

SABAR FLEX INDIA LIMITED

**REG: OFFICE: B/1/104, PALLEDIUM, NR. ORCHID WOOD OPP. DIVYA BHASKAR,
CORPORATE ROAD, PRAHLADNAGAR AHMEDABAD 380015 GUJARAT.**

6th ANNUAL REPORT

Financial Year: 2023-2024

SABAR FLEX INDIA LIMITED

(6th) Sixth Annual General Meeting of the Company:

Date	:	September 30, 2024
Day	:	Monday
Time	:	11:30 A.M.
Venue	:	Hotel Crowne Plaza, Ahmedabad City Centre, Sarkhej, Gandhinagar Highway, Near Shapath-V, Prahlad Nagar, Ahmedabad, Gujarat 380015.

Contents		Page No.
1	General Information	1
2	Chairman speech	3
3	Notice And Explanatory Statement	4
4	Board's Report	31
4.A	Conservation of Energy, Research and Development, Technology Absorption, Foreign Exchange Earnings and Outgo	40
4.B	Management Discussion and Analysis Report	41
4.C	Secretarial Audit Report	46
5	Independent Audit Report from Patel Jain & Associates.	50
6	Balance sheet	60
7	Profit and Loss Account	62
8	Cash flow Statement	64
9	Notes to Accounts	67
10	Attendance Slip	83
11	Proxy Form	84
12	Polling Paper	85
13	Route Map	86

General Information:❖ **Board of Directors & KMP:**

1.	Mr. Hikmatbahadur Krishabahadur Kunwar	:	Managing Director
2.	Mr. Manoj Kumar Agarwal	:	Director
3.	Ms. Bhavna Basantbhai Shah	:	Independent Director
4.	Ms. Sonalbahen Pratik Bhatt	:	Non-Executive Director
5.	Mr. Shubham Jain	:	Independent Director
6.	Ms. Tinkle Zapatbahadur Rawal	:	Chief Financial Officer
7.	Ms. Neha Sharma (upto June 18, 2024)	:	CS & Compliance Officer
8.	Ms. Priya Khandelwal (w.e.f. September 06, 2024)	:	CS & Compliance Officer

❖ **Statutory Auditor:**

M/s. Patel Jain & Associates.
Chartered Accountants
Ahmedabad

❖ **Internal Auditor:**

Mr. Amit P Parmar
Ahmedabad

❖ **Compliance Officer:**

Ms. Neha Sharma
Company Secretary & Compliance Officer
(upto June 18, 2024)

Ms. Priya Khandelwal
Company Secretary & Compliance Officer
(w.e.f. September 06, 2024)

❖ **Secretarial Auditor:**

M/s. SCS AND CO. LLP
Practicing Company Secretary
Ahmedabad

❖ **Registered Office:**

B/1/104, Palledium,
Nr. Orchid Wood Opp. Divya Bhaskar,
Corporate Road, Prahladnagar
Ahmedabad 380015 Gujarat
E-mail: info@yahoo.co.in
CIN: L25209GJ2018PLC102720
Website: <https://www.sabarflex.com/>

❖ **Listed at:**

NSE Emerge -SME

❖ **Bankers:**

Axis Bank

❖ **Registrar & 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
Contact Number: 079-40392571
Website: www.bigshareonline.com

❖ **Committees of Board:**❖ Audit Committee:

Mr. Shubham Jain	:	Chairperson
Ms. Bhavna Shah	:	Member
Mr. Hikmat Bahadur Kunwar	:	Member

❖ Nomination and Remuneration Committee:

Mr. Shubham Jain	:	Chairperson
Ms. Bhavna Shah	:	Member
Ms. Sonal Bhatt	:	Member

❖ Stakeholder Relationship Committee:

Mr. Shubham Jain	:	Chairperson
Ms. Bhavna Shah	:	Member
Ms. Sonal Bhatt	:	Member

Dear Shareholders, Board Members, and Esteemed Guests,

It is my great honor to address you today as the Chairman of Sabar Flex India Limited. As we reflect on the past year, I am filled with immense pride for what we have accomplished together. The packaging industry is evolving rapidly, and despite various challenges, we have not only adapted but thrived in a highly competitive landscape.



Our primary business—manufacturing packaging, including flex—has always been centered on innovation, sustainability, and customer satisfaction. Over the last financial year, we've expanded our portfolio, increased production efficiency, and most importantly, deepened our commitment to delivering value to our customers.

➤ **Performance Highlights**

I'm pleased to report that we have achieved significant growth in both revenue and market share. Our sales volumes have grown by X%, and we have successfully penetrated new markets both domestically and internationally. This growth is a testament to the trust our customers place in us and the relentless efforts of our talented team.

In terms of innovation, we continue to invest in cutting-edge technologies to ensure that we remain a leader in the flexible packaging industry. Our R&D department has made breakthroughs that have improved both the quality and sustainability of our products, keeping us ahead of industry trends. We've also streamlined our production processes, enabling us to meet growing demand more efficiently while maintaining high standards of quality.

➤ **Sustainability and Environmental Responsibility**

Today, more than ever, our customers and partners expect solutions that are not only high-performing but also environmentally responsible. I am proud to share that we've implemented several initiatives to reduce our environmental footprint. From sourcing eco-friendly raw materials to implementing energy-efficient practices at our manufacturing facilities, Sabar Flex India Limited is committed to contributing to a sustainable future.

➤ **Strategic Vision**

Looking ahead, our strategy remains focused on growth, innovation, and sustainability. We aim to expand our manufacturing capacities, invest in new technologies, and deepen our presence in international markets. Moreover, we are committed to creating a workplace that nurtures talent, encourages innovation, and fosters long-term growth for our employees and stakeholders alike.

In closing, I would like to express my heartfelt gratitude to our shareholders for their continued trust, our board members for their guidance, and our dedicated team for their hard work and commitment. Together, we are shaping a bright future for Sabar Flex India Limited, and I am confident that the coming year will be one of even greater success.

Thank you.

Himmatbahadur Kunwar
Chairman, Sabar Flex India Limited

NOTICE

Notice is hereby given that the 6th Sixth Annual General Meeting of the Company will be held on Monday, September 30, 2024 at 11:30 AM at **Hotel Crowne Plaza, Ahmedabad City Centre, Sarkhej, Gandhinagar Highway, Near Shapath-V, Prahlad Nagar, Ahmedabad, Gujarat 380015** to consider and transact the following business:

Ordinary Business:

- 1) To receive, consider and adopt the audited Balance Sheet as at March 31, 2024, the Statement of Profit and Loss for the year ended on that date together with the schedules thereon, along with the reports of the Board of Directors and Auditors thereon.
- 2) To consider the retirement by rotation of Mr. Manoj Kumar Agarwal (DIN: 08108458), who retires by rotation and is not seeking re-appointment

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Manoj Kumar Agarwal, Director of the Company, retires by rotation at this AGM. He has expressed his decision not to seek re-appointment. Accordingly, the Board of Directors does not propose to fill the vacancy at this time.

“Resolved that Mr. Manoj Kumar Agarwal (DIN: 08108458) retires by rotation at this AGM and shall not be reappointed, and the vacancy shall remain unfilled.”

- 3) To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution for re-appointment of M/s. Patel & Jain, Chartered Accountants as the Statutory Auditors of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Patel & Jain, Chartered Accountants (ICAI Firm Registration No. 129797W) be re-appointed as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from conclusion of the 6th Annual General Meeting until the conclusion of the 11th Annual General Meeting of the Company, to be held for the financial year 2027-28, at such remuneration as may be determined by the Board of Directors.”

Special Business:

- 4) Increase in Authorised Share Capital of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61 & 64 or all other applicable provisions, if any read with applicable Rules made there under (including amendments or re-enactment thereof), consent of shareholders of the Company be and is hereby accorded to alter and increase the Authorized Share Capital of the Company from existing Rs. 19,12,00,000/- (Rupees Nineteen Crores Twelve Lakhs Only) divided into 1,91,20,000 (One Crore Ninety-One Lakh Twenty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 24,92,00,000/-

(Rupees Twenty-Four Crore Ninety-Two Lakhs Only) divided into 2,49,20,000 (Two Crore Forty-Nine Lakhs Twenty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by following new Clause:

V. The Authorized Share capital of the Company is Rs. 24,92,00,000/- (Rupees Twenty-Four Crore Ninety-Two Lakhs Only) divided into 2,49,20,000 (Two Crore Forty-Nine Lakhs Twenty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT any directors of the Company of the Company be and are hereby jointly or severally authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

5) Issue of Convertible Warrants on a Preferential basis:

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

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) or reenactment(s) thereof), (‘the Act’), the enabling provisions of the Memorandum and Articles of Association of the Company 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 Reserve Bank of India (‘RBI’) and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (‘ICDR Regulations’), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the listing agreements entered into by the Company with Stock Exchanges i.e. National Stock Exchange of India Limited (NSE) and, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, as amended, and subject to other applicable Rules / Regulations / Guidelines / Notifications /Circulars and clarifications issued thereunder, if any, from time to time by Ministry of Corporate Affairs (‘MCA’), the Securities and Exchange Board of India, and/ or any other competent authorities to the extent applicable, and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any third parties, statutory or regulatory authorities including the Stock Exchange i.e. National Stock Exchange of India Limited (NSE), as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include any duly constituted/ to be constituted Board of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the members of the Company be and is hereby accorded to offer, issue and allot from time to time in one or more tranches of upto 58,00,000 (Fifty-Eight Lakhs) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each (‘Warrants’) at a price of Rs. 24/- (Rupees Twenty-Four Only) each (including premium of Rs. 14/- each) payable in cash (‘Warrants Issue Price’), aggregating upto Rs.

13,92,00,000/- (Rupees Thirteen Crore Ninety-Two Lakhs Only) which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the allottees mentioned herein below as a table A (hereinafter referred to as "Proposed Allottee"), by way of preferential issue in accordance with the terms of the Warrants on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act, as the Board may determine.

RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the "Relevant Date" for the purpose of determination of minimum price for the issue and allotment of Warrants shall be Saturday, August 30, 2024, being the preceding day of 30 (thirty) days prior to the date of this Annual General Meeting.

RESOLVED FURTHER THAT the preferential issue is of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions prescribed under applicable laws:

- A. The Warrant holder shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (one) equity share against each Warrant
- B. Minimum amount of upto Rs. 3,48,00,000/- (Rupees Three Crore Forty-Eight Lakhs Only), which is equivalent to 25% of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will be required to make further payments of Rs. 10,44,00,000/- (Rupees Ten Crore Forty-Four Lakh Only), which is equivalent to 75% of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).
- C. The Warrants shall not carry any voting rights until they are converted into equity shares.
- D. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ('Conversion Notice') to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ('Conversion Date'). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant exercise amount by the Warrant holder to the designated bank account of the Company.
- E. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.
- F. The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.

- G. The Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.
- H. The Warrants by itself, until converted into Equity Shares, do not give to the Warrant holders any voting rights in the Company in respect of such Warrants. However, warrants holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares.
- I. The equity shares allotted upon conversion of the Warrants will be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottee be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottee inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, Key Managerial Personnel, be and is hereby severally authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottee, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants, making applications to the stock exchanges for obtaining in-principle approvals, filing requisite documents with the MCA, Stock Exchange i.e. National Stock Exchange of India Limited and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of Warrants without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s), or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard."

Table A

Sr. No.	Name of the proposed Allottee	Category	No. of Convertible Warrants to be allotted	PAN
1	RFBL Flexipack Limited	Public - Non - Institutional - Body corporate	30,00,000	AACFF7238H
2	Kapadia Anjanaben	Public - Non -	50,000	AZOPK8595R

		Institutional - Resident Individual		
3	Kinnari Maheshbhai Patel	Public - Non - Institutional - Resident Individual	7,00,000	BWMPP6397J
4	Dhruti Kunjit Patel	Public - Non - Institutional - Resident Individual	7,00,000	CNQPP0563H
5	Rupesh kumar Mittal	Public - Non - Institutional - Resident Individual	1,00,000	AGXPM5501B
6	Anandraj P Chhajer	Public - Non - Institutional - Resident Individual	50,000	AGQPC1344M
7	Kavya Dharendra Chopra	Public - Non - Institutional - Resident Individual	6,00,000	BDUPC6555N
8	Dhirendra Gautamkumar Chopra	Public - Non - Institutional - Resident Individual	6,00,000	AAMPC4734H

6) Appointment of Mr. Becharsinh Harisinh Chauhan (DIN: 09269744) as Director of the Company

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 152, 161 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications of directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Becharsinh Harisinh Chauhan (DIN: 09269744) who was appointed as an Additional Director of the company by the board with effect from September 04, 2024 and who holds the office till the date of the AGM in term of section 161 of the companies act, 2013, be and is hereby appointed as an Director (Executive) of the Company that he shall be liable to retire by rotation.”

7) Appointment of Mr. Manishbhai Govindbhai Chaudhary (DIN: 09829282) as Director of the Company

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 152, 161 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications of directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Manishbhai Govindbhai Chaudhary (DIN: 09829282) who was appointed as an Additional Director of the company by the board with effect from September 04, 2024 and who holds the office till the date of the AGM in term of section 161 of

the companies act, 2013, be and is hereby appointed as an Director (Non-Executive) of the Company that he shall be liable to retire by rotation.”

Registered Office:

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

Date: September 7, 2024

Place: Ahmedabad

**By order of the Board,
For Sabar Flex India Limited**

**Sd/-
Hikmatbahadur Krishabahadur Kunwar
Managing Director
DIN: 00024010**

Notes:

1. The register of members and share transfer books shall remain closed from **Tuesday, September 24, 2024** to **Monday, September 30, 2024** (Both days inclusive) for the Annual General Meeting.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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 Annual General Meeting.
7. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips to the Meeting.
8. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended **March 31, 2024** is uploaded on the Company's website <https://sabarflex.com/> and can be accessed by the members from there.
9. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration) Rules, 2014, which allows the companies to send documents including annual reports and other intimation by 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.
10. 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.
11. 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

12. 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 viz.:

Bigshare Services Private Limited,
A-802, Samudra Complex, off C G Road,
Navrangpura, Near Girish Cold Drinks,
Ahmedabad 380009, Gujarat, India
Investor Grievance Email: bssahd@bigshareonline.com
Contact Number: 079-40392571

The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., **Monday, September 23, 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, September 23, 2024**.

13. In terms of the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing to the members facility of voting by electronic means in respect of businesses to be transacted at the Meeting which includes remote e-voting (i.e. voting electronically from a place other than the venue of the Meeting). The Company also proposes to provide the option of voting by means of poll paper at the venue of Meeting in addition to the remote electronic voting mentioned above. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting by electronic means.

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 **M/s. SCS & Co. LLP**, Practicing Company Secretary, as the Scrutinizer, to scrutinize the entire voting process in a fair and transparent manner.

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

The remote e-voting period begins on Friday, 27 September, 2024 at 9:00 a.m. and ends on Sunday, 29 September, 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, September 23, 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, September 23, 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 and joining virtual meetings 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"> <li data-bbox="683 654 1435 1230">1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="683 1230 1435 1686">2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="683 1686 1435 1781">3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 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 (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is

101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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.co.in. 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 Ms. Prajakta Pawle at evoting@nsdl.co.in

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 compliance@aimetr.com. If you are an Individual shareholder 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.co.in 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 three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the

employment of the Company and make a 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 www.sabarflex.com within two (2) working days of passing of the resolutions at the AGM of the Company and communicated to the NSE Limited.

Registered Office:

B/1/104, Palledium

Nr. Orchid Wood Opp, Divya

Bhaskar, Corporate Road

Prahladnagar Ahmedabad

380015 Gujarat

Email: info@sabarflex.in

Website: <https://sabarflex.com/>

**By order of the Board,
For Sabar Flex India Limited**

Sd/-

Hikmatbahadur Krishabahadur Kunwar

Managing Director

DIN: 00024010

Date: September 7, 2024

Place: Ahmedabad

Profile of the directors seeking appointment/reappointment in forthcoming Annual General Meeting

Name of Director	Mr. Becharsinh Harisinh Chauhan	Mr. Manishbhai Govindbhai Chaudhary
Director Identification Number	09269744	09829282
Date of Birth	04-05-1963	28-10-1986
Date of first appointment	04-09-2024	04-09-2024
Brief Profile	Mr. Behcharsinh Chauhan is a Graduate. with 25 years of experience in the Packaging Industry Plastic Printing and Ink Technology, Having High knowledge and Leadership Quality within Flexible Packaging Industries - As a Manager handled All products of Flexible Packaging from Raw Material to Finished Products.	Mr. Manish Chaudhary is Under Graduate with high Knowledge of All Production lines in Flexi Pack business - Having skill of Masuring Qualities of incoming raw material like PET, Met PET, BOPP, Met BOPP, CPP, Al. Foil, Poly Film, solvent and Ink and Experiance of over 10 Years of Quality check of Printing, Lamination, Extrusion Coating Lamination (ECL), Pouching and Extrusion Poly Films (Blown Films).
Number of Equity shares held	-	-
List of other Public Ltd. Co. in which Directorship held	-	-
Chairman/ Member of the Committees of the Board of Directors of the other Co.	-	-

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**Item No. 4 Increase in authorized share capital of the Company**

The existing Authorized Share Capital of the Company is Rs. 19,12,00,000/- (Rupees Nineteen Crores Twelve Lakhs Only) divided into 1,91,20,000 (One Crore Ninety-One Lakh Twenty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each.

The Board in its Meeting held on September 04, 2024 approved and recommended increasing the Authorised Share Capital to Rs. 24,92,00,000/- (Rupees Twenty-Four Crore Ninety-Two Lakhs Only) divided into 2,49,20,000 (Two Crore Forty-Nine Lakhs Twenty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each of ranking pari-passu with the existing Equity Shares in all respects, as per the Memorandum and Articles of Association of the Company. Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorized Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of the Members.

The Board recommends the Resolution set out in Item no. 4 for approval of the Members as Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution.

Item No. 5 Issue of Convertible Warrants on a Preferential basis

The Board of Directors of the Company in their meeting held on September 04, 2024, approved raising of funds aggregating upto Rs. 13,92,00,000/- (Rupees Thirteen Crore Ninety-Two Lakhs Only) by way of issuance of upto 58,00,000 (Fifty-Eight Lakhs) warrants, each convertible into or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each ('Warrants') at a price of Rs. 24/- (Rupees Twenty-Four Only) each (including premium of Rs.14/- each) payable in cash ('Warrants Issue Price'), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, to the allottees mentioned in the notice in the form of table A, (referred to as the 'Proposed Allottee'), by way of a preferential issue through private placement offer, that they have agreed to subscribe to the proposed preferential issue and has confirmed its eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the 'ICDR Regulations').

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis issue.

Accordingly, in terms of the Act and the ICDR Regulations, consent of the members is being sought for the raising of funds aggregating upto Rs. 13,92,00,000/- (Rupees Thirteen Crore Ninety-Two Lakhs Only) by way of issuance of upto 58,00,000 (Fifty-Eight Lakhs) warrants, each convertible or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each at a

price of Rs. 24/- (Rupees Twenty-Four Only) each (including premium of Rs. 14/- each) payable in cash, on a preferential basis to the Proposed Allottee as the Board of Directors of the Company may determine in the manner detailed hereafter.

The salient features of the preferential issue, including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act, are set out below:

1. Object of the Issue:

The Company shall utilize the proceeds from the preferential issue of Convertible Warrants as under:

Sr. No.	Particulars	Total Estimated amount to be utilized for each of the objects (Rs. in Crore)*	Tentative timelines for utilization of Issue proceeds from the date of receipts of funds
1	Working Capital Requirements	12.53 Crore	Within 24 months from receipt of funds for the warrants
2	General Corporate Purpose	1.39 Crore	
Total		13.92 Crore	

***Considering 100% conversion of Warrants into equity shares within the stipulated time.**

- A) Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 24 months from the date of receipt of funds for the Warrants (as set out herein).
- B) In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.
- C) If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws. **

**Till such time issue proceeds are fully utilized, the Company shall keep the same in bank deposits and /or Bonds/Fixed Deposit/Mutual Funds/ High rated Commercial papers/ Inter Corporate Deposits or any Other Debt Instruments in the best interest of the company as the Board may think fit.

Monitoring Agency Details:

As the size of this issue is above 100 Crore so, our Company has appointed CRISIL Ratings Limited as the monitoring agency for this issue.

2. Relevant Date on the basis on which price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of warrants is Saturday, August 30, 2024.

3. Particulars of the Preferential Issue including date of passing of Board resolution

The Board, at its meeting held on September 04, 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 58,00,000 (Fifty-Eight Lakhs) Warrants to the Proposed Allottees, each at a price of Rs. 24/- per Warrant (including a premium of Rs. 14/- per Warrant), aggregating up to Rs. 13,92,00,000/- (Rupees Thirteen Crore Ninety-Two Lakhs Only), for a cash consideration, by way of a preferential issue on a private placement basis.

4. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued

Up to 58,00,000 (Fifty-Eight Lakhs) Warrants to the Proposed Allottees, each at a price of Rs. 24/- per Warrant (including a premium of Rs. 14/- per Warrant), such price being not less than the floor price as on the relevant date (as set out below) determined in accordance with the provisions of Chapter V ICDR Regulations.

5. Basis or justification for the price (including of the SEBI the premium, if any) has been arrived at:

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottees, the price of Rs. 24/- (Rupees Twenty-Four Only) of Equity Shares to be issued to proposed allottees has been determined taking into account the valuation report dated September 02, 2024 issued by CS Abhishek Chhajed, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2020/13674 and having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, Gujarat - 380001, in accordance with Regulation 166A of the ICDR Regulations.

The Equity Shares of the Company is listed on National Stock Exchange of India Limited (NSE). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and National Stock Exchange of India Limited (NSE), being the Stock Exchange with higher trading volumes for the preceding Ninety trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

Pursuant to the provisions of Regulation 164(1) of ICDR Regulations, the floor price shall not be less than higher of the following:

- i. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the National Stock Exchange of India Limited ("NSE") preceding the Relevant Date: i.e. Rs. 23.80/- per Equity Shares;
- ii. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the National Stock Exchange of India Limited ("NSE") preceding the Relevant Date: i.e. Rs. 23.03/- per Equity Shares.

In accordance with the provisions of ICDR the Company has undertaken a report on valuation of Equity shares from CS Abhishek Chhajed, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2020/13674 and having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, Gujarat - 380001 dated 02nd September, 2024 and the price

arrived is Rs. 23.80/- (Rupees Twenty Three and Eighty Paise Only). However, the issue price as decided by the management is Rs. 24.00/- (Rupees Twenty- Four Only) per specified security.

A copy of the report issued by the Registered Valuer is available on the website of the Company at <https://sabarflex.com/>.

In terms of the applicable provisions of the SEBI ICDR Regulations, the volume weighted average price ("VWAP") for the Preferential Issue is Rs. 23.80/- per Equity Share. The price per Equity Share to be issued pursuant to the Preferential Issue is fixed at Rs. 24.00/- per Equity Share being not less than the price computed in accordance with Chapter V of the SEBI ICDR Regulations and valuation report obtained from the registered valuer.

6. Amount which the Company intends to raise by way of such securities:

Aggregating upto Rs. 13,92,00,000/- (Rupees Thirteen Crore Ninety-Two Lakhs Only).

7. The class or classes of persons to whom the allotment is proposed to be made:

The Equity Shares are proposed to be issued to Non-Promoters including Individual and Body Corporate.

8. The 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 the price:

The Company has issued and allot 18,69,157 convertible warrants during the year and converted the same, listing approval of the same is under process. The details are mentioned below:

Name of the Allottee	No. of securities Issued	Date of allotment of warrants
Anirrudhsinh A Bhati	1,24,610	September 12, 2023
Ashoksinh Balvantsinh Bhati (HUF)	1,55,763	September 12, 2023
Ashoksinh Bhati	1,24,610	September 12, 2023
Bhati Apexa AshokSinh	1,24,610	September 12, 2023
Sonaba B. Bhati	93,458	September 12, 2023
Kunjit Maheshbhai Patel	12,46,106	November 20, 2023 and December 20, 2023
Total	18,69,157	

9. Maximum number of securities to be issued:

The resolution set out in the accompanying notice authorizes the Board to raise funds aggregating upto Rs. 13,92,00,000/- (Rupees Thirteen Crore Ninety-Two Lakhs Only) by way of issuance of upto 58,00,000 (Fifty-Eight lakhs) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each at a price of Rs. 24/- (Rupees Twenty-Four Only) each (including premium of Rs. 14/- each) payable in cash.

Minimum amount of upto Rs. 3,48,00,000/- (Rupees Three Forty-Eight Lakhs Only), which is equivalent to 25% of the Warrants Issue Price shall be paid at the time of subscription and allotment of each

Warrant. The warrant holder will be required to make further payments of Rs. 10,48,00,000/- (Rupees Ten Crore Forty-Eight Lakhs Only), which is equivalent to 75% of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).

10. Intention/ Contribution of promoters/ directors/ key personnel to subscribe to the offer:

Except the name mentioned below, None of the Any Promoters, Directors or Key Management Personnel intends to subscribe to the warrants of the Company in the proposed issue.

Sr. No.	Name of Allottee	No. of Warrants	Category
1.	RFBL Flexipack Limited	30,00,000	Public - Non - Institutional - Body corporate
2.	Kapadiya Anjanaben	50000	Public - Non - Institutional - Resident Individual
3.	Kinnari Maheshbhai Patel	700000	Public - Non - Institutional - Resident Individual
4.	Dhruti Kunjit Patel	700000	Public - Non - Institutional - Resident Individual
5.	Rupeshkumar Mittal	100000	Public - Non - Institutional - Resident Individual
6.	Anandraj P Chhajer	50000	Public - Non - Institutional - Resident Individual
7.	Kavya Dhirrendra Chopra	600000	Public - Non - Institutional - Resident Individual
8.	Dhirendra Gautamkumar Chopra	600000	Public - Non - Institutional - Resident Individual

11. Shareholding pattern of the Company before and after the Preferential Issue:

The shareholding pattern before and after completion of the proposed preferential issue would be as under:

Category of Investor	Pre-Issue Equity Shares		*Post Issue Equity Shares	
	Total No. of Shares	% Of Total Shares	Total No. of Shares	% of Total Shares
Promoters and Promoter Group Holding	4717388	24.67	4717388	18.93
Indian Promoters/Promoter Group	4717388	24.67	4717388	18.93
Individuals / HUF	4717388	24.67	4717388	18.93
Bodies Corporate	-	-	-	-
Sub Total	4717388	24.67	4717388	18.93
Foreign Promoters/Promoter		-		-

Group	-		-	
Total Shareholding of Promoter and Promoter Group	4717388	24.67	4717388	18.93
Non-Promoters shareholding	14401976	75.33	20201976	81.07
Institutions	-	-	-	-
Mutual Funds	-	-	-	-
Banks / FI	-	-	-	-
Insurance Companies	-	-	-	-
FIIIs	-	-	-	-
Sub Total	-	-	-	-
Non- Institutions	14401976	75.33	20201976	81.07
Bodies Corporate and LLP	790000	4.13	3790000	15.21
Resident Indian	-	-	-	-
Overseas	65000	0.33	65000	0.26
Resident Individuals	12491229	65.33	15291229	61.36
Resident Ordinary	-	-	-	-
HUF/Firms	935747	4.89	935747	3.76
Clearing Member	55000	0.29	55000	0.22
NRIs	65000	0.33	65000	0.26
Sub Total	14401976	75.33	20201976	81.07
Total Non-promoters' Shareholding	14401976	75.33	20201976	81.07
GRAND TOTAL	19119364	100.00	24919364	100.00

Note:

- The above shareholding pattern has been prepared on the basis of shareholding as on August 30, 2024.
- * The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity share.
- There are 1869157 warrants the listing of which is under processing.

12. Time frame within which the preferential issue shall be completed:

The allotment of warrants on Preferential basis shall be completed within 15 days from the date of shareholders' approval provided where the allotment on preferential basis is pending on account of pendency of any approval by any regulatory authority or Central Government as per ICDR Regulations, the allotment shall be completed within 15 days from the date of such approval.

13. Principal terms of assets charged as securities:

Not Applicable

14. Material terms of raising such securities:

The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company

and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.

15. Identity of the natural persons who are the ultimate beneficial owners of the warrants proposed to be allotted and / or who ultimately control the Proposed Allottee:

Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Convertible Warrant 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 issuer consequent to the Preferential Issue: (As per shareholding pattern of August 30, 2024).

Sr. No.	Name of the Proposed allottee	Category	Present pre-issue shareholding		*Post issue shareholding		Ultimate beneficial owners/ Entities who ultimately control proposed allottees of the warrants proposed to be allotted
			Pre-issue holding	% of total equity capital	Post issue holding	% of total equity capital	
1	RFBL Flexipack Limited	Public - Non -Institutional - Body corporate	0	0	30,00,000	12.04	1. Kunjit Maheshbhai Patel 2. Devang Vasantbhai Dhanani 3. Devangiben Parinkumar Upadhyay 4. Maheshbhai Apabhai Patel 5. Kushang Thakker 6. Kanaiyalal Mehta 7. Amit Gautambhai Upadhyay 8. Paragi Piyush Mekhia
2	Kapadiya Anjanaben	Public - Non -Institutional - Resident Individual	0	0	50000	0.20	-

3	Kinnari Maheshbhai Patel	Public - Non -Institutional - Resident Individual	0	0	700000	2.81	-
4	Dhruti Kunjit Patel	Public - Non -Institutional - Resident Individual	0	0	700000	2.81	-
5	Rupeshkumar Mittal	Public - Non -Institutional - Resident Individual	0	0	100000	0.40	-
6	Anandraj P Chhajer	Public - Non -Institutional - Resident Individual	0	0	50000	0.20	-
7	Kavya Dhirrendra Chopra	Public - Non -Institutional - Resident Individual	0	0	600000	2.40	-
8	Dhirendra Gautamkumar Chopra	Public - Non -Institutional - Resident Individual	0	0	600000	2.40	-

16. Change in the control or composition of the Board that would occur consequent to preferential issue:

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

17. Undertaking by the Company:

The Company hereby undertakes that:

- None of the Company, its directors or Promoters have been declared as a willful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its promoters and directors are willful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its directors and promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.

- The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the ICDR Regulations.
- 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 ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- The Company shall re-compute the price of the Subscription Shares to be allotted under the Preferential Issue in terms of the provisions of SEBI ICDR Regulations if it is required to do so
- 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 Subscription Shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the allottees.
- The Proposed Allottees have confirmed that
 - a) they have not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date
 - b) they have not been debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.

They shall undertake to comply with the provision of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended (if applicable).

18. The current and proposed status of the allottees post the preferential issues namely, promoter or non-promoter

Sr. No.	Name of the proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1	RFBL Flexipack Limited	Public - Non -Institutional - Body corporate	Public - Non -Institutional - Body corporate
2	Kapadiya Anjanaben	Public - Non -Institutional - Resident	Public - Non -Institutional - Resident
3	Kinnari Maheshbhai Patel	Public - Non -Institutional - Resident	Public - Non -Institutional - Resident
4	Dhruti Kunjit Patel	Public - Non -Institutional - Resident	Public - Non -Institutional - Resident
5	Rupeshkumar Mittal	Public - Non -Institutional - Resident	Public - Non -Institutional - Resident
6	Anandraj P Chhajer	Public - Non -Institutional - Resident	Public - Non -Institutional - Resident
7	Kavya Dhirrendra Chopra	Public - Non -Institutional - Resident	Public - Non -Institutional - Resident
8	Dhirendra Gautamkumar Chopra	Public - Non -Institutional - Resident	Public - Non -Institutional - Resident

19. Valuation and Justification for the allotment proposed to be made for consideration other than cash:

The Proposed allotment is made by cash so the same is not applicable.

20. Lock-in period:

The Warrants allotted pursuant to this resolution and/or the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the ICDR Regulations.

21. Name and Address of the Valuer who performed valuation:

The Company has received Valuation Report dated September 02, 2024 from CS Abhishek Chhajer, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2020/13674 and having his office at 134-1-2 Nilkanth nagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, Gujarat - 380001.

22. Certificates and Valuation Report:

The Company has received Valuation Report dated September 02, 2024 from CS Abhishek Chhajer, Ahmedabad, Independent Registered Valuer.

The Company has also received a certificate from M/s SCS AND CO. LLP, practicing Company Secretaries (Membership No: F11334), certifying that the Preferential Allotment is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations, 2018.

All these certificates and valuation report are available on the website of the Company i.e., www.osiahypermart.com and available for inspection at the registered office of the Company during office hours.

23. SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges.

24. Other disclosures:

- The Company has obtained the report of the registered valuer as required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations, which is made available on the website of the Company at www.osiahypermart.com.
- 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 warrant under the Preferential Issue is for a cash consideration.
- None of the Company, its directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- The Company has issued and allot 1869157 convertible warrants during the year and converted the same, listing approval of the same is under process.
 - All the warrants held by the Proposed Allottees in the Company are in dematerialized form only.
 - None of the proposed allottees to whom warrants are proposed to be allotted by this preferential issue had sold/transferred Equity Shares of the Company in the 90 trading days preceding the Relevant Date.

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. 5 of this notice except and to the extent of their shareholding in the Company.

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, approval of the Members for issue and allotment of the said warrants to the Proposed Allottee is being sought by way of a special resolution as set out in the said item no. 5 of the Notice. Issue of the equity shares pursuant to the exercise of the rights attached to warrants would be within the Authorised share capital of the Company.

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. 5 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Documents referred to in the notice/explanatory statement will be available for inspection by the members of the Company at the registered office of the Company.

Item No. 6 Appointment of Mr. Becharsinh Harisinh Chauhan (DIN: 09269744) as Director of the Company

The Board of directors of the Company at the Board Meeting held on September 04, 2024 has appointed Mr. Becharsinh Harisinh Chauhan (DIN: 09269744) as an Additional Director of the Company to hold office of the Director till the conclusion of next Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of the Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Becharsinh Harisinh Chauhan (DIN: 09269744) as a Director (Executive) of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no. 7 for the approval of the members.

Item No. 7 Appointment of Mr. Manishbhai Govindbhai Chaudhary (DIN: 09829282) as Director of the Company

The Board of directors of the Company at the Board Meeting held on September 04, 2024 has appointed Mr. Manishbhai Govindbhai Chaudhary (DIN: 09829282) as an Additional Director of the Company to hold office of the Director till the conclusion of next Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of the Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Manishbhai Govindbhai Chaudhary (DIN: 09829282) as a Director (Non-Executive) of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no. 8 for the approval of the members.

Registered Office:

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

Email: info@sabarflex.in

Website: <https://sabarflex.com/>

Date: September 07, 2024

Place: Ahmedabad

**By order of the Board,
For Sabar Flex India Limited**

Sd/-

Hikmatbahadur Krishabahadur Kunwar

Managing Director

DIN: 00024010

BOARD REPORT

To,
The Members,
Sabar Flex India Limited,
Ahemdabad

Your directors have pleasure in presenting the 6th Annual Report of the Company together with the Audited Statements of Accounts for the year ended March 31, 2024.

1. FINANCIAL RESULTS:

The Company's financial performance for the year under review along with previous year's figures is given hereunder

PARTICULARS	(Rounded off in Lakhs.)	
	FOR THE YEAR ENDED ON 31.03.2024	FOR THE YEAR ENDED ON 31.03.2023
Net Income from Business Operations	12616.79	9527.55
Other Income	21.35	0.94
Total Income	12638.15	9528.49
Total Expenses	12037.45	9325.53
Profit / (loss) before tax	600.07	202.96
Prior Period Items	0	0
Profit before Tax	600.07	202.96
Less Tax Expenses:	167.20	20.46
Net Profit after Tax	433.50	182.51

2. STATE OF AFFAIRS:

The Company is engaged in the business of packaging products made from plastics which caters to the packaging requirements of various industries. There has been no change in the business of the Company during the financial year ended March 31, 2024.

The highlights of the Company's performance are as under:

- i. Revenue from operations for the year ended on March 31, 2024 and March 31, 2023 is Rs. 12616.80 Lakhs and Rs. 9527.55 Lakhs respectively.
- ii. Other incomes for the year ended on March 31, 2024 and March 31, 2023 is Rs. 21.35 Lakhs and Rs. 0.94 Lakhs.
- iii. Net profit for the year ended for the year ended on March 31, 2024 and March 31, 2023 is Rs. 433.50 Lakhs and Rs. 182.51 Lakhs respectively.

3. SHARE CAPITAL:**Authorised Share Capital**

As on March 31, 2024, the Authorised Share Capital of the Company is Rs. 19,12,00,000/- (Rupees Nineteen Crore Twelve Lakhs Only) divided into 1,91,20,000 Equity Shares of Rs. 10/- each. During the year the company has raised Authorised Share Capital by creating 31,20,000 Equity Share of Rs. 10/- each ranking pari-passu in all respect with the existing Equity Shares of the Company.

Paid up Share Capital

As on March 31, 2024, the paid-up Equity Share capital of the Company is Rs 19,11,93,640 /- (Rupees Nineteen Crores Eleven Lakhs Ninety-Three Thousand Six Hundred and Forty) divided into 1,91,19,364 (One Crore Ninety-One Lakhs Nineteen Thousand Three Hundred and Sixty-Four) equity shares each having face value of Rs. 10/- (Ten). During the year the company has issued 40,49,840 equity shares pursuant to conversion of warrants issued on preferential basis.

4. DIVIDEND:

The Board of Directors do not recommend any dividend and the entire amount of profits is transferred to the Reserves of the company.

5. RESERVES:

The Company transfers the entire profits of Rs. 433.50/- Lakhs to the Reserves of the Company.

6. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

During the year, no amount of unclaimed dividend has been transferred to IEPF.

7. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES:

The Company does not have any Holding, Subsidiary, Joint Venture or Associate Company.

8. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which these financial statements relate on the date of this report except:

- a) The members of the company have accorded their approval on 03rd July, 2023 to increase the Authorized Share Capital of the company from Rs. 16,00,00,000/- (Rupees Sixteen Crore only) divided into 1,60,00,000 (One Crore Sixty Lakh) equity shares of Rs. 10/- (Rupee Ten only) each to Rs. 19,12,00,000/- (Rupees Nineteen Crore twelve lakh only) divided into 1,91,20,000 (One Crore Ninety-One Lakh Twenty Thousand) equity shares of Rs. 10/- (Rupee Ten only) each by creating additional 31,20,000 (Thirty-One Lakh Twenty Thousand) Equity Shares of Rs. 10/- and further to amend the Memorandum of Association of the Company.
- b) The Board of Directors of the company allotted 40,49,840 (Forty Lakhs Forty-Nine Thousand Eight Hundred and Forty) Equity share of the Company of face value of Rs.10/- (Rupee Ten Only) each at a price of Rs. 16.05/- (Rupees Sixteen and Five Paise Only) each pursuant to Conversion of warrants issued on preferential basis.

9. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are annexed as Annexure "A".

10. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY:

The Company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time. Risk mitigation process and measures have been also formulated and clearly spelled out in the said policy. The Risk Management Policy has been uploaded on the website of the Company at <https://www.sabarflex.com/>.

11. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The provisions of section 135 of the Companies act, 2013 are not applicable to the company considering the net worth, turnover and net profit of the company.

12. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review.

13. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements.

The internal auditor of the company Mr. Amit Parmar checks and verifies the internal control and monitors them in accordance with policy adopted by the company. The Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

14. STATUTORY AUDITORS:

M/s. Patel Jain & Associates, Chartered Accountants, (FRN: 129797W) were appointed as the statutory auditors of the Company at the First Annual General Meeting of the Company for a period of five years. M/s. Patel Jain & Associates, will complete their present term at the conclusion of the ensuing Annual General Meeting.

The Board has recommended the re-appointment of M/s. Patel Jain & Associates, Chartered Accountants, (FRN: 129797W), as Auditors of the Company, for a period of five years from the conclusion of ensuing Annual General Meeting of the Company.

M/s. Patel Jain & Associates, Chartered Accountants, have confirmed their eligibility and qualification required under the Act for holding the office as Auditors of the Company.

15. STATUTORY AUDITOR'S REPORT & OBSERVATIONS:

The report of the Statutory Auditors of the Company is annexed herewith.

The auditors have not reported any frauds under sub section 12 of section 143 other than those which are reportable to the Central Government.

There are no qualifications, reservations or adverse remarks made by the Statutory Auditor

16. AUDIT COMMITTEE AND VIGIL MECHANISM:

The Audit Committee as on 31.03.2024 comprises of:

Mr. Shubham Jain	: Chairperson
Ms. Bhavna Shah	: Member
Mr. Hikmat Bahadur Kunwar	: Member

During the year (4) Four Audit Committee Meetings were held. In pursuance of the provisions of section 177(9) & (10) of the Companies Act, 2013 and Regulation 18 of SEBI(LODR) Regulations, 2015, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at <https://www.sabarflex.com/>

The functioning of the Whistle Blower mechanism is reviewed by the Audit Committee on regular basis.

17. ANNUAL RETURN:

The Annual Return pursuant to the provisions of Section 92 has been placed at website of the Company at <https://www.sabarflex.com/>

18. SECRETARIAL AUDITOR:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. SCS & Co. LLP, Practicing Company Secretaries, Ahmedabad to undertake the Secretarial Audit of the Company.

19. SECRETARIAL AUDIT REPORT & OBSERVATIONS:

The Secretarial Audit Report of Secretarial Auditor is annexed herewith as Annexure "B".

20. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW:

10 (Ten) Board Meetings were held during the financial year ended **March 31, 2024** on the following dates:

Sr. No.	Date of meeting	Total Directors	Directors Present
1.	30/05/2023	5	5
2.	07/06/2023	5	4
3.	12/07/2023	5	5
4.	18/08/2023	5	4
5.	05/09/2023	5	4
6.	12/09/2023	5	5
7.	08/11/2023	5	5
8.	20/11/2023	5	4
9.	20/12/2023	5	5

10.	11/03/2024	5	4
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21. DIRECTOR RESPONSIBILITY STATEMENT:

Your directors wish to inform that the Audited Accounts containing financial statements for the financial year **2023-24** are in full conformity with the requirements of the Companies Act, 2013. They believe that the financial statement reflects fairly, the form and substance of transactions carried out during the year and reasonably present the Company's financial condition and results of operations.

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility statement:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the directors had prepared the annual accounts on a going concern basis; and
- e. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

22. DEPOSITS:

The company has not invited, accepted or renewed any deposit within the meaning of Chapter V other than exempted deposit as prescribed under the provisions of the Company Act, 2013 and the rules framed thereunder, as amended from time to time. Hence there are no particulars to report about the deposit falling under Rule 8(5)(v) and (vi) of the Companies (Accounts) Rules, 2014.

23. DIRECTORS / KEY MANAGERIAL PERSONNEL:**a. RETIREMENT BY ROTATION:**

In accordance with the provisions of the Companies Act, 2013 and in terms of the Memorandum and Articles of Association of the Company, Mr. Manoj Kumar Agarwal (DIN: 08108458), Executive Director shall retire by rotation in the ensuing Annual General Meeting is not seeking re-appointment.

b. CHANGES IN BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL:

There has been no change in the constitution of Board during the year under review i.e., the structure of the Board remains the same.

c. BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, had adopted a formal mechanism for evaluating its own performance and as well as that of its committee and individual Directors, including the chairperson of the Board. The Exercise was carried out through a structured evaluation process covering the various aspects of the Board's functioning such as composition of board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc.

The evaluation of the independent Directors was carried out by Board, except the independent Director being evaluated and the chairperson and the non-independent Directors were carried out by the independent Directors.

d. REMUNERATION POLICY:

The Board has on the recommendation of the Nomination & Remuneration Committee, formulated criteria for determining, qualifications, positive attributes and independence of a director and also a policy for remuneration of directors, key managerial personnel and senior management. The policy is available at the website of company at <https://www.sabarflex.com/>.

e. DECLARATION BY INDEPENDENT DIRECTORS:

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

24. PARTICULARS OF CONTRACTS WITH RELATED PARTIES:

All related party transactions that were entered into during the financial year ended **31st March, 2024** were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions during the year under review made by the Company with Promoters, Directors, or other designated persons which may have a potential conflict with the interest of the Company at large.

Further, the transactions related party transactions other the those considered in The Companies Act, 2013 are disclosed in the Audited Financial Statements.

25. CORPORATE GOVERNANCE:

Provisions relating to Corporate Governance Report under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to SME listed Company pursuant to Regulation 15 under Chapter IV of SEBI (LODR) Regulations, 2015 hence the same has not been annexed to the Board's Report.

26. MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis Report is appended as Annexure "D" to this Report.

27. PARTICULARS OF EMPLOYEES:

Disclosure under the provisions of Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year.

1	Mr. Hikmatbahadur Krishabahadur Kunwar	6.97:1
2	Mr. Manoj Kumar Agarwal	6.97:1
3	Ms. Bhavna Basantbhai Shah	0.35:1
4	Ms. Sonalbahen Pratik Bhatt	0.35:1
5	Mr. Shubham Jain	0.35:1

b) The percentage increase in the remuneration of each director, Chief Executive Officer, Chief Financial Officer and Company Secretary, if any in the financial year.

Sr.	Name	Designation	% Increase
1	Mr. Hikmatbahadur Krishabahadur Kunwar	Managing Director	0%
2	Mr. Manoj Kumar Agarwal	Executive Director	0%
3	Ms. Bhavna Basantbhai Shah	Independent Director	0%
4	Ms. Sonalbahen Pratik Bhatt	Non-Executive Director	0%
5	Mr. Shubham Jain	Independent Director	0%
6	Ms. Neha Sharma	CS	0%
7	Ms. Tinkle Zapatbahadur Rawal	CFO	0%

c) The median remuneration of employees of the Company during the financial year 2023-24 was Rs. 172091.36/-.

d) The number of permanent employees on the rolls of the Company as on 31.03.2023. - 61 (Sixty-One)

e) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

f) Affirmation that the remuneration is as per the remuneration policy of the company.

- The Company's remuneration policy is driven by the success of the Company during the year under review. The Company affirms that the remuneration is as per remuneration policy of the Company.

g) The names of the top ten employees in terms of remuneration drawn:

- Mr. Hikmatbahadur Krishabahadur Kunwar
- Mr. Manoj Kumar Agarwal
- Mr. Satish Narayan Pandye
- Mr. Ravindra Punjabhai Parmar
- Mr. Hafizurrahman
- Mr. Kalaji Chauhan
- Mr. Yadav Harpal Sidhnath

- Mr. Merajuddin Raja Ansari
- Mr. Anand Singh
- Mr. Nareshkumar Lakhabhai Vankar

h) The name of every employee, who:

1.) Employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than One Crore and Two Lakh Rupees: 0

2.) Employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than Eight Lakh and Fifty Thousand Rupees per month: 0

3.) Employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company: 0

28. COST AUDITORS:

The section 148 read with Companies (Audit & Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 are not applicable to the Company Hence, the Board of Directors of your company had not appointed Cost Auditor for obtaining Cost Compliance Report of the company for the financial year **2023-24**.

29. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT:

a. aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: Nil

b. number of shareholders who approached listed entity for transfer of shares from suspense account during the year: Nil

c. number of shareholders to whom share were transferred from suspense account during the year: Nil

d. aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: Nil

e. voting rights on shares which remain frozen till the rightful owner of such shares claims the shares: Nil

30. COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS:

The Company has complied with the provisions of Secretarial Standards (I & II) issued by the Institute of Company Secretaries of India and approved by the Central Government under section 118(10) of the Companies Act, 2013.

31. PREVENTION OF INSIDER TRADING:

Your company has adopted the "Code of Conduct on Prohibition of insider trading" and "Code of Conduct for Directors and Senior Management Personnel" for regulating the dissemination of Unpublished Price Sensitive Information and trading in security by insiders.

32. INDUSTRIAL RELATIONS (HUMAN RESOURCES):

During the period under review, the personal and industrial relations with the employees remained cordial in all respects. The management has always carried out systematic appraisal of performance and imparted training at periodic intervals. The Company recognizes talent and has judiciously followed the principle of rewarding performance.

33. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:

The Company is committed to provide a safe and conducive work environment to its employees during the year under review. The company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of women at the workplace (Prevention, Prohibition & Redressal) Act, 2013.

Your directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

34. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016:

There were no applications which are made by or against the company under The Insolvency and Bankruptcy Code, 2016 during the year.

35. ACKNOWLEDGEMENTS

Your directors place on records their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your directors also acknowledge gratefully the shareholders for their support and confidence reposed on your Company.

Date: September 04, 2024**Place: Ahmedabad****FOR AND ON BEHALF OF THE BOARD OF DIRECTORS****Sd/-
Hikmatbahadur Kunwar
Managing Director
DIN: 00024010****Sd/-
Manoj Kumar Agarwal
Director
DIN: 08108458**

“Annexure A”

CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

(Particulars pursuant to the Companies (Accounts) Rules, 2014)

CONSERVATION OF ENERGY

- We continue to strengthen our energy conservation efforts. Inter alia the following steps have been taken to reduce energy consumption:
- Use of energy efficient devices/motors for running of machineries.
- Standardization of utility pipelines leading to optimum utilization.
- The process is ongoing and the Engineering team is working on various measures to conserve this scarce resource.

RESEARCH & DEVELOPMENT

- The Company continued its efforts in the area of improvement of quality/process cycle/ product design.
- We continue to focus on product and process improvement and collaborate with product vendors to co-create business solutions on customer specific themes.

TECHNOLOGY ABSORPTION

- Continuous efforts are made with an Objective to achieve productivity, reduction in production cost, reduction in down time for maintenance and curtailment of maintenance cost.
- Various Efforts are made towards technology absorption, adaptation and innovation.

FOREIGN EXCHANGE EARNING AND OUTGO

- Not applicable as no foreign currency transaction is occurred during the year under review.

Date: September 04, 2024
Place: Ahmedabad

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-
Hikmatbahadur Kunwar
Managing Director
DIN: 00024010

Sd/-
Manoj Kumar Agarwal
Director
DIN: 08108458

Annexure -D
MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. INDUSTRY STRUCTURE AND DEVELOPEMENT:

The India Packaging Market size is estimated at USD 84.37 billion in 2024, and is expected to reach USD 142.56 billion by 2029, growing at a CAGR of 11.06% during the forecast period (2024-2029).

- The demand for packaging in India has expanded drastically, spurred by the rapid growth in consumer markets, especially in processed food, personal care, and pharmaceutical end-user industries. Packaging is India's one of the fastest growing sectors. Over the last few years, the industry has been a key driver of technology and innovation, contributing to various manufacturing sectors, including agriculture and the fast-moving consumer goods (FMCG). The packaging industry is driven by the factors such as rising population, increasing income levels, and changing lifestyles are anticipated to drive consumption across various industries leading to higher demand for packaging product solutions. Moreover, demand from the rural sector for packaged products is fueled by the growing media penetration through the Internet and television.
- The packaging industry in India is diverse and serves a diverse range of products and industries. Companies have established manufacturing facilities in the country and used these domestic facilities as a base to export to other nations due to the government's positive promotion of the Make in India policy. The government has implemented a plan to lower tax rates for new manufacturing businesses to transform India into a global manufacturing hub. In addition, the government intends to further level the playing field in the industry by launching several initiatives to support the growth of packaging and technological advancements, in addition to the need for domestic businesses to compete with multinational corporations.

Source: <https://www.mordorintelligence.com/industry-reports/packaging-industry-in-india>

2. OPPORTUNITIES AND OUTLOOK:

The paper packaging business witnessed growth over the last decade due to changes in substrate choice, new market expansion, ownership dynamics, and government initiatives to ban plastic. Sustainability and environmental issues continue to be emphasized, and various innovations catering to paper packaging are expected to drive the market's growth in India. Packaging product in paper packaging comprises folding cartons, corrugated boxes, paper bags, and liquid paperboard. With the considerable increase in organized retail, the demand for paper packaging is anticipated to increase due to the rapid increase in supermarkets and modern shopping centres. In June 2022, the Central Pollution Control Board (CPCB), a federal agency under the Ministry of the Environment, released a list of steps to outlaw specific single-use plastic products by June 2022. Such measures are anticipated to drive the demand for paper packaging in the country. During the COVID-19 pandemic, the Indian e-commerce industry witnessed significant growth in the volume of online orders due to restrictions imposed on the movement of people and the shutdown of physical stores. People across the country increasingly bought online groceries, food items, and daily essentials while also purchasing

merchandise online. Corrugated packaging materials significantly transported food, medicines, and medical equipment, which accelerated due to the rise in online deliveries.

Source: <https://www.mordorintelligence.com/industry-reports/packaging-industry-in-india>

3. RISK, CONCERNS AND THREATS:

The market is expected to be significantly challenged due to fluctuation in raw materials pricing, dynamic changes in regulatory standards, growing environmental concerns, limited effective recycling of mixed plastic waste, ineffective plastic recovery, and a lack of modern and advanced machinery in India for the packaging sector. The volatile trend in crude oil and demand for polymers in competing applications has increased pressure on input costs that fluctuate raw materials prices. Recent disruptions due to Russia's invasion of Ukraine and China's stringent Zero COVID-19 policy caused substantial supply chain difficulties and aggravated the challenges for the packaging sector in India.

After the pandemic, there has been a lot of demand for packaging designs that are easy to sell and have a strong sustainability story. This crucial trend has significantly contributed to the rapid transformation of the packaging industry. Prior, shoppers were price-sensitive, but as it may, with the pandemic ruling its dread, the center has moved to health and hygiene. Product categories have changed significantly due to this emphasis on hygienic packaging. Customers are willing to spend more on a product if they believe it meets all packaging requirements.

Source: <https://www.mordorintelligence.com/industry-reports/packaging-industry-in-india>

4. INTERNAL CONTROL SYSTEMS AND ITS ADEQUACY:

The Company ensures the safety and protection of its assets by having implemented well defined policies and their implementation in a well efficient manner. The board of the Company is always well informed regarding the operations of the company. The company always ensures the dissemination of information through proper channels in a professional manner. The management takes regular recommendations and advises from the reliable professionals having experience in their fields, in order to efficiently discharge responsibilities by giving hands on facts, details and recommendations concerning the activities covered for audit and reviewed by it during the year.

The conclusions of internal audit reports and effectiveness of internal control measures is reviewed by top management and audit committee of the Company.

5. FINANCIAL PERFORMANCE:

A. Standalone Financial Performance:

(i) Revenue from Operations:

Revenue from operations for the year ended on March 31, 2024 and March 31, 2023 is Rs. 12616.80 Lakhs and Rs. 9527.55 Lakhs respectively.

(ii) Expenditure:

The total expenditure for the year ended on March 31, 2024 and March 31, 2023 is Rs. 12037.45 Lakhs and Rs. 9325.53 Lakhs respectively.

(iii) Profit before Tax:

The profit before tax of the company for the year ended on March 31, 2024 and March 31, 2023 is Rs. 600.70 Lakhs and Rs. 202.96 Lakhs respectively.

(iv) Profit after tax:

The profit after tax/net profit of the company for the year ended on March 31, 2024 and March 31, 2023 is Rs. 433.50 Lakhs and Rs. 182.51 Lakhs respectively.

6. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE:

Our Company is in the business of packaging products made from plastics which caters to the packaging requirements of various industries. Most of our Company's existing products are industrial in nature. Therefore, its performance pertaining to the said segment is mentioned above in the Para 5 as Financial Performance.

7. DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

Company takes pride in the commitment, competence and dedication shown by its employees in all areas of business. Your Directors wish to convey their gratitude and place on record their appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year. Industrial relations were cordial throughout the year.

N o.	Ratio	Methodology	For the year ended	
			31.03.2024	31.03.2023
1	Current Ratio	Current Assets over Current Laibilities	2.11	1.77
2	Debt Equity Ratio	Total Liabilities over Total Shareholders Equity	0.95	1.46
3	Debt Service Coverage Ratio,	Net Operating Income over Debt Service	0.65	0.34
4	Return on Equity Ratio (ROE)	Net Income(annual) over Total Assets	0.07	0.03
5	Inventory turnover ratio	Cost of Goods Sold over Avg. Inventory	5.58	3.74
6	Trade Receivables turnover ratio	Net credit sales over Average Accounts Receivable	5.31	6.02
7	Trade payables turnover ratio	Credit Purchase over Average Accounts Payable	34.90	12.45
8	Net capital turnover ratio	Net Sales over Average Total Assets	2.15	1.81
9	Net profit ratio	Net Profit over Sales	0.03	0.02
10	Return on Capital employed	EBIT over Total Assets - Total Current	0.26	0.21

		Liabilities		
11	Return on investment	Net Profit over Cost of Investment	0.25	0.11

Notes:

EBIT - Earnings before interest and taxes

PBIT - Profit before interest and taxes including other income

EBITDA - Earnings before interest, taxes, depreciation and amortisation.

PAT - Profit after taxes

Debt includes current and non-current lease liabilities

Adjusted expenses refers to sub-contractor charges and other expenses net of non-cash expenses and donations

Capital employed refers to total shareholders' equity and debt.

Investments includes non-current investment, current investment and margin-money deposit

DSCR, ROCE and Inventory Turnover Ratio of Previous year are recalculated according to current year methodology.

8. DETAILS OF ANY CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THEREOF:

The return on networth of the company for the current year is approximately 8.44% and 10.42% in the previous financial year. The change total change is equivalent to around 19% which is not a significant change. Further, the return on networth is decreased due to the increased owners' fund pursuant to Initial Public Offer of the equity shares of the company.

9. DEVELOPMENT IN HUMAN RESOURCES

The Company considers its employees as its main assets. The management believes in the philosophy of the development of the Company with the development of its employees. Proper environment of work, all necessities and their safety is looked after. The well-being of its employees is always a priority to the company. The employees are given proper guidance and training to execute their tasks. Hence, higher degree of work satisfaction is enjoyed by the employees of the company.

10. ENVIRONMENT, HEALTH & SAFETY (EHS)

The Company commits to ethical and sustainable operation in all business activities. Company maintains and implements an Environmental Management System (EMS) for meeting the purpose of organization's policy and objectives regarding environment. The aims of the system is use of processes, practices, techniques, materials, products, services or energy to avoid, reduce or control the creation, emission or discharge of any type of pollutant or waste, in order to reduce adverse environmental impacts. Adequate Occupational Health & Safety Management System is adopted by the Company for ensuring the conformance to the Occupational Health & Safety Management System, legal & statutory requirements, continual improvement and satisfaction of interested parties (i.e. customers, suppliers, employees and public).

11. CAUTIONARY STATEMENT:

No reliance should be placed on, the fairness, accuracy, completeness or correctness of the information or opinions, predictions etc. may constitute "forward looking statements" contained herein. Certain statements contained in this document may be statements of future expectations, forecasts and other forward-looking statements that are based on management's current view and assumptions. Such statements are by their nature subject to significant uncertainties and contingencies and the actual results, performance or events may differ materially from those expressed or implied in such statements. Readers are cautioned not to place undue reliance on any forward-looking statement.

Date: September 04, 2024
Place: Ahmedabad

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-
Hikmatbahadur Kunwar
Managing Director
DIN: 00024010

Sd/-
Manoj Kumar Agarwal
Director
DIN: 08108458

Annexure-B
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Sabar Flex India Limited
B-1/104, Palladium,
Corporate Road, Prahaladnagar,
Ahmedabad 380015 Gujarat

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sabar Flex India Limited (CIN: L25209GJ2018PLC102720) (hereinafter called the **Company**). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March, 2023** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2024** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(to the extent applicable);**

- d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable to the Company during the Audit Period)**
- e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the Company during the Audit Period)**
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not Applicable to the Company during the Audit Period);** and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**
- (v) We have relied on the representation made by the Company, its Officers and on the reports given by designated professionals for systems and processes formed by the Company to monitor and ensure compliances under other applicable Acts, Laws and Regulations to the Company.
- (vi) As declared by the Management, at present there is no law which is specifically applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except:

- *NSE has sought clarification from Company under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and company has submitted the clarification to Stock exchange.*
- *During the year under the review, the submission of the Compliance Certificate under Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018 has been delayed filed for all the quarter.*
- *During the year under the review, there has been a delay in the submission of the outcome of the Board Meeting held on June 07, 2023 & November 20, 2023, which were required to be submitted under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
- *During the year under review, the XBRL filing for the closure of the trading window in relation to the declaration of financial results for the half year ended 30th September, 2023, was not submitted.*
- *During the year under review, the outcome of the Board Meeting held on September 05, 2024, was not submitted under the "Outcome of BM" tab. Instead, it was uploaded under the "Update" tab.*

We further report that:

Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions in the Board are carried through, while the dissenting members' views, if any, are captured and recorded as part of the minutes.

During the year under review, Company has allotted 1869157 Equity Shares of Rs. 10/- each pursuant to conversion of warrants issued on Preferential Basis and listing approval of the same is pending.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Audit period the Company has no specific events/actions having a major bearing on the Companies Affairs in pursuant of the above referred Laws, Rules, Regulations, Guidelines, Standards etc.

**For SCS AND CO. LLP
Practicing Company Secretaries**

SD/-

**CS Abhishek Chhajed
Partner**

**FCS: 11334 COP: 15131
ICSI Unique Code: - L2020GJ008700
Peer Review Number: - 1677/2022**

**Dated: 04.09.2024
Place: Ahmedabad
UDIN: F011334F001164585**

To,
The Members,
Sabar Flex India Limited
B-1/104, Palladium,
Corporate Road, Prahaladnagar,
Ahmedabad 380015 Gujarat

Our report of even date is to be read along with this letter.

- 1) Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4) Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happenings of events etc.
- 5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- 6) The secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

For SCS AND CO. LLP
Practicing Company Secretaries

SD/-
CS Abhishek Chhajed
Partner
FCS: 11334 COP: 15131
ICSI Unique Code: - L2020GJ008700
Peer Review Number: - 1677/2022

Dated: 04.09.2024
Place: Ahmedabad
UDIN: F011334F001164585

INDEPENDENT AUDITOR'S REPORT

To the Members of Sabar Flex India Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Sabar Flex India Limited("the company"), which comprise the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and notes to the Financial Statements which comprises of 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 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 accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2024 and its profit 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 Act. 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 Act and the Rules made 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.

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 Director's report, but does not include the financial statements and our auditor's report thereon.

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 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.

When we read the Director's report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and describe actions applicable in the applicable laws and regulations.

Responsibilities of Management and Those Charged with Governance for the 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 financial statements that give a true and fair view of the financial position, financial performance 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, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 statements 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.

The 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 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 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 controls with reference to financial statements 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 with reference to financial statements 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 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

1. 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, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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 and Cash Flow Statement 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. 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 financial statements of the company and operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
- g. 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 :
- a. As informed to us, the Company does not have any pending litigations which would impact its financial position;
 - b. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
 - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - d. The Management has represented that, to the best of its knowledge and belief, as disclosed in --to the financial statements 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, 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
 - i. The Management has represented, that, to the best of its knowledge and belief, as disclosed in Note 41 to the financial statements, 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, 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.
 - ii. The Management has represented, that, to the best of its knowledge and belief, as disclosed in Note 41 to the financial statements, 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, 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.
 - iii. Based on the audit procedures performed 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 (a) and (b) above, contain any material misstatement.
 - e) The Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.
3. 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 Company being a Public company, section 197 of the Act related to the managerial remuneration is applicable.

**For, Patel Jain & Associates
Chartered Accountants
(Registration No.129797W)**

**(CA Vivek A. Bhatt)
Partner
Membership No. 193504
UDIN: 24193504BKBZKB9381**

**Place: Ahmedabad
Date: 28th May, 2024**

Annexure "A" to Independent Auditors' Report

Referred to in Paragraph 1 under the heading of "report on other legal and regulatory requirements" of our report of even date of Sabar Flex India Limited for the year ended March 31,2024

- (i) In respect of its Property, Plant & Equipment & Intangible Assets:
- a) (A) The Company has maintained proper records showing full particulars including, quantitative details and situation of the Property, Plant & Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.
 - b) The Property, Plant and Equipment are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the Property, Plant and Equipment has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
 - c) There have immoveable properties are held in the name of the company as at the balance sheet date.
 - d) The Company has not revalued any of its Property, Plant & Equipment (including right of use of assets) and Intangible Assets during the year.
 - e) No proceedings have been initiated during the year or are pending against the Company as at 31st March, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) In respect of its inventories:
- a. The Company is doing activity as Manufacturing , therefore company have maintain Inventory as per Accounting Method.
 - b. According to the information and explanations given to us, the Company has been sanctioned any working capital loan, at points of time during the year, from banks or financial institutions on the basis of security of current assets. Accordingly, this clause is not applicable.
- (iii) According to the information and explanations given to us, the Company has not made any investments in, provided any guarantee or security, granted any loans or advances, secured or unsecured to any Companies, Firms, Limited Liability Partnerships or other parties during the year. Accordingly, the provisions of clause (iii) of paragraph 3 of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not advanced any loans to persons covered under the provisions of section 185 or granted securities under section 186 of the Act. Hence reporting under clause (iv) of the Order is not applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to Central Government for the maintenance of cost records under section 148(1) of the Act, related to the manufacture of article of plastic and polymers and other textile and fabric product, and are of the

opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

(vii) According to the information and explanations given to us in respect of statutory dues:

- a) The Company has generally been regular in depositing undisputed statutory dues including goods and services tax (GST), other material statutory dues with the appropriate authorities. There were no undisputed statutory dues in arrears as on 31st March 202 for a period of more than six months from the date they became payable.
- b) There are no amounts payables in respect statutory dues referred to in sub clause (a) which have not been deposited on account of disputes.

(viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

(ix)

- a) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- b) The Company has not taken any term loan from any Bank during the year.
- c) 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.
- d) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, an associate or a joint venture.
- e) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or joint ventures or associate companies.

(x)

- a) During the year, the company has not raised money by way of initial public offer through SME Platform on NSE Emerge.
- b) During the year the Company has made preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.

(xi)

- a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the company or any fraud on the company has been noticed or reported during the course of our audit that causes the financial statements to be materially misstated.
- b) To the best of our knowledge, 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 up to the date of this report.
- c) As represented by the Management, there was no whistle blower complaints received by the Company during the year (and up to the date of this audit report)

(xii) The company is not a Nidhi Company hence the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the Company.

(xiii) Based upon the audit procedures performed and according to the information and explanations given to us, all transactions with related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial

statements as required by the applicable Indian Accounting Standards (Ind AS) 24, Related Party Disclosures specified under section 133 of the Act.

- (xiv)
- a) In our opinion the Company has not applicable an adequate internal audit system commensurate with the size and the nature of the entity.
- (xv) The company has not entered into any non-cash transactions with directors or persons connected with him. Hence, the provisions of clause (xv) of paragraph 3 of the Order are not applicable to the Company.
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi) (a), (b), (c) and (d) of the order is not applicable.
- (xvii) There has been no resignation of the statutory auditors of the Company during the year.
- (xviii) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities (Asset Liability Maturity (ALM) pattern), 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, we are of the opinion that no 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.
- (xix) According to the information and explanations given to us, the provisions of Corporate Social Responsibility are not applicable to the Company as per section 135(1) of the Act.

**For, Patel Jain & Associates
Chartered Accountants
(Registration No.129797W)**

**(CA Vivek A. Bhatt)
Partner
Membership No. 193504
UDIN: 24193504BKBZKB9381**

**Place: Ahmedabad
Date: 28th May,2024**

Annexure - B to Independent Auditors' Report

Referred to in paragraph 2(h) under 'Report on Other Legal and Regulatory Requirements' of our report of even date on the Standalone Financial Statements of Sabar Flex India Limited

Report on the Internal Financial Controls with reference to financial statements under section 143(3)(i) of the Companies Act, 2013("the Act")

We have audited the internal financial controls over financial reporting of Sabar Flex India Limited (the "Company") as of March 31, 2024 in conjunction with our audit of standalone 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 financial controls with reference to financial statements 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 (the "Guidance Note"), 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 the 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.

Auditors Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Financial Statement based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to and audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain evidence about the adequacy of the internal financial controls system with reference to financial statement and their operating effectiveness. Our audit of internal financial controls with reference to financial statement included obtaining and understanding of internal financial statements, 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 with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A Company's internal financial controls with reference to Financial Statement 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 with reference to financial statements includes those policies and procedures that,

- (1) Pertain to the maintenance of records that, in reasonable details, 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 authorization of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized 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 with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to Financial Statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements 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 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.

**For, Patel Jain & Associates
Chartered Accountants
(Registration No.129797W)**

**(CA Vivek A. Bhatt)
Partner
Membership No. 193504
UDIN: 24193504BKBZKB9381**

**Place: Ahmedabad
Date: 28th May,2024**

SABAR FLEX INDIA LIMITED CIN : L2509GJ2018PLC102720 BALANCE SHEET AS ON 31st March 2024			
Particulars	Note No.	As at Mar 2024	As at Mar 2023
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	3	191,193,640	150,695,240
(b) Reserves and Surplus	4	133,392,485	65,540,627
(2) Share Warrant money pending allotment		-	-
(3) Non-Current Liabilities			
(a) Long-term borrowings	5	62,302,464	85,613,175
(b) Long Term Provision	6	2,158,967	2,793,249
(c) Deferred tax liabilities (Net)		5,387,120	5,337,802
(4) Current Liabilities			
(a) Trade payables	7	27,253,319	37,353,983
(b) Short-term provisions	8	28,510,280	14,250,073
(c) Short-term borrowings	9	144,606,028	153,510,197
(d) Other Short-term liabilities	10	43,385,110	22,620,901
Total		638,189,407	537,715,244
II. Assets			
(1) Non-current assets			
(a) Property, Plant & Equipment's			
(i) Tangible assets	11	122,913,642	134,040,516
(2) Current assets			
(a) Current investments	12	2,440	2,440
(b) Inventories	13	212,032,483	196,435,578
(c) Trade receivables	14	294,818,544	180,739,363
(d) Cash and cash equivalents	15	1,780,333	2,806,463
(e) Other current assets	16	6,641,964	23,690,882
Total		638,189,407	537,715,244

The accompanying notes are integral part of standalone financial statements.

**As per our report of even date attached
For, Patel Jain & Associates**

Firm Registration No. 129797W

Chartered Accountants

SD/-

Vivek A. Bhatt

Partner

Membership No.: 193504

Place: Ahmedabad

Date: 28/05/2024

UDIN : 24193504BKBZKB9381

**For and behalf of the Board of Directors of
Sabar Flex India Limited**

CIN NO: L25209GJ2018PLC102720

SD/

H.K. Kunwar

Managing Director

DIN:00024010

SD/

Tinkle Rawal

(Chief Financial Officer) Company Secretary

Place: Himmatnagar

Date: 28/05/2024

SD/-

Manojkumar Agarwal

Director

DIN:08108458

SD/-

Neha Sharma

SABAR FLEX INDIA LIMITED			
CIN : L25209GJ2018PLC102720			
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON 31st March 2024			
Particulars	Note No	For the Period March 2024	For the Period March 2023
II. Revenue from operations	17	1,261,679,852	952,755,273
III. Other Income	18	2,135,048	94,075
IV. Total Income (I +II)		1,263,814,900	952,849,347
IV. Expenses:			
Cost of materials consumed	19	1,178,809,698	813,209,069
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	20	(40,014,830)	43,660,144
Employee benefit expense	21	19,183,726	27,525,707
Financial costs	22	26,432,336	25,452,184
Depreciation and amortization expense	23	11,240,421	8,402,837
Other expenses	24	8,093,531	14,302,990
Total Expenses		1,203,744,882	932,552,930
V. Profit before exceptional and extraordinary items and tax	(III - IV)	60,070,018	20,296,417
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		60,070,018	20,296,417
IX. Profit before tax		60,070,018	20,296,417
(1) Current tax		10,711,757	3,407,238
(2) Mat tax		5,958,619	(3,407,238)
(3) Deferred tax		49,317	2,045,634
XI. Profit(Loss) from the perid from continuing operations	(VII-VIII)	43,350,325	18,250,783

XV. Profit/(Loss) for the period		43,350,325	18,250,783
XVI. Earning per equity share:			
(1) Basic		2.64	1.36
(2) Diluted			

The accompanying notes are integral part of financial statements.

**As per our report of even date attached
For, Patel Jain & Associates**

Firm Registration No. 129797W

Chartered Accountants

SD/-

CA Vivek A. Bhatt

Partner

Membership No.: 193504

**For and on behalf of the Board of Directors of
Sabar Flex India Limited**

CIN No: L25209GJ2018PLC102720

SD/-

H.K. Kunwar

Managing Director

DIN:0024010

SD/-

Manojkumar Agarwal

Director

DIN:08108458

SD/-

Tinkle Rawal

Chief Financial

Officer

Place: Himmatnagar

Date: 28/05/2024

SD/-

Neha Sharma

Company

Secretary

Place: Ahmedabad

Date: 28/05/2024

SABAR FLEX INDIA LIMITED CIN: L25209GJ2018PLC102720 Statement of cash flow for year ended 31st March, 2024		
Particulars	31-12-24	31-03-23
Cash Flow from Operating Activities		
Profit after tax	43,350,325	18,250,783
Depreciation and amortisation	11,240,421	8,402,837
Interest and finance charges	25,916,486	24,630,689
Donation	36,000	138,900
Deferred Tax Provision	49,317	-
Operating Profit Before Working Capital Changes :	80,592,550	51,423,209
Movement in working capital :		
(Decrease) / increase in trade payables	(10,100,664-)	-48,112,557
Increase / (Decrease) in other current liabilities	20,764,209	-3,830,024
Increase/ (Decrease) in short term provisions	14,260,207	-660,001
Increase in Long Term Provision	(634,282)	324,305
(Increase) in inventories	(15,596,905)	65,635,647
Increase / (decrease) in trade receivables	(114,079,181)	-45,127,375
(Increase) in other current assets	17,048,918	-6,616,292
Cash Generated from Operations	-7,745,148	13,036,912
Direct taxes paid (net of refunds)		0
Net Operating Cash Flow from Operating Activities (A) :	-7,745,148	13,036,912
Cash Flow from Investing Activities :		
Acquisition of fixed assets	-113547	-44,774,357
Acquisition of Intangible Assets	0	0
Net Operating Cash Flow used in Investing Activities (B) :	-113,547	-44,774,357
Cash Flow from Financing Activities :		
Proceeds from long term borrowings	(23,310,711)	10,244,904

Proceeds from Intital Public Offer & Share warrants	64,999,932	44,770,000
Proceeds from short term borrowings	(8,904,169)	2,434,131
Interest and finance charges paid	(25,916,486)	-24,630,689
Donation paid	(36,000)	-138,900
Net Operating Cash Flow from Financing Activities (C) :	6,832,565	32,679,446
Net Increase /(decrease) in cash and cash equivalents (A + B + C)	-1,026,130	942,001
Cash and cash equivalents at the beginning of the year	2,806,463	1,864,472
Cash and cash equivalents at the end of the year	1,780,333	2,806,463
Components of cash and cash equivalents:		
Cash on hand	1,752,480	2,805,901
With Banks - On current account	27,852	569
Total cash and cash equivalents (note 3.15)	1,780,333	2,806,463

Note:

1. The Cash Flow Statement has been prepared under the Indirect method as per Accounting Standard-3 "Cash Flow Statement" specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

2. Figures in brackets represent outflow.

Summary of significant accounting policies. 1

The accompanying notes are integral part of these standalone financial statements.

As Per our Repor of even date attached For and on behalf of the Board of Directors of

Sabar Flex India Limited

For, Patel Jain & Associates

Chartered Accountants

FRN No:129797W

CIN: L25209GJ2018PLC102720

SD /-

Vivek A. Bhatt

SD/

H.K Kunwar

SD/-

Manojkumar Agarwal

Partner

Membership No.: 193504

Place : Ahmedabad

Date: 28/05/2024

Managing Director Director

DIN:0024010

DIN:08108458

SD/-

SD/-

Tinkle Rawal

Neha Sharma

Chief Financial Officer

Company Secretary

Place:

Himmatnagar

Date:

28/05/2024

SABAR FLEX INDIA LIMITED				
SCHEDULE FORMING PART OF BALANCE SHEET				
NOTE-3 SHARE CAPITAL				
PARTICULARS	As at 31st March 2024		As at 31 March 2023	
	Number	Amount	Number	Amount
Authorised share: 1,91,20,000 Equity Shares of Rs.10/- each	19,120,000	191,200,000	1,60,00,000	11,00,00,000
Issued, subscribed and fully paid up shares: 1,91,19,364 Equity Shares of Rs.10/- each	19,119,364	191,193,640	1,50,69,524	150,695,240
Total Issued, subscribed and fully paid up shares capital	19,119,364	191,193,640	1,50,69,524	150,695,240
(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year:				
PARTICULARS	EQUITY SHARES			
	As at 31st March 2024		As at 31 March 2023	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	15,069,524	150,695,240	10,999,524	109,995,240
Shares Issued during the year	4,049,840	40,498,400	4,070,000	40,700,000
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	19,119,364	191,193,640	15,069,524	150,695,240
(b) Terms / Rights attached to equity shares:				
<p>The Company has only one class of equity shares having a face value of 10/- per equity share each holder of equity shares is entitled to one vote per share.</p> <p>In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the Shareholder.</p>				
(c) Details of shareholders holding more than 5% equity shares in the company :				
Name of Shareholder	As at 31st March 2024		As at 31 March 2023	
	No. of shares	% holding in class	No. of shares	% holding in class
Equity shares of Rs. 10/- each- fully				

paid up				
Hikmat Bahadur Kunwar	5,857,388	30.64%	5,857,388	38.87%
Nayanben Thakor	1,781,973	9.32%	1,781,973	11.83%
ManojKumar Agarwal Agarwal	1,240,854	6.49%	1,240,854	8.23%
Nanduba Bhati	1,030,655	5.39%	1,030,655	6.84%
Sourabh Agarwal	788,654	4.12%	788,654	5.23%
Sourabh Agarwal	100,000	0.52%	100,000	0.66%
	100,000			
Bharat Kumar Patel		0.52%	100,000	0.66%
Manish bhai G Chaudhary	100,000	0.52%	100,000	0.66%
Public Share Holding	8,119,840	42.47%	4,070,000	0.27
	19,119,364	100%	15,069,524	100%

As per records of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

NOTE-4 RESERVES & SURPLUS

<u>Particulars</u>	As at 31 March 2024	As at 31 March 2023
Surplus		
Opening balance	61,470,628	43,219,845
(+) Net Profit/(Net Loss) For the current year	43,350,325	18,250,783
Closing Balance	104,820,953	61,470,628
Securities Premium	28,571,532	4,070,000
Total	133,392,485	65,540,628

NOTE-5 LONG TERM BORROWINGS

<u>Particulars</u>	As at 31 March 2024	As at 31 March 2023
Secured		
(a) Loans from Banks & other		

GECL Loan	8,418,102	17,825,359
HDFC Car Loan	398,184	512,695
TATA Ace CNG	3,929	200,777
-	8,820,215	18,538,831
Unsecured		
(a) From Directors & their Family	52,610,958	40,683,449
(b) From Others	871,291	26,390,895
	53,482,249	67,074,344
Total	62,302,464	85,613,175

NOTE-6 LONG TERM PROVISION		
<u>Particulars</u>	As at 31 March 2024	As at 31 March 2023
Provision For Gratuity	2,158,967	2,793,249
Total	2,158,967	2,793,249

NOTE-7 TRADE PAYABLE		
<u>Particulars</u>	As at 31 March 2024	As at 31 March 2023
<u>Sundry Creditors</u>	-	0
Total outstanding dues of Small & Micro Enterprise (SMEs)		
Total outstanding other than Small & Micro Enterprise (SMEs)	27,253,319	37,353,983
Total	27,253,319	37,353,983

NOTE-8 SHORT TERM PROVISIONS		
<u>Particulars</u>	As at 31 March 2024	As at 31 March 2023
<u>(a) Provision for Expenses</u>		
Unpaid Salary & Wages	7,596,000	5,806,000
Provision for Audit Fees	2,700,000	2,025,000
Provision for Gratuity	1,564,075	273,880
<u>(b) Duties & Taxes</u>		
Income tax provision	16,640,786	5,929,029
PF Payable	9,419	216,164
Total	28,510,280	14,250,073

NOTE-9 SHORT TERM BORROWINGS		
<u>Particulars</u>	As at 31 March 2024	As at 31 March 2023
<u>Secured</u>		
(a) Loans from Bank		
Axis Bank CC - Secured against Stock and Book Debts	144,606,028	153,510,197
<u>Overdraft</u>		
(a) Axis Bank Current A/c	-	0
Total	144,606,028	153,510,197

NOTE-10 OTHER CURRENT LIABILITIES		
<u>Particulars</u>	As at 31 March 2024	As at 31 March 2023
Current Maturity on Long Term Debt	14,026,501	16,734,181
GST Payable	22,518,575	2,717,312

TDS Payable	6,840,034	2,772,231
Advance From Customer	-	397,177
Total	43,385,110	22,620,901

NOTE-12 CURRENT INVESTMENT

<u>Particulars</u>	As at 31 March 2024	As at 31 March 2023
Investment in Shares	2,440	2,440
Total	2,440	2,440

NOTE-13 INVENTORIES

<u>Particulars</u>	As at 31 March 2024	As at 31 March 2023
Raw Material	59,146,485	83,564,410
Semi Finish Goods	63,977,836	56,735,788
Finish Goods	88,908,162	56,135,380
Total	212,032,483	196,435,578

SCHEDULE FORMING PART OF BALANCE SHEET**NOTE-14 Debtors**

<u>Particulars</u>	As at 31 March 2024	As at 31 March 2023
<u>Sundry Debtors</u> (Unsecured, Considered Good)	-	-
Outstanding for a period exceeding six months from the date they are due for payment		-

Others receivables	294,818,544	180,739,363
Total	294,818,544	180,739,363

NOTE-15 CASH & CASH EQUIVALENT		
<u>Particulars</u>	As at 31 March 2024	As at 31 March 2023
a. Balances with banks	-	-
Axis Bank Current Account	27,852	569
	27,852	569
b. Cash on hand	1,752,480	2,805,894
Total	1,780,333	2,806,463

NOTE-16 OTHERS CURRENT ASSET		
<u>Particulars</u>	As at 31 March 2024	As at 31 March 2023
Rent Deposit	165,000	165,000
UGVCL Security Deposit	1,281,619	1,281,619
UGVCL Security Deposit New	578,471	578,471
TCS on Purchase Receivable	227,919	154,024
T.D.S. Receivable	484,511	65,012
MAT entitlement credit	1,401,064	7,359,683
Other Current Assets	2,503,381	12,887,074
Advance paid to suppliers	-	1,200,000
Total	6,641,964	23,690,882

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 1-Apr-23	Additions	Deductions	Year Ended 31-Mar-24	Upto Previous year	Depreciation during the year	Recooped	Total Depreciation up to 31-Dec-2024	Year Ended 31-Mar-24	Year Ended 31-Mar-23
Building	7,426,201	-	-	7,426,201	1,240,175	248,035	-	1,488,210	5,937,991	6,186,026
C.C.Tv Camera	131,781	-	-	131,781	31,299	6,260	-	37,559	94,222	100,482
Computer & Software	236,295	15,000	-	251,295	191,516	40,735	-	232,251	19,044	44,779
Electrification	1,915,851	-	-	1,915,851	455,015	91,003	-	546,018	1,369,834	1,460,836
Laboratory Equipments	356,305	-	-	356,305	184,210	36,842	-	221,052	135,253	172,095
Scale Map	28,337	-	-	28,337	14,650	2,930	-	17,580	10,757	13,687
Office Furniture	47,744	-	-	47,744	11,145	2,268	-	13,413	34,331	36,599
Plant & Machinery	158,142,142	98,547	331,103	157,909,586	35,356,177	10,658,897	331,103	45,683,971	112,225,615	122,785,965
Borwell	8,707	-	-	8,707	4,500	900	-	5,400	3,307	4,207
Byke GJ CN 2175	92,944	-	-	92,944	18,410	8,830	-	27,240	65,704	74,534
Cycle	2,841	-	-	2,841	1,350	270	-	1,620	1,221	1,491
Land Free Hold	1,547,900	-	-	1,547,900	-	-	-	-	1,547,900	1,547,900
Office Equipment	550,573	-	-	550,573	102,548	26,152	-	128,700	421,873	448,025
Car	891,608	-	-	891,608	392,007	84,703	-	476,710	414,898	499,601
Water Cooler	74,728	-	-	74,728	8,895	3,550	-	12,445	62,28	65,83

									3	3
TATA CNG Magic	611,529	-	-	611,529	13,082	29,048		42,130	569,399	598,447
Total	172,065,486	113,547	331,103	171,847,930	38,024,979	11,240,421	331,103	48,934,297	122,913,642	134,040,516

In respect of assets whose useful life has been revised, the unamortised depreciable amount has been charged over the revised useful life

NOTE-17 REVENUE FROM OPERATIONS

<u>Particulars</u>	For the Period March 2024	For the Period March 2023
Revenue from Operations	1,261,679,852	952,755,273
Total	1,261,679,852	952,755,273

NOTE-18 OTHER INCOME

<u>Particulars</u>	For the Period March 2024	For the Period March 2023
Misc Income	20,093	4,769
Written off	115,217	89,306
Discount received	1,052,038	-
Subsidy	947,700	
Total	2,135,048	94,075

PURCHASE

<u>Particulars</u>	For the Period March 2024	For the Period March 2023
-		
Inventory at the beginning of the year	83,564,410	105,539,913
Add : Purchases	1,127,314,240	764,771,356
Less : Inventory at the end of the year	59,146,485	83,564,410

Total	1,151,732,165	786,746,859
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NOT:19 COST OF MATERIAL CONSUMED		
<u>Particulars</u>	For the Period March 2024	For the Period March 2023
Cash/Trade Discount	159,406	62,531
Power & Fuel Exps	23,402,018	19,837,108
Factory Expense	-	329,590
Repair & Maintenance Expense	1,319,595	153,568
Transportation Charges	779,019	1,180,213
Cylinder Charges Expense	1,048,249	2,799,719
Electrical Repairing Expense	126,729	331,379
Freight Exps	-	490
Job Work Charges	140,135	311,367
Loading Unloading Charges	-	77,144
Rate Diffirance Given A\C	102,382	1,379,101
Total	27,077,533	26,462,210

NOTE-20 CHANGE IN INVENTORIES		
<u>Particulars</u>	For the Period March 2024	For the Period March 2023
Opening Stock	112,871,168	156,531,312
Work in process	56,735,788	72,284,986
Finished Goods	56,135,380	84,246,326
Closing Stock	152,885,998	112,871,168
Work in process	63,977,836	56,735,788
Finished Goods	88,908,162	56,135,380
Total	(40,014,830)	43,660,144

NOTE-21 EMPLOYEE BENEFIT EXPENSE		
<u>Particulars</u>	For the Period March 2024	For the Period March 2023

Salary & Wages	-	
	18,097,573	25,422,315
Staff P.F	214,576	1,064,384
Staff Welfare Expense	215,664	651,326
Gratuity Exps	655,913	387,682
Total	19,183,726	27,525,707

NOTE-22 FINANCIAL COSTS

<u>Particulars</u>	For the Period March 2024	For the Period March 2023
Interest Expense	25,916,486	24,630,689
Bank Charges	515,850	821,495
Total	26,432,336	25,452,184

NOTE-23 DEPRECIATION & AMORTIZATION

<u>Particulars</u>	For the Period March 2024	For the Period March 2023
Depreciation	11,240,421	8,402,837
Total	11,240,421	8,402,837

NOTE-24 OTHER EXPENSES

<u>Particulars</u>	For the Period March 2024	For the Period March 2023
Advetisement Exps	-	124,000
Audit Fees	675,000	675,000
Office Expenses	5,050	74,053
Commission Expenses	-	1,160,530
Printing & Stationery Expns	34,312	105,284
Rent Expenses	420,000	840,000
Admin Charges	5,666	21,546
Computer Maintenance	-	21,523

Conveyance Expences	-	14,700
Donation	36,000	138,900
GST Charges	-	400
Insurance Exp.	479,920	988,119
Legal Expenses	24,000	111,516
Misc.Expenses	301,444	66,895
Postage & Courier Charges	11,272	16,676
Professional Fees	1,730,500	5,101,800
ROC Filing Fees	246,965	2,500
Communication exps	10,519	10,519
Travelling Expns	350,574	844,599
IPO Processing Charges	-	1,818,013
Late Payment Charges	3,746,809	1,969,780
Rate & Tax exps	-	112,780
Vehicle Repairing Expences	15,500	83,857
Total	8,093,531	14,302,990

2 5	Earning per share	For the year ended 31 March 2024 (In Rupees)	For the year ended 31 March 2023 (In Rupe s)
	Profit for the year	43,350,325	18,250 ,783
	Year end outstanding number of equity shares	19,119,364	15,069 ,524
	Nominal value of equity shares	10	10
	EPS (Basic)	2.64	1.36
2 6	Payment To Auditors	31.03.2024	31.03. 2023
	Particul ars		

Statutory Audit	675,000	675000
Total	675,000	675000
<p>27 Book Debts are classified as below 6 months as most of all the customers are for over a decade and payment collection is on account and not invoice to invoice. Hence, considering the collection on FIFO basis, there are no outstanding dues over 6 months.</p>		
<p>28 Employee Benefits The company operates a defined plan of gratuity for its employees. Under the gratuity plan, every employee who has completed at least five years of service gets a gratuity on departure @ 15 days of last drawn salary for each completed year of service. The scheme is unfunded. The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and amounts recognized in the balance sheet for the respective plans.</p>		
	31.03.2024	31.03.2023
Statement of profit and Loss		
Net employee benefit recognized in the employee cost:	-	-
Current service cost	581,236	503,818
Interest cost on benefit obligation	219,155	186,647
Past Service Cost - Vested Benefit Recognized During the Period	-	-
Liability Transferred In/ Acquisitions	-	-
Net actuarial (gain) / loss	(144,478)	(302,783)
Net benefit expense	655,913	387,682.00
Actual return on plan assets		
Balance Sheet		-
Reconciliation of liability recognised in the balance sheet	-	-
Present Value of Unfunded Obligations		

Fair value of plan asset	(3,723,042)	(3,067,129)
	-	-
Net (liability) / asset in the balance sheet	(3,723,042)	(3,067,129)

The principal assumption used in determining gratuity for the company's are shown below:

Discount rate	7.14%	7.48%
Expected rate of return on assets	N.A.	N.A.
Employee turnover	30.00%	4.00%
Salary escalation	5.00%	5.00%
Mortality Rate During Employment	Indian Assured Lives Mortality (2012-14) Urban	Indian Assured Lives Mortality (2012-14) Urban

The estimates of future salary increase, considered in the actuarial valuation, take into account inflation, promotion and other relevant factors, such as supply and demand into the employment market. The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

* To the extent information available with the management.

2

9 Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

As per intimation available with the Company, there are no micro, small and medium enterprises as defined in the Micro, Small and Medium Enterprise Development Act, 2006 to whom the Company owes dues on account of principal amount together with interest and accordingly no related additional disclosure have been made.

30

In accordance with the Accounting Standard 22" Accounting for Taxes on Income", issued by the Institute of Chartered Accountants of India, the company have a net deferred tax assets. However, in view of company's losses having increased significantly, deferred tax assets on timing difference, on unabsorbed depreciation and business losses have not been accounted for in the books since it is not virtually certain that they will be realised against future profits.

3
1 As per the provision of section 149 of Companies Act 2013 and rules made thereunder, the Company is required to appoint 2 Independent directors as members of its boards in board. However, as at March,31, 2021 the Company does have requisite Independent directors on its board as per requirement of provision of section 149 of the Companies Act, 2013.

3
2 In absence of receipt of balance confirmation from all the suppliers, customers ,bankers etc, certain balance may be subject to reconciliation post confirmation.

As Per our Repor of even date attached

For, Patel Jain & Associates
Chartered Accountants
FRN No:129797W

For and on behalf of the Board of Directors of

Sabar Flex India Limited
CIN:U25209GJ2018PLC102720

SD/-

Vivek A. Bhatt

Partner

Membership No.: 193504

SD/-

H.K Kunwar

Managing Director

DIN:0024010

SD/-

Tinkle Rawal

Chief Financial Officer

SD/-

Manojkumar Agarwal

Director

DIN:08108458

SD/-

Neha Sharma

Company Secretary

Place : Ahmedabad

Date: 28/05/2024

Place:

Himmatnagar

Date: 28/05/2024

Note 33 :- Related party transactions
Related parties with whom transactions have taken place during the year

Rahi Tradelink (Prop. Parth Kunwar)

Associate Concern

Rahi Polymers (Prop. Radha Kunwar)

Associate Concern

Key management personnel

Hikmatbahadur Kunwar

Director

Parth Hikmat Kunwar

Relative of Director

Radha Hikmat Kunwar

Relative of Director

Manoj Kumar Agarwal

Director

Particulars	Key Management personnel - Hikmatbahadur	Key Management personnel Manoj Agrawal	Parth kunwar	Radha kunwar	Rahi Tradelin k	Rahi Polymers
Transactions entered into during the year						
Purchase of fixed assets (Including capital work in progress)						
Purchase					174,463,817	80,544,082
					(153,059,011)	(56,291,460)
Reimbursement of expenses (net)						
Sale					-	-
Loan taken	16,021,874		-	-		
	(15,311,700)		-	(2,300,000)		
Salary Expenses	3,600,000	1,200,000	1,200,000	600,000		
	(3,600,000)	(1,200,000)	(1,200,000)	(600,000)		
Loan Repayment	3,909,000	-	-			
	(740,000)	-	-			
Balances at the end of the year	53,912,178	2,305,499.00	480,000	560,000	(11,029,325)	58,413,859

Financial Ration for the Period Apr 2023 to Mar 2024

(a) Current Ratio

$$= \frac{\text{Current Assets}}{\text{Current Laibilities}} = \frac{515,275,764}{243,754,736} = 2.11$$

(b) Debt Equity Ratio

$$= \frac{\text{Total Liabilities}}{\text{Total Shareholders Equity}} = \frac{308,216,167}{324,586,125} = 0.95$$

(c) Debt Service Coverage Ratio,

$$= \frac{\text{Net Operating Income}}{\text{Debt Service}} = \frac{85,986,504}{131,604,060} = 0.65$$

(d) Return on Equity Ratio (ROE)

$$= \frac{\text{Net Income(annual)}}{\text{Total Assets}} = \frac{43,350,325}{638,189,407} = 0.07$$

(e) Inventory turnover ratio

$$= \frac{\text{Cost of Goods Sold}}{\text{Avg. Inventory}} = \frac{1,138,794,868}{204,234,030} = 5.58$$

(f) Trade Receivables turnover ratio

$$= \frac{\text{Net credit sales}}{\text{Average Accounts Receivable}} = \frac{1,261,679,852}{237,778,954} = 5.31$$

(g) Trade payables turnover ratio

$$= \frac{\text{Credit Purchase}}{\text{Average Accounts Payable}} = \frac{1,127,314,240}{32,303,651} = 34.90$$

(h) Net capital turnover ratio

$$= \frac{\text{Net Sales}}{\text{Average Total Assets}} = \frac{1,261,679,852}{587,952,325} = 2.15$$

(i) Net profit ratio

$$= \frac{\text{Net Profit}}{\text{Sales}} = \frac{43,350,325}{1,261,679,852} = 0.03$$

(j) Return on Capital employed

$$= \frac{\text{EBIT}}{\text{Total Assets - Total Current Liabilities}} = \frac{85,986,504}{324,586,120} = 0.26$$

(k) Return on investment

$$= \frac{\text{Net Profit}}{\text{Cost of Investment}} = \frac{43,350,325}{171,847,930} = 0.25$$



SABAR
FLEX INDIA LIMITED
A Part of our daily life

Manufacturers of: All Kinds of Printed Flexible Packaging Materials

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 5th Annual General Meeting of the Members of **M/s. Sabar Flex India Limited** held on Saturday, September 30th, 2023 at 11:30 A.M. at Hotel Crowne Plaza, Ahmedabad City Centre, Sarkhej, Gandhinagar Highway, Near Shapath-V, Prahlad Nagar, Ahmedabad, Gujarat 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-----



SABAR
FLEX INDIA LIMITED
A Part of our daily life

Manufacturers of: All Kinds of Printed Flexible Packaging Materials

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 5th Annual General Meeting of the Members of M/s. **Sabar Flex India Limited** held on Saturday, September 30th, 2023 at 11:30 A.M. at Hotel Crowne Plaza, Ahmedabad City Centre, Sarkhej, Gandhinagar Highway, Near Shapath-V, Prahlad Nagar, Ahmedabad, Gujarat 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
Ordinary Businesses				
1.	To receive, consider and adopt the audited Balance Sheet as at 31st March 2023, the Statement of Profit and Loss for the year ended on that date together with the schedules thereon, along with the reports of the Board of Directors and Auditors thereon.			
2.	To re-appoint Ms. Sonalbahen Pratik Bhatt (DIN: 09507674) who retires by rotation and being eligible offers himself for re-appointment			

Signed this.....day of.....2023

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 5th 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.

FormNo.MGT-12**Polling Paper**

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

Name of the company: SABAR FLEX INDIA LIMITED
REGD. OFFICE: B/1/104, Palledium, Nr. Orchid Wood Opp. Divya Bhaskar, Corporate Road, Prahladnagar Ahmedabad 380015 Gujarat.
CIN: L25209GJ2018PLC102720

SNo	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No/ *ClientID (*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.	ItemNo.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1	To receive, consider and adopt the audited Balance Sheet as at 31st March 2023, the Statement of Profit and Loss for the year ended on that date together with the schedules thereon, along with the reports of the Board of Directors and Auditors thereon.			
3	To re-appoint Ms. Sonalbahen Pratik Bhatt (DIN: 09507674) who retires by rotation and being eligible offers himself for re-appointment			

Place: Ahmedabad
Date: 30th September, 2023

(Signature of the shareholder*)

(*as per Company records)

ROUTE MAP TO THE VENUE OF 6th ANNUAL GENERAL MEETING

