

## SANGHI INDUSTRIES LIMITED

CIN No.: L18209TG1985PLC005581

Regd. Office: Sanghinagar P. O. Hayatnagar Mandal, R. R. District, Telangana - 501511

Tel. 08415-242240, Email : companysecretary@sanghiment.com

Website: www.sanghiment.com

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **Thirty Fourth Annual General Meeting** of the Members of **M/s. Sanghi Industries Limited** will be held on Saturday, the 18<sup>th</sup> day of September, 2021 at 11.00 a.m. through Video Conferencing or other audio visual means to transact the following business and the place of the meeting shall be deemed to be the registered office of the Company:

#### Ordinary Business:

1. To receive, consider and adopt financial statements of the Company including Audited Balance Sheet as at 31<sup>st</sup> March, 2021, Statement of Profit and Loss and Cash Flow for the year ended on that date together with the Directors' Report and also the Auditors' Report thereon.
2. To appoint a Director in place of Shri Nirubha B. Gohil (holding DIN: 05149953 ), who retires by rotation and being eligible, offers himself for re-appointment.

#### Special Business:

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**.

**"Resolved that** pursuant to the provisions of Section 148 and all the applicable provisions of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force) the consent of members be and is hereby accorded to ratify the remuneration decided by the Board of Directors of the Company based on the recommendation of the Audit Committee of ₹ 3,00,000/- (Rupees Three Lac Only) plus out of pocket expenses and GST, if any to M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad appointed by the Board of Directors to conduct the audit of the Cost records of the Company for the financial year 2021-22.

**Resolved further that** Shri Ravi Sanghi, Chairman & Managing Director, Smt. Bina Engineer, Whole-time Director and Shri Anil Agrawal, Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**.

**"Resolved that** pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval be and is hereby granted for continuing the directorship of Shri Dabbir Badri Narayan Rao (holding DIN: 01180539) who will attain the age of 75 years on 14.04.2022 as an Independent Director of the Company.

**Resolved further that** Shri Ravi Sanghi, Chairman & Managing Director, Smt. Bina Engineer, Whole-time Director and Shri Anil Agrawal, Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**.

**"Resolved that** pursuant to the provisions of Section 149, 150, 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification

of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Regulation 17 & 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Arvind Agarwal (DIN: 00122921), who was appointed as an Additional Director of the Company by the Board of Directors (and categorized as 'Independent Director') w.e.f. 12<sup>th</sup> August, 2021 and who holds office as an Additional Director upto the date of ensuing Annual General Meeting of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years w.e.f. 12<sup>th</sup> August, 2021.

**Resolved further that** Shri Ravi Sanghi, Chairman & Managing Director, Smt. Bina Engineer, Whole-time Director and Shri Anil Agrawal, Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**Registered Office:**

Sanghinagar P.O.,  
Hayatnagar Mandal, R. R. District,  
Telangana – 501 511.

By Order of the Board  
for **Sanghi Industries Limited**

Place : Ahmedabad  
Date : 12<sup>th</sup> August, 2021

Anil Agrawal  
**Company Secretary**

**Notes:**

- (1) In view of the massive outbreak of the COVID-19 global pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs ('MCA') allowed conducting of Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') and dispensed the personal presence of the members at the meeting. Accordingly, the MCA issued Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 prescribing the procedures and manner of conducting the AGM through VC/OAVM and SEBI Circular dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic" and Circular dated January 15, 2021 ("SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA and SEBI Circulars the AGM of the Company is being held / convened through VC / OAVM means. Hence, members can attend and participate in the ensuing AGM through VC/OAVM means only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no.11 & 12.
- (2) Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of special businesses is annexed hereto. The Board of Directors have considered and decided to include Item 3 to 5 given above as Special Business as they are unavoidable in nature.
- (3) Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, Corporate members intending to authorise their representatives to join and vote at the AGM through VC / OAVM facility on its behalf are requested to send the duly certified copy of Board resolution for the same.
- (4) Members attending the meeting through VC / OAVM shall be counted for the purpose of quorum under Section 103 of the Companies Act, 2013.
- (5) The notice and the Annual Report of the Company is being sent to the members through electronic mode whose e-mail ID is registered with the Company. Members whose e-mail ID is not registered are requested to get the same registered with the Company by sending an E mail to: companysecretary@sanghiment.com. The Notice of Annual General Meeting is available on website of the Company [www.sanghiment.com](http://www.sanghiment.com) and also available on website of National Stock Exchange of India Limited and BSE Limited.
- (6) Members desiring any information as regards the Accounts are requested to write to the Company at least 10 working days before the meeting so as to enable the Management to keep the information ready at the time of meeting and the same shall be provided suitably at the time of meeting.
- (7) Members holding shares in electronic form shall address all communications to their respective Depository Participants only.
- (8) Necessary registers and documents will be available for inspection to the members in electronic mode. The members are required to send an e-mail of their intention of inspection to companysecretary@sanghiment.com
- (9) The members can join this meeting through VC / OAVM means 15 minutes before and 15 minutes after the scheduled time of commencement of meeting by following the procedure mentioned in the Notice. The members are requested to participate on first come first serve basis as participation through VC / OAVM is limited upto 1000 members and will be closed on expiry of 15 minutes from the schedule time of the meeting. This will not include large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first cum first served basis.
- (10) **Process and manner for members opting for voting through Electronic means:**
  - (i) In compliance with provisions of section 108 of the Act and Rule 20 of The Companies [Management and Administration] Rules, 2014 and SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 and Circulars issued by MCA dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 the Company is pleased to provide its members the facility of 'remote e-voting' to exercise their right to vote at the 34<sup>th</sup> Annual General Meeting. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited [CDSL] to facilitate remote e-voting as well as e-voting system during AGM.

- (ii) Shareholders holding equity shares shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on cut-off date i.e. 11<sup>th</sup> September, 2021 only shall be entitled to avail facility of remote e-voting as well as e-voting system on the date of AGM.
  - (iii) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for remote e-voting or e-voting system on the date of the AGM. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting your vote.
  - (iv) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
  - (v) The Company has appointed Shri Srikant Sangai, Practising Company Secretary, (COP No. 11113) to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system during AGM, in a fair and transparent manner.
- (11) **The instructions for shareholders for remote e-voting and e-voting during AGM and joining meeting through VC/OAVM are as under:**
1. The remote E- voting period commences at 10.00 a.m. on 15<sup>th</sup> September, 2021 and ends at 5.00 p.m. on 17<sup>th</sup> September, 2021 (both days inclusive). During this period the shareholders of the Company holds shares as on the cut-off date (record date) of 11<sup>th</sup> September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
  3. In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

**(a) Individual Shareholders holding securities in Demat mode with CDSL**

- (1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or visit [www.cdslindia.com](http://www.cdslindia.com) and click on Login icon and select New System Myeasi.
- (2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
- (3) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

- (4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-Voting link available on [www.cdsindia.com](http://www.cdsindia.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.
- (b) Individual Shareholders holding securities in Demat mode with NSDL**
- (1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
  - (2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
  - (3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- (c) Individual Shareholders (holding securities in Demat mode) login through their Depository Participants**
- You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- (d) Shareholders other than individual shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)**
1. Click on Shareholders.
  2. Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  3. Next enter the Image Verification as displayed and Click on Login.
  4. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

5. If you are a first time user, please enter your PAN Number and Dividend Bank Details or Date of Birth.
6. After entering these details appropriately, click on "SUBMIT" tab.
7. Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
8. Click on the EVSN of Sanghi Industries Limited for which you choose to vote.
9. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
10. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
11. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
12. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
13. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
14. If Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
15. Facility for Non-Individual Shareholders and Custodians – Remote Voting:
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporate" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non individual shareholders are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer / Company by email through its registered email address to [sangaisri@yahoo.com](mailto:sangaisri@yahoo.com) with a copy marked to [companysecretary@sanghiment.com](mailto:companysecretary@sanghiment.com).

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)



**(12) The instructions for shareholders attending the AGM through VC/OAVM & e-voting during AGM are as under:**

1. The procedure for attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC / OAVM to attend the meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Members who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further, members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Members who would like to ask questions may send their questions in advance atleast (10) working days before AGM mentioning their name, demat account number / folio number, email id, mobile number at [companysecretary@sanghiment.com](mailto:companysecretary@sanghiment.com) and register themselves as a speaker. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
8. Only those Members who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and otherwise not barred from doing so shall be eligible to vote through e- voting system available in the AGM.
9. If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.

**(13) The result will be declared on receipt of Scrutinizers Report. The results declared along with the scrutinizer's report will be available on the website of the Company ([www.sanghiment.com](http://www.sanghiment.com)) and on the website of agency ([www.evotingindia.com](http://www.evotingindia.com)). The Company shall simultaneously forward the results to NSE and BSE where the equity shares of the Company are listed.**

As the meeting is to be convened through VC / OAVM, the route map is not annexed in this Notice.

- (14) Shri Anil Agrawal, Company Secretary of the Company, shall be responsible for addressing all the grievances in relation to this Annual General Meeting including e-voting. His contact details are - Email: [companysecretary@sanghiment.com](mailto:companysecretary@sanghiment.com); Phone / Mobile No.: 08415- 242240.**
- (15) The Ministry of Corporate Affairs (MCA), New Delhi has taken "Green initiatives in Corporate Governance" by allowing paperless compliance by the Companies and issued a circular clarifying that the service of documents to be made by a Company can be made through electronic mode. To support the green initiative of the Ministry of Corporate Affairs, members who have not yet registered their e-mail id are requested to register the same immediately.**

Members holding shares in electronic form are requested to register their e-mail id for which they are advised to approach their Depository Participants in this regard.

- (16) 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 are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., with their DPs in case the shares are held in electronic form.**

- (17) SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018-49 dated 30<sup>th</sup> November, 2018, requests for effecting transfer of securities (except in case of transmission, transposition and relodgement of securities) shall not be processed from 1<sup>st</sup> April, 2019 unless the securities are held in the dematerialized form with the depositories.
- (18) Information required to be furnished as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and secretarial standards on the General Meeting issued by the Institute of Company Secretaries of India, the particulars of Directors who are proposed to be re-appointed, are given below:

Name of Director & DIN	Date of Birth	Date of First Appointment	Brief resume, Qualification Expertise and Experience	Share-holding in the Company	Details of Directorship held in other companies	Details of membership / chairmanship of other Board committees
Nirubha Balubha Gohil DIN: 05149953	16 <sup>th</sup> June, 1950	22 <sup>nd</sup> December, 2011	Diploma in Mechanical Engineering. He is aged about 70 years and is having rich industrial experience in the field of Erection & Commissioning, Operations and Maintenance activities of Thermal Power Plants and specializes in Pollution Control Norms, Factory Regulations and other administrative matters.	Nil	1. Sanghi Cements Limited 2. Sanghi Energy Limited	----
Dabbir Badri Narayan Rao DIN : 01180539	14 <sup>th</sup> April, 1947	22 <sup>nd</sup> December, 2011	BE in Mechanical Engineering, M Tech in Design and Production Engineering and Diploma Holder in Cement, Building Materials & Construction Technology from Manila. He is aged about 74 years and is having a rich and Varied experience in Erection & Commissioning, Operations and Maintenance of Cement Plants.  Associated with many Private and Government Cement Sector Organisations.	Nil	1. Hemadri Cements Limited 2. Sanghi Cements Limited 3. Seetharam Cements Limited	----
Arvind Agarwal DIN : 00122921	23 <sup>rd</sup> April, 1960	12 <sup>th</sup> August, 2021	Graduate from Sydenham College of Commerce & Economics, Mumbai. After post graduation in Commerce, he did CA Articles with Price Waterhouse & Co., Mumbai and completed CA (Intermediate) with 11 <sup>th</sup> all-India rank. He joined the	Nil	1. KLJ Plast-icizers Ltd.	



Name of Director & DIN	Date of Birth	Date of First Appointment	Brief resume, Qualification Expertise and Experience	Share-holding in the Company	Details of Directorship held in other companies	Details of membership / chairmanship of other Board committees
			Indian Administrative Service in 1984 in the Gujarat cadre. In a span of over 36 years in the IAS, he served in various prominent positions in the Government of Gujarat, namely District Development Officer of Bharuch and Kutch districts, Collector & District Magistrate of Bharuch district, Commissioner of Labour, Transport, Higher Education, Bureau of Public Enterprises, Civil Supplies, Commissioner of Industries, VC&MD of Gujarat Industrial Development Corporation (GIDC), Managing Director of Gujarat State Financial Corporation, Chairman of Gujarat Pollution Control Board (GPCB), Additional Chief Secretary of Industries & Mines, Forest and Environment, and Finance Departments. He was also nominated as a director on important companies of the Government of Gujarat.			

**CONTACT DETAILS:**

Company	Sanghi Industries Ltd. E-mail ID: <a href="mailto:companysecretary@sanghiment.com">companysecretary@sanghiment.com</a>
E-voting Agency	Central Depository Services (India) Limited E-mail ID: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
Scrutinizer	Shri Srikanth Sangai, Practising Company Secretary. Email id: <a href="mailto:sangaisri@yahoo.com">sangaisri@yahoo.com</a>

## ANNEXURE TO THE NOTICE

### Explanatory Statement

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

In conformity with the provisions Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to special businesses contained in the accompanying Notice.

#### Item No. 3

The Board on recommendation of the Audit Committee has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the Cost records of the Company for the financial year 2021-22.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

Accordingly, consent of the shareholders is sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2021-22.

Your Directors recommend the passing of the proposed Ordinary Resolution.

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

#### Item No. 4

As per the Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 the approval of the shareholders is required by way of special resolution for continuing the Directorship of any non-executive Director who have attained the age of 75 years. Hence it is proposed to take the approval of the members of the company for continuing the directorship of Shri Dabbir Badri Narayan Rao. Shri Dabbir Badri Narayan Rao, is aged 74 years and will attain the age of 75 years on 14.04.2022 as an Independent Director of the Company, has been re-appointed as a Non-Executive Independent Director of the Company by a Special Resolution passed by the members of the Company in the Annual General Meeting held on 24<sup>th</sup> June, 2017. The Company had received from him requisite consent, intimation and a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act, in connection with his re-appointment as an independent Director.

Shri Dabbir Badri Narayan Rao is BE in Mechanical Engineering, He is also M Tech in Design and Production Engineering and Diploma Holder in Cement, Building Materials & Construction Technology from Manila. He is aged about 74 years and is having a rich and varied experience in Erection & Commissioning, Operations and Maintenance of Cement Plants. He is also associated with many Private and Government Cement Sector Organisations. Considering the qualification, positive attributes, expertise and independence, the Board of Directors considers to continue his association for the immense benefit of the Company.

Looking to his experience and expertise, your Board of Directors recommend the passing of the proposed Special Resolution.

Except Shri Dabbir Badri Narayan Rao, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

#### Item No. 5

Shri Arvind Agarwal, aged 61 years, has been appointed as an Additional Director (Categorized as Independent Director) of the Company by the Board of Directors w.e.f. 12<sup>th</sup> August, 2021 who holds office upto the date of ensuing Annual General Meeting. The Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company. The Company has received from him requisite consent, intimation and a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act, in connection with his appointment as an Independent Director. Copy of the draft letter for his appointment as an Independent Director will be available for inspection without any fees by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.