

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 EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of the Members of **M/s. Sanghi Industries Limited** will be held on Saturday, the 3rd day of March, 2018 at 9.30 a.m. at its works at Village Motiber, Taluka Abdasa, Kutch District, Gujarat - 370511 to transact the following business as a **special business**:

- I. 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 Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities Contracts (Regulation) Act, 1956, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable SEBI regulations and guidelines, Foreign Exchange Management Act, 1999, Reserve Bank of India Guidelines, and subject to the provisions of the Memorandum and Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “Board”, which term shall include any Committee thereof which the Board may have constituted to exercise its powers including the powers conferred by this Resolution) of the Company, to raise funds through Private Placement of Unsecured / Secured Redeemable Non-Convertible Debentures / Bonds (“NCDs”) for an amount not exceeding Rs. 1000 Crores (Rupees One Thousand Crores Only) to eligible investors (whether residents, non-residents, institutions, banks, incorporated bodies, mutual funds, venture capital funds, financial institutions, individuals, trustees or otherwise and whether or not such investors are members of the Company), either in Indian Rupees or an equivalent amount in any foreign currency, in one or more series / tranches during the period of one year from the date of passing of Special resolution by the members on such terms and conditions as the Board or its appointed delegates/committees may from time to time determine proper and beneficial.

Resolved further that for the purpose of giving effect to any offer, invitation, issue or allotment through private placement of NCDs, the Board or its appointed delegates/committees be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, finalizing the form / placement documents / offer letter, timing of the issue(s), including the class of investors to whom the NCDs are to be allotted, number of NCDs to be allotted in each tranche, issue price, redemption, rate of interest, redemption period, allotment of NCDs, listing on recognized Stock Exchange, appointment of lead managers, arrangers, debenture trustees and other agencies, entering into arrangements for managing the issue, issue placement documents modifying the terms of issue of NCDs, and to sign all deeds, documents, agreements and writings and to pay any fees, remuneration, expenses relating thereto and for other related matters and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit in the best interest of the Company.

Resolved further that the Board or its appointed delegates/committees of the Company be and is hereby authorised to finalise with the Investors and the trustees the documents for creating the mortgages, charges, pledges, hypothecations and/ or any other security interest and to negotiate, modify, finalise and sign the documents, including without limitation the offer letter, debenture trust deed, pledge agreement and any other security documents, in connection with the issue of NCD by the Company of such Secured/ Unsecured, Rated/ Unrated, Listed/ Unlisted, Guaranteed/ Non-Guaranteed, Non-Convertible, Cumulative/ Non Cumulative, Redeemable, Taxable Debentures / bonds and to do all such acts, deeds, matters and things as may be necessary or ancillary or incidental thereto and to execute all such documents as may be necessary for giving effect to the above resolutions.

Resolved further that the Board or its appointed delegates/committees be and is hereby authorised to further delegate all or any of the powers in aforesaid matters to the officials of the Company, in such manner as they may in their absolute discretion deem fit.”

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

RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the relevant rules framed thereunder (including any statutory modifications or re-enactments thereof for the time being in force) the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable SEBI regulations and guidelines and subject to the provisions of the Memorandum and Articles of Association of the Company and necessary consent from the relevant parties / authorities as may be required, consent of the Company be and is hereby accorded to modify / vary the terms and conditions of the existing Non-Convertible Debentures and the Board of Directors or its appointed delegates / committees be and is hereby authorized to modify / vary / negotiate and finalize the revised terms and conditions of the existing Non Convertible Debentures in consultation with the existing Debenture holder, Debenture Trustee and such other authorities as may be required in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors or its appointed delegates / committees of the Company be and is hereby authorised to finalise with the investors and the trustees the documents for modification / variation in the terms of mortgages, charges, pledges and/or hypothecations,

if any and to negotiate, modify, finalise, sign and execute the revised / modified documents, including without limitation the offer letter (if any), debenture trust deed, pledge agreement and any other security documents and to do all such acts, deeds, matters and things as may be necessary or ancillary or incidental thereto and to execute all such documents as may be necessary for giving effect to the above resolution.

RESOLVED FURTHER THAT the Board or its appointed delegates / committees be and is hereby authorised to further delegate all or any of the powers in aforesaid matters to the officials of the Company, in such manner as they may in their absolute discretion deem fit.

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

Resolved that in accordance with the provisions of sections 196, 197, Schedule V and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), read with Articles of Association of the Company and such other approvals as are necessary, consent of the members of the Company be and is hereby accorded to the re-appointment of Shri Nirubha Balubha Gohil (holding DIN: 05149953) as a Whole-time Director of the Company with effect from 22nd December, 2017, for a period of three years on the remuneration and the terms and conditions as set out in the Explanatory Statement.

Resolved further that in the event of any loss, absence or inadequacy of the profits of the Company, the remuneration mentioned in the Explanatory Statement shall be paid to Shri Nirubha Balubha Gohil, as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 and as may be amended from time to time.

Resolved further that Nomination and Remuneration Committee of the Board be and is hereby authorized to revise from time to time during the tenure of the appointment of Shri Nirubha Balubha Gohil, the remuneration payable to him subject to overall limits laid down in Sections 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) without further approval of the Board and members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

Resolved further that Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution."

Registered Office :

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

Place: Mumbai
Date : 3rd February, 2018

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

Anil Agrawal
Company Secretary

Notes :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, SHOULD BE COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. **A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT MORE THAN 50 (FIFTY) AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. IN CASE THE PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY CANNOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
3. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
4. Members holding shares in physical form are requested to notify immediately any change in their address to the Company quoting their folio numbers. Members holding shares in electronic form shall address all communications to their respective Depository Participants only.
5. Members are requested to bring their copies of the Extra Ordinary General Meeting Notice to the meeting for their reference.
6. Corporate members intending to send their authorized representatives to attend the meeting pursuant to section 113 of the Act are requested to send the Company a certified copy of Board Resolution/Authorization together with specimen signatures authorizing their representative to attend and vote on their behalf at the meeting.
7. For the convenience of members and for proper conduct of the members, entry to the place of meeting will be regulated by attendance slips. Members are requested to affix their signatures at the place provided on the attendance slip and hand it over at the registration counters.
8. 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 physical form are requested to register their e-mail id by communicating the same to the Company mentioning their Folio number. 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.

9. 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.
10. Information required to be furnished as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Directors who are proposed to be re-appointed, are given below:

Name of Director	Date of Birth	Date of First Appointment	Brief resume, Qualification and Expertise	Shareholding in the Company	Details of Directorship held in other Listed companies	Details of membership / chairmanship of other Board committees
Shri. Nirubha B. Gohil	16 th June, 1950	22 nd December, 2011	Diploma in Mechanical Engineering. He is aged about 67 years and is having rich industrial experience in the field of Erection & Commissioning, Operations and Maintenance activities of Thermal Power Plants.	Nil	----	----

Shri Nirubha B Gohil, Whole-time Director, is not directly or indirectly related to any Director, Promoter and Key Managerial Personnel of the Company.

11. A Route Map showing the Directions to reach the venue of the Extra Ordinary General Meeting is attached along with the notice as per the requirement of Secretarial Standards – 2 on “General Meeting”.
 12. The Board of Directors has appointed Shri A.A.N. Murthy, Practising Company Secretary, (COP No. 15438 and ACS - 4796) as the Scrutinizer to scrutinize the remote e-voting and poll process at the Extra Ordinary General Meeting in a fair and transparent manner. The scrutinizer shall, after the conclusion of voting at the Extra Ordinary General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not being in the employment of the Company and make a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall counter sign the same.
 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) and on the website of agency (www.evotingindia.com).
- The Company shall simultaneously forward the results to NSE and BSE where the equity shares of the Company are listed.
14. The facility of voting through poll shall be made available at the venue of the Extra Ordinary General Meeting. The Members attending the Extra Ordinary General Meeting who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. Members who have cast their vote by remote e-voting prior to the meeting may also be entitled to attend the Extra Ordinary General meeting but shall not be entitled to cast their vote again. In case the members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through poll papers shall be treated as Invalid.
 15. 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. 24th February, 2018 only shall be entitled to avail facility of remote e-voting and poll process at the venue of the meeting.
 16. Members who hold shares in electronic form are requested to write their DP ID and Client ID and those who hold shares in physical form are requested to write their Regd. Folio number in the Attendance Slip for attending the Extra Ordinary General meeting to facilitate identification of membership at the Extra Ordinary General Meeting.
 17. 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 obtain Sequence No. for remote e-voting by sending a request at companysecretary@sanghiment.com and cast vote after following the instructions for remote e-voting as provided in the Notice convening the meeting, which is available on the website of the Company and CDSL. 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.
 18. Shri Anil Agrawal, Company Secretary of the Company, shall be responsible for addressing all the grievances in relation to this Extra Ordinary General Meeting including e-voting. His contact details are - Email: companysecretary@sanghiment.com; Phone / Mobile No. : 08415- 242240.

19. 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, the Company is pleased to provide its members the facility of 'remote e-voting' to exercise their right to vote at the Extra Ordinary General Meeting. The Company is providing remote e-voting facility as an alternative mode of voting which will enable the members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services [India] Limited [CDSL] to facilitate remote e-voting. The detailed process, instructions and manner for availing e-voting facility is as below:

The instructions for shareholders voting electronically are as under:

- (i) The remote E- voting period commences at 10.00 a.m. on 28th February, 2018 and ends at 5.00 p.m. on 2nd March, 2018 (both days inclusive). During this period the shareholders of the Company holds shares either in physical form or dematerialized form as on the cut off date (record date) of 24th February, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user, please enter your PAN Number / PAN Value and Dividend Bank Details (Sequence Number) as printed and despatched separately.
- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Sanghi Industries Limited for which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) 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 as Corporate.
 - 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 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 scrutinizer to verify the same.

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, under help section or write an email to helpdesk.evoting@cdslindia.com

CONTACT DETAILS:

Company	Sanghi Industries Ltd. E-mail ID: companysecretary@sanghiment.com
E-voting Agency	Central Depository Services (India) Limited E-mail ID: helpdesk.evoting@cdslindia.com
Scrutinizer	Shri A. A. N. Murthy, Practising Company Secretary. Email id: aanmurthy@rediffmail.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. 1

Looking to the refinancing need of the Company, and for other corporate purposes, it is proposed to borrow and raise funds by issue of Secured/ Unsecured, Rated/ Unrated, Listed/ Unlisted, Guaranteed/ Non-Guaranteed, Cumulative/ Non-Cumulative, Redeemable, Taxable, Non-Convertible Debentures /Bonds ("NCDs") on private placement basis, on the terms and conditions as may be specified in the approvals, from Indian and / or International markets. The Board has at their meeting held on 3rd February, 2018 proposed to borrow and raise funds by issue of NCDs with a face value of Rs. 10 Lakhs (Rupees Ten Lakhs Only) or such other denomination as approved by the Board, on private placement basis, up to an amount of Rs 1000 Crores (Rupees One Thousand Crores Only) under sections 42 and 71 of the Companies Act, 2013. Such issue shall be subject to overall borrowing limits of Rs. 5000 Crores (Rupees Five Thousand Crores Only) approved by shareholders and will be issued in terms of the provisions of the Companies Act, 2013 and the Rules framed thereunder; Articles of Association of the Company and Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, and other SEBI regulations and guidelines and all other applicable laws (including any statutory modification or re-enactment thereof for the time being in force).

Pursuant to Sections 42 and 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, a company offering or making an invitation to subscribe to NCDs on a private placement basis is required to obtain prior approval of the shareholders by way of the special resolution. For NCDs, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitation for such NCDs during the year.

Thus such approval by way of special resolution shall be valid for a year for all offers and invitations for such NCDs to be made during the year. Accordingly, it is proposed to raise funds through Private Placement of NCDs in one or more tranches during a year starting from the date of approval of special resolution by the shareholders of the company. Such NCDs shall be issued to such person or persons, who may or may not be the members of the Company, as the Board or any duly constituted Committee of the Board or such other authority as may be approved by the shareholders / Board, may think fit and proper.

Your Directors recommend the passing of the proposed Special 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. 2

The Board of Directors of the Company at its meeting held on 11th February, 2016 had approved for the issuance of Non-Convertible Debentures upto an aggregate amount not exceeding Rs. 2,60,00,00,000/- (Rupees Two Hundred and Sixty Crore only) and accordingly the Company had issued 25,64,829 Non-Convertible Debentures at a face value of Rs. 1,000/- each. Considering the present market scenario and circumstances, the Board of Directors of the Company at its meeting held on 3rd February, 2018 has thought it advisable to modify / vary the terms and conditions of the existing Non-Convertible Debentures including revisions in the interest rate of debentures so as to match with the prevailing market interest rate and such revision in terms would be more beneficial and in the interest of the Company.

Since the issue of existing Non-Convertible Debentures have been approved by the shareholders of the Company at its meeting held on 14th November, 2015, necessary resolution has been proposed for granting the authority to the Board or its appointed delegates / committees to modify / vary the terms

and conditions of the existing Non-Convertible Debentures in consultation with the Debenture Holders, Debenture Trustees and such other authorities as may be required.

Your Directors recommends the passing of the proposed Special 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. 3

Shri Nirubha B. Gohil is a Diploma in Mechanical Engineering and has more than 40 years rich industrial experience in the field of Erection & Commissioning, Operations and Maintenance activities of Thermal Power Plants. He has expertise in Pollution Control Norms, Factory Regulations and other administrative matters also. He was earlier associated with the Company in Senior Management Position and was looking after the various activities pertaining to operations.

During the tenure of Shri Nirubha B. Gohil as Whole Time Director, he has continuously contributed to a great extent in the growth of the Company. Considering several aspects, the Board of Directors has considered it appropriate and advisable to re-appoint him for a period of 3 years with effect from 22nd December, 2017 as the Whole-time Director and accordingly he has been re-appointed as the Whole-time Director.

In the event of any loss, absence or inadequacy of profits of the Company, the Company can pay remuneration to their managerial personnel as per the limits mentioned in Section II of Part II of Schedule V of the Companies Act, 2013 if the conditions mentioned therein are fulfilled. The remuneration has been fixed on the basis of recommendation of the Nomination and Remuneration Committee. The terms and conditions of re-appointment are as under :

(A) Salary : Rs. 60 lacs per annum with suitable break up as per the rules of the Company. He will be entitled for Annual Increment upto 25% of last salary drawn as may be finalized by Nomination and Remuneration Committee.

(B) Perquisites

Gratuity : The Company shall pay gratuity as per the Company's rules.

Leave : He shall be entitled to leave benefits as per the Company's rules.

(C) He shall be liable to retire by rotation.

He will be entitled for other benefits as per the rules of the Company as available to other senior executives of the Company.

As per the provision of Sections 196, 197, Schedule V and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), the re-appointment of and payment of remuneration to Whole Time Director requires the approval of the Shareholders in General Meeting and hence necessary resolution has been proposed for your approval.

The Board of Directors is of the view that the services of Shri Nirubha B Gohil will be of immense value to the Company. Your Directors, therefore recommends his re-appointment as Whole Time Director of the Company. Your Directors recommends the passing of the proposed Special Resolution.

Except Shri Nirubha B Gohil being an appointee, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the proposed resolution.

Statement containing information required to be given as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013.

I. General Information :

(1) **Nature of Industry :** Cement Industry.

(2) The commercial operations have already begun.

(3) The Company is not a new Company.

(4) Financial performance :

(Rs. in crores)

PARTICULARS	Year ended 31-03-2017	Year ended 31-03-2016
Revenue from Operations	1102.02	840.02
Other income	2.24	1.74
Profit before Exceptional Items and Tax	63.14	76.76
Exceptional items – One Time Exps of Lenders Settlement	0.00	60.39
Profit before Tax	63.14	16.38
(Add) / Less : Provision for Tax	0.00	0.39
Profit After Tax (PAT)	63.14	15.98
Other Comprehensive Income	(0.17)	0.44
Total Comprehensive Income	62.97	16.42

- (5) There was export earnings amounting to Rs. 103.82 crores during the financial year 2016-17.
- (6) The company has not entered into foreign collaboration.

II. Information about the appointee:

- (1) Background details : Shri Nirubha B. Gohil holds a Diploma in Mechanical Engineering and has more than 40 years rich industrial experience in the field of Erection & Commissioning, Operations and Maintenance activities of Thermal Power Plants. He has expertise in Pollution Control Norms, Factory Regulations and other administrative matters also. He was earlier associated with the Company in Senior Management Position and was looking after the various activities pertaining to operations.
- (2) Past Remuneration : Shri Nirubha B. Gohil was paid remuneration of Rs 4,16,667/- Per Month plus perquisites & benefits during the financial year 2016-17 & w.e.f. 1st April, 2017, his remuneration was revised to Rs. 60 lacs p.a.
- (3) Recognition and awards : Nil
- (4) Job profile and his suitability: Shri Nirubha B. Gohil is responsible for managing the company subject to the superintendence, control and direction of the Board of Directors. He has wide experience and expertise in the field of Erection & Commissioning, Operations and Maintenance activities of Thermal Power Plants. He has expertise in Pollution Control Norms, Factory Regulations and other administrative matters also. His experience and knowledge has helped the Company to a great extent.
- (5) Remuneration proposed: As per details given above.
- (6) There are no companies of the same size in the industry as such there is no statistics available of comparative remuneration profiles.
- (7) Besides the proposed remuneration, Shri Nirubha B. Gohil has no pecuniary relationship directly or indirectly with the Company.

III. Other information:

During the year ended 31st March, 2017, the total revenue was Rs. 1104.26 Crores against Rs. 841.76 Crores in the previous year. The Profit before Tax for the year has been Rs.63.14 Crores against Rs. 16.38 Crores in the previous year. The Profit After tax for the current year is Rs. 63.14 Crores, compared to Rs. 15.98 Crores in the previous year.

The Company has emerged as a major cement player in western India over the last few years. Company's 4.1 million metric tonnes per annum capacity plant in the Abdasa taluka of Kutch district in Gujarat is ranked as the second largest cement plant at one location in India. It is one of the top 3 players in Gujarat and is now increasing its presence in Maharashtra, Rajasthan and Kerala.

The profits of the Company are in line with the current industrial scenario and are reasonable. The Company's products are very well accepted in the local as well as international market. The Company has made significant growth and the sales of the Company has increased from time to time. However, higher depreciation, increase in cost of inputs and other overheads has affected Company's profitability and hence profits are lower.

Now, Company is putting more thrust on expansion so as to take advantage of latest technology. The Company has also taken steps for curtailing expenditure, aggressive marketing, etc. This would help the Company to further improve its results and profitability.

The Company has taken a series of steps under the guidance of Shri Nirubha B. Gohil for improvement and development of the Company.

Registered Office :

Sanghinagar P.O.,
HayatnagarMandal, R. R. District,
Telangana – 501 511

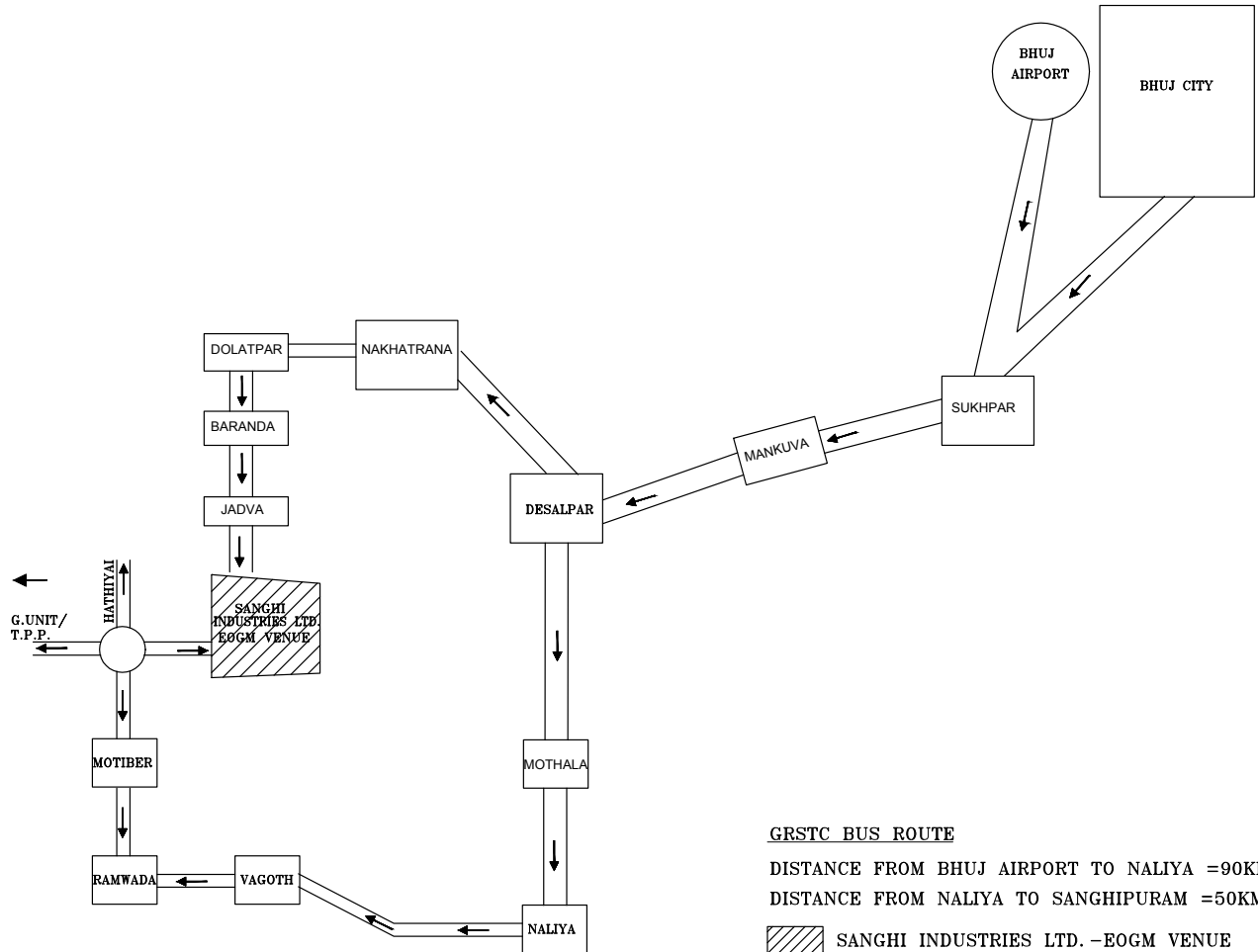
By Order of the Board
for **Sanghi Industries Limited**

Place: Mumbai
Date : 3rd February, 2018

Anil Agrawal
Company Secretary

Route Map of the venue of Extra Ordinary General Meeting of Sanghi Industries Ltd.

WAY TO REACH SANGHI INDUSTRIES LTD. -EOGM



SANGHI INDUSTRIES LIMITED

CIN : LI8209TG1985PLC005581

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

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

Website: www.sanghiment.com

PROXY FORM

Form MGT II

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rule 2014)

Name of the Member(s) : _____

Registered Address : _____

E-mail ID : _____

Folio No./DPID-Client ID : _____

I/We being the member(s) of _____ shares of the above named Company, hereby appoint :

1. Name : _____

Address : _____

E-mail ID: _____ Signature _____ or failing him/her

2. Name : _____

Address : _____

E-mail ID: _____ Signature _____ or failing him/her

3. Name : _____

Address : _____

E-mail ID: _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Saturday, the 3rd day of March, 2018 at 9.30 a.m. at the works of the Company at Village Motiber, Taluka Abdasa, Kutch District, Gujarat - 370511 and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business:

1. Approval for raising of funds by issue of Non-Convertible Debentures.
2. Modification of terms and conditions of existing Non-Convertible Debentures.
3. Re-appointment of Shri Nirubha B. Gohil, as a Whole Time Director of the Company for the period of three years.

Signed this _____ day of _____ of 2018

Affix the
revenue
stamp

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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SANGHI INDUSTRIES LIMITED

CIN : L18209TG1985PLC005581

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

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

Website: www.sanghiment.com

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

I / We hereby record my / our presence at the Extra Ordinary General Meeting of the Company held on Saturday, the 3rd day of March, 2018 at 9.30 a.m at the works of the Company at Village Motiber, Taluka Abdasa, Kutch District, Gujarat - 370511.

Name and Registered Address of the Sole / First Named Member	:	
Folio No./DP ID-Client ID	:	
No. of shares held	:	
Full name of the Member/Proxy	:	
Member's/Proxy's Signature	:	

Note: Please bring this attendance slip duly filled in to the meeting and hand it over at the Entrance Hall of the Meeting.

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