARRANTS ON A PREFERENTIAL ISSUE BASIS: Special Resolution			
4.	ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY: Special Resolution			

Place: Ahmedabad
Date: 06th May, 2024

(Signature of the shareholder*)

(*as per Company records)