



SANGHI INDUSTRIES LIMITED

CIN: L18209TG1985PLC005581

Registered Office: Sanghinagar P. O., Hayatnagar Mandal, R. R. District,
Telangana – 501 511 Phone No.: +91 8415-242217

Corporate Office: "Adani Corporate House", Shantigram, S.G. Highway, Khodiyar,
Ahmedabad – 382 421 Phone No.: +91 79-2656 5555

E-mail: companysecretary.sil@adani.com ; **Website:** www.sanghicement.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **Thirty Seventh Annual General Meeting** of the Members of **Sanghi Industries Limited ('the Company')** is **scheduled and** will be held on Wednesday, the 26th day of June, 2024 at 2.00 p.m. through Video Conferencing (VC) / Other Audio-Visual Means ('OAVM') to transact the following businesses. The venue of the meeting shall be deemed to be the registered office of the Company at Sanghinagar P.O., Hayatnagar Mandal, R.R. District, Telangana – 501511.

Ordinary Business:

1. To receive, consider and adopt financial statements of the Company including Audited Balance Sheet as at March 31, 2024, 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 Mr. Ajay Kapur (holding DIN: 03096416), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

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

3. **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) M/s. N. D. Birla & Co., Cost Accountants (Firm Registration Number: 000028) appointed as the Cost Auditors of the Company by the Board of Directors for the conduct of the Audit of the cost records of the Company for FY 2024-25 starting from April 1, 2024 at a remuneration of ₹ 3,00,000 (Rupees Three lakhs Only) per annum plus GST and out of pocket expenses, if any be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

By Order of the Board of Directors
For **Sanghi Industries Limited**

Anil Agrawal

Company Secretary

Membership No. A14063

Date: April 27, 2024

Registered Office:

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

CIN: L18209TG1985PLC005581

Notes:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") and dispensed the personal presence of the Shareholders at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and latest being 09/2023 dated September 25, 2023 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/DDHS/P/ CIR/2022/0063 dated May 13, 2022, Circular No. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the AGM through VC/OAVM. In terms of the said circulars, the AGM of the Shareholders will be held through VC/OAVM. Hence, Shareholders can attend and participate in the AGM through VC/OAVM only.
2. The helpline number regarding any query / assistance for participation in the AGM through VC/OAVM is 022-2305-8542/43.
3. Pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Shareholders is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. In line with the aforesaid MCA Circulars, the Notice calling the AGM is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on May 31, 2024. Members may note that the Notice has been uploaded on the website of the Company at www.sanghiment.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of CDSL (Agency for providing Remote E voting Facility) i.e. www.evotingindia.com.
6. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 ("Act") is annexed hereto. And details under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and paragraph 1.2.5 of the Secretarial Standard on General Meeting issued by The Institute of Company Secretaries of India, in respect of the director being reappointed at the AGM are annexed hereto;
7. Members seeking any information with regard to the Accounts or any matter to be placed at the AGM, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and relevant documents referred to in the accompanying Notice and in the Explanatory Statement are requested to write to the Company on or before 10 working days of the Annual General Meeting through e-mail on companysecretary.sil@adani.com. The same will be replied by the Company suitably. All documents referred to in the Notice will also be available electronically for inspection, without any fee, by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to companysecretary.sil@adani.com.
8. Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, e-mail address etc. to the RTA at the address: Link In Time India Pvt. Ltd, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400083
For shares held in electronic form, change of address and change in the bank accounts etc. should be furnished to their respective DPs.
9. The Shareholders can join the AGM through the VC/OAVM mode 15 (fifteen) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Shareholders on first come first served basis. 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 and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

10. Process and manner for Shareholders opting for voting through electronic means:

- a. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended) and pursuant to the MCA circulars, the Company is providing facility of remote e-voting to its Shareholders in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) as the authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a shareholder using remote e-voting as well as e-voting on the date of AGM will be provided by CDSL.
- b. Shareholders whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Wednesday, June 19, 2024 shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- c. A person who has acquired the shares and has become a shareholder of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Wednesday, June 19, 2024, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or venue voting system on the date of the AGM by following the procedure mentioned in this part.
- d. The remote e-voting will commence on Sunday, June 23, 2024 at 9.00 a.m. and will end on Tuesday, June 25, 2024 at 5.00 p.m. During this period, the Shareholders of the Company as on the Cut-off date. i.e. Wednesday, June

19, 2024 may cast their vote electronically. The Shareholders will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.

- e. Once the vote on a resolution is cast by the Shareholder, he/she shall not be allowed to change it subsequently or cast the vote again. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting, however they can attend the meeting through VC / OAVM facility.
 - f. The voting rights of the Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Wednesday, June 19, 2024.
 - g. The Company has appointed CS Chirag Shah, Practising Company Secretary (Membership No. FCS: 5545; CP No: 3498), to act as the Scrutiniser for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
- 11. Process for those Shareholders whose email ids/mobile no. are not registered:**
- a. For Demat Shareholders - Please update your e-mail id and mobile no. with your respective Depository Participant (DP).
 - b. For Individual Demat Shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- 12. The instructions for Shareholders for remote voting are as under:**
- i. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its Shareholders, in respect of all Shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- II. In terms of SEBI circular no. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 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.

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

| Type of Shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> 1. Users who have opted for CDSL's 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 to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on Login icon and select New System Myeasi Tab. 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 the 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 are 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 link in 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 provided links for the respective ESP where the e-Voting is in progress during or before the AGM. |

| Type of Shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e- Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e- Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e- Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e- Voting service provider name and you will be redirected to e- Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders (holding securities in demat mode login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e- Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

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

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

| Login Type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33. |
| Individual Shareholders holding securities in Demat mode with NSDL | Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30. |

Step 2: Access through CDSL e-Voting system in case of Shareholders holding shares in physical mode and non-individual Shareholders in demat mode.

III. Login method for e-Voting and joining virtual meeting for physical shareholders and shareholders other than individual holding in demat form.

1. The Shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on Shareholders.
3. Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

Shareholders other than individual shareholders holding shares in Demat.

| | |
|--------------------------------|--|
| PAN | Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number indicated in the PAN field. |
| Dividend Bank | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. |
| Details OR Date of Birth (DOB) | If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |

IV. After entering these details appropriately, click on "SUBMIT" tab.

V. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

VI. For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

VII. Click on the EVSN of the Company – **SANGHI INDUSTRIES LIMITED** on which you choose to vote.

VIII. 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.

- IX. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- X. 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.
- XI. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XII. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- XIII. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XIV. There is also an optional provision to upload Board Resolution/Power of Attorney if any uploaded, which will be made available to scrutiniser for verification.
- XV. Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- XVI. Note for Non – Individual Shareholders and Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the "Corporates" Module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutiniser to verify the same.
- If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

13. The instructions for Shareholders attending the AGM through VC/OAVM & e-voting during meeting are as under:-

- I. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- II. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
- III. Only those Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the AGM.
- IV. If any Votes are cast by the Shareholders through the e-voting available during the AGM and if the same Shareholders have not participated in the meeting through VC/OAVM facility, then the votes

cast by such Shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the Shareholders participating in the meeting.

V. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

14. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.sanghiment.com and on the website of CDSL i.e. www.cdslindia.com within two days of the passing of the Resolutions at the Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

15. Instructions for Shareholders for attending the AGM through VC/OAVM are as under:

I. Shareholders will be provided with a facility to attend the AGM through VC/OAVM or view the live webcast of AGM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders'/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

II. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.

III. Further, Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

IV. 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.

V. For ease of conduct, Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number at companysecretary.sil@adani.com. The shareholders who do not want to speak during the AGM but have queries may send their queries in advance at least 7 days prior to the AGM mentioning their name, demat account number / folio number, email id, mobile number at companysecretary.sil@adani.com

VI. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

VII. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

Contact Details:

| | |
|---------|---|
| Company | Sanghi Industries Limited Regd. Office: Sanghinagar P. O. Hayatnagar Mandal, R. R. District, Telangana – 501 511 CIN: L18209TG1985PLC005581 Email: companysecretary.sil@adani.com |
|---------|---|

| | |
|------------------------------|--|
| Registrar and Transfer Agent | M/s. Link Intime India Private Limited C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083. Tel: +91-22-49186270 Fax: +91-22-49186060 E-mail ID: rnt.helpdesk@linkintime.co.in |
|------------------------------|--|

| | |
|-----------------|--|
| E-voting Agency | Central Depository Services (India) Limited E-mail: helpdesk.evoting@cdslindia.com Phone: 022-23058542/43 |
|-----------------|--|

| | |
|-------------|--|
| Scrutiniser | C. S. Chirag Shah Practicing Company Secretary E-mail: pcschirag@gmail.com |
|-------------|--|

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

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules 2014, the Company is required to appoint a Cost Auditor to audit the Cost records of the Company.

On the recommendation of the Audit Committee, the Board of Directors of the Company has approved the appointment of N. D. Birla & Co., Cost Accountants as the Cost Auditor of the Company for the FY 2024-25 starting from April 1, 2024 at a remuneration of ₹ 3,00,000/- (Rupees Three Lakhs Only) per annum plus GST and out of pocket expenses, if any, in connection with the cost audit. The remuneration of the cost auditor is required to be ratified subsequently by the Members, in accordance with the provisions of the Act and Rule 14 of the Rules.

Accordingly, the Board recommends the Ordinary Resolution at item no.3 of this Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and their respective relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

By Order of the Board of Directors
For **Sanghi Industries Limited**

Anil Agrawal

Company Secretary

Membership No.: A14063

Date: April 27, 2024

Registered Office:

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

CIN: L18209TG1985PLC005581

Details of Director seeking re-appointment as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, for item no. 2 mentioned in the Notice:

| | |
|--|---|
| Name of the Director | Mr. Ajay Kapur |
| Director Identification Number | 03096416 |
| Date of Birth | November 11, 1965 |
| Nationality | Indian |
| Qualification | Master of Business Administration (MBA) and also a degree in Economics. |
| Date of Appointment on Board | December 7, 2023 |
| Shareholding in Sanghi Industries Limited including shareholding as a beneficial owner | Nil |
| Brief Profile of the Director | <p>Mr. Ajay Kapur is the CEO and Whole Time Director of Ambuja Cements Limited and ACC Limited. He has over 30 years of expertise in the cement, construction, power and heavy metals sector. Mr. Kapur joined Ambuja Cements in 1993 and has spent more than 25 years in various strategic roles. Between 2014 and 2019, he held the position of the Company's CEO and Managing Director (MD). Mr. Kapur previously held the positions of CEO of Aluminium & Power and MD of Commercial at Vedanta Ltd. Before joining the Adani Group in June 2022. He most recently worked for Adani Ports and Special Economic Zone Ltd. as CEO of Special Projects. He has been extensively involved in several business forums, such as CII, FICCI, and ASSOCHAM. He holds an MBA from the K.J. Somaiya Institute of Management and a degree in economics. He is also an alumnus of The Wharton School of the University of Pennsylvania.</p> |
| Expertise in specific functional areas | He has over 30 years of expertise in the cement, construction, power and heavy metals sector. |
| Last Remuneration drawn | Nil |
| Details of Remuneration sought to be paid | He will not draw any remuneration and sitting fees from the Company |

| | | | |
|--|---|---|-----------------|
| List of Directorships held in other companies (excluding foreign, private and Section 8 Companies) | Sr. Name of the Companies No. | | |
| | 1. | Adani Cementation Limited | |
| | 2. | Adani Cement Industries Limited | |
| | 3. | ACC Limited | |
| | 4. | Foxworth Resources and Minerals Limited | |
| | 5. | Ambuja Shipping Services Limited | |
| | 6. | Ambuja Cements Limited | |
| Name of Listed Companies from which the Director has resigned in the past three years | Nil | | |
| Memberships/Chairmanships across Listed Entities | Name of Company | Name of Committee | Category |
| | ACC Limited | Stakeholders Relationship Committee | Member |
| | | Risk Management Committee | Member |
| | Ambuja Cements Limited | Stakeholders Relationship Committee | Member |
| | | Risk Management Committee | Member |
| | Sanghi Industries Limited | Corporate Social Responsibility Committee | Member |
| Details of Board/Committee Meetings attended by the Directors during the year | The details of his attendance in the Board and Committee Meetings are provided in the Corporate Governance Report which forms part of this Annual Report. | | |