



Turning Dreams into Concrete Reality

Date: 11<sup>th</sup> September, 2017

To,  
**The General Manager**  
**BSE Ltd.**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

To,  
**The Assistant Vice-President**  
**The National Stock Exchange of India Ltd.**  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G. Block, Bandra Kurla Complex  
Bandra (East), Mumbai - 400 051

Dear Sir,

**Sub.: Matters relating to the Extra Ordinary General Meeting (EGM).**

This is to inform you that the Extra Ordinary General Meeting (EGM) of the members of the Company was held on Saturday, 9<sup>th</sup> September, 2017 at its works at Kutch District, Gujarat - 370 511.

In this regard, we are enclosing herewith the following:

1. The proceedings as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The voting results as required under Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. Consolidated Report of Scrutinizer on Remote E Voting and poll process.

The above are also uploaded on the website of the Company ([www.sanghiment.com](http://www.sanghiment.com)).

Kindly take the same on your records.

Thanking you,

Yours faithfully,  
For, Sanghi Industries Limited

**Anil Agrawal**  
**Company Secretary**



Encl: As above

**Sanghi Industries Limited**

CIN No. : L18209TG1985PLC005581

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

Tel. : 08415 - 242240 E-mail : [companysecretary@sanghiment.com](mailto:companysecretary@sanghiment.com)

Website : [www.sanghiment.com](http://www.sanghiment.com)

**Summary of the proceedings of the Extra Ordinary General Meeting of the Company.**

The Extra Ordinary General Meeting of the members of the Company was held on Saturday, 9<sup>th</sup> September, 2017 at its works at Kutch District, Gujarat- 370 511 at 9.30 a.m. to seek the approval of members of the Company on resolutions set out in the notice convening Extra Ordinary General Meeting. Shri Ravi Sanghi, Chairman and Managing Director of the Company chaired the meeting. Thereafter he welcomed the shareholders of the company and the requisite quorum being present, he called the meeting to be in order.

With the permission of the members present at the meeting, the Notice convening the Extra Ordinary General Meeting of the Company, as circulated to the shareholders of the Company was taken as read and thereafter the Company Secretary continued with the proceedings of the meeting. The following resolutions as set out in the Notice convening the Extra Ordinary General Meeting were proposed and seconded by the Members.

| Sr. No.                  | Details of the Agenda   | Type of resolution |
|--------------------------|---|--------------------|
| <b>Special Business:</b> |   |                    |
| 1.                       | Approval for further raising of Capital by issue of Equity Shares, GDRs, FCCBs and/or any other financial instruments convertible into Equity Shares or through an issuance of fully convertible debentures / partly convertible debentures, preference shares convertible into Equity Shares or such other securities, as may be permitted by way of right issue or preferential allotment, including through a QIP or any combination thereof, in one or more tranches for an aggregate amount not exceeding Rs. 1000 crores. | Special            |
| 2.                       | Approval for conversion of whole or part of the outstanding loans of the Company under the lending arrangements with various Banks and Financial Institutions into fully paid Equity Shares at the option of the lenders, which have already been availed or as may be availed from the lenders, from time to time, not exceeding Rs. 5000 crores.  | Special            |
| 3.                       | Approval for re-classification of the Authorized Share Capital of the Company.  | Special            |

The Company Secretary further informed the members about the remote e-voting facility provided to the shareholders which commenced on 6<sup>th</sup> September, 2017 (10.00 a.m.) and ended on 8<sup>th</sup> September, 2017 (5.00 p.m.). Members who were present at the EGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end

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Website : www.sanghiment.com



of the meeting through Poll. The members were thereafter briefed about the procedure for filling the Poll Papers. The members then cast their votes accordingly.


The Board of Directors has appointed Shri A. A. Narayana Murthy, Company Secretary, as the Scrutinizer for remote e-voting and poll process at the Extra Ordinary General Meeting.

As all the business of the meeting was completed, the Chairman declared the meeting as concluded. The Chairman thanked all the members present at the meeting for taking active interest in the working of the Company.

The Scrutinizers' report has been received and accordingly it was concluded that all the resolutions as set out in the Notice were passed with requisite majority.

This is for your information and records.

For Sanghi Industries Limited



**Anil Agrawal**  
Company Secretary



**Sanghi Industries Limited**

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| <b>Voting results</b>   |                           |
|---|---------------------------|
| Record date   | 02-09-2017                |
| Total number of shareholders on record date   | 22058                     |
| <b>No. of shareholders present in the meeting either in person or through proxy</b> |                           |
| a) Promoters and Promoter group   | 2                         |
| b) Public   | 33                        |
| <b>No. of shareholders attended the meeting through video conferencing</b>          |                           |
| a) Promoters and Promoter group   | 0                         |
| b) Public   | 0                         |
| <b>No. of resolution passed in the meeting</b>                                      | <b>3</b>                  |
| Disclosure of notes on voting results   | <a href="#">Add Notes</a> |

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## Resolution (1)

Resolution required: (Ordinary / Special)  
 Whether promoter/promoter group are interested in the agenda/resolution?

Special  
 No

Approval for further raising of Capital by issue of Equity Shares, GDRs, FCCBs and/or any other financial instruments convertible into Equity Shares or through an issuance of fully convertible debentures / partly convertible debentures, preference shares convertible into Equity Shares or such other securities, as may be permitted by way of right issue or preferential allotment, including through a QIP or any combination thereof, in one or more tranches for an aggregate amount not exceeding Rs. 1000 crores.

Description of resolution considered

| Category                           | Mode of voting                | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|------------------------------------|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|---|---|
| Promoter and Promoter Group        | E-Voting                      |                    | 164539946           | 100.0000   | 164539946                | 0                      | 100.0000  | 0.0000  |
|                                    | Poll                          | 164539946          | 0                   | 0.0000   | 0                        | 0                      | 0   | 0   |
|                                    | Postal Ballot (if applicable) |                    |                     |  |                          |                        |   |   |
|                                    | Total                         | 164539946          | 164539946           | 100.0000   | 164539946                | 0                      | 100.0000  | 0.0000  |
| Public- Institutions               | E-Voting                      |                    | 7194414             | 85.4302  | 7194414                  | 0                      | 100.0000  | 0.0000  |
|                                    | Poll                          | 8421393            | 0                   | 0.0000   | 0                        | 0                      | 0   | 0   |
|                                    | Postal Ballot (if applicable) |                    |                     |  |                          |                        |   |   |
|                                    | Total                         | 8421393            | 7194414             | 85.4302  | 7194414                  | 0                      | 100.0000  | 0.0000  |
| Public- Non Institutions           | E-Voting                      |                    | 16318784            | 34.7078  | 16318784                 | 0                      | 100.0000  | 0.0000  |
|                                    | Poll                          | 47017661           | 37320               | 0.0794   | 37320                    | 0                      | 100.0000  | 0.0000  |
|                                    | Postal Ballot (if applicable) |                    |                     |  |                          |                        |   |   |
|                                    | Total                         | 47017661           | 16356104            | 34.7871  | 16356104                 | 0                      | 100.0000  | 0.0000  |
|                                    | Total                         | 219979000          | 188090464           | 85.5038  | 188090464                | 0                      | 100.0000  | 0.0000  |
| Whether resolution is Pass or Not. |                               |                    |                     |  |                          |                        |   |   |
| Yes                                |                               |                    |                     |  |                          |                        |   |   |
| Disclosure of notes on resolution  |                               |                    |                     |  |                          |                        |   |   |
| Add Notes                          |                               |                    |                     |  |                          |                        |   |   |

\* this fields are optional

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group |              |
| Public Institutions         |              |
| Public - Non Institutions   |              |



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## Resolution (2)

Resolution required: (Ordinary / Special)

Special

Whether promoter/promoter group are interested in the agenda/resolution?

NO

Approval for conversion of whole or part of the outstanding loans of the Company under the lending arrangements with various Banks and Financial Institutions into fully paid Equity Shares at the option of the lenders, which have already been availed or as may be availed from the lenders, from time to time, not exceeding Rs. 5000 crores.

Description of resolution considered

| Category                    | Mode of voting                | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
|-----------------------------|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
|                             |                               | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group | E-Voting                      |                    | 164539946           | 100.0000                                | 164539946                | 0                      | 100.0000                             | 0.0000                             |
|                             | Poll                          | 164539946          | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|                             | Postal Ballot (if applicable) |                    |                     |   |                          |                        |                                      |                                    |
|                             | Total                         | 164539946          | 164539946           | 100.0000                                | 164539946                | 0                      | 100.0000                             | 0.0000                             |
| Public- Institutions        | E-Voting                      |                    | 7194414             | 85.4302                                 | 7194414                  | 0                      | 100.0000                             | 0.0000                             |
|                             | Poll                          | 8421393            | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|                             | Postal Ballot (if applicable) |                    |                     |   |                          |                        |                                      |                                    |
|                             | Total                         | 8421393            | 7194414             | 85.4302                                 | 7194414                  | 0                      | 100.0000                             | 0.0000                             |
| Public- Non Institutions    | E-Voting                      |                    | 16318784            | 34.7078                                 | 16318784                 | 0                      | 100.0000                             | 0.0000                             |
|                             | Poll                          | 47017661           | 37320               | 0.0794                                  | 37320                    | 0                      | 100.0000                             | 0.0000                             |
|                             | Postal Ballot (if applicable) |                    |                     |   |                          |                        |                                      |                                    |
|                             | Total                         | 47017661           | 16356104            | 34.7871                                 | 16356104                 | 0                      | 100.0000                             | 0.0000                             |
|                             | Total                         | 219979000          | 188090464           | 85.5038                                 | 188090464                | 0                      | 100.0000                             | 0.0000                             |

Whether resolution is Pass or Not.

Yes

Disclosure of notes on resolution

Add Notes

\* this fields are optional

## Details of Invalid Votes

| Category                    | No. of Votes |
|-----------------------------|--------------|
| Promoter and Promoter Group |              |
| Public Institutions         |              |
| Public - Non Institutions   |              |



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## Resolution (3)

Resolution required: (Ordinary / Special)

Special

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

Approval for re-classification of the Authorized Share Capital of the Company.

| Category                           | Mode of voting                | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------------|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
|                                    |                               | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group        | E-Voting                      |                    | 164539946           | 100.0000                                | 164539946                | 0                      | 100.0000                             | 0.0000                             |
|                                    | Poll                          | 164539946          | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|                                    | Postal Ballot (if applicable) |                    |                     |   |                          |                        |                                      |                                    |
|                                    | Total                         | 164539946          | 164539946           | 100.0000                                | 164539946                | 0                      | 100.0000                             | 0.0000                             |
| Public- Institutions               | E-Voting                      |                    | 7194414             | 85.4302                                 | 7194414                  | 0                      | 100.0000                             | 0.0000                             |
|                                    | Poll                          | 8421393            | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|                                    | Postal Ballot (if applicable) |                    |                     |   |                          |                        |                                      |                                    |
|                                    | Total                         | 8421393            | 7194414             | 85.4302                                 | 7194414                  | 0                      | 100.0000                             | 0.0000                             |
| Public- Non Institutions           | E-Voting                      |                    | 16318784            | 34.7078                                 | 16318684                 | 100                    | 99.9994                              | 0.0006                             |
|                                    | Poll                          | 47017661           | 37320               | 0.0794                                  | 37320                    | 0                      | 100.0000                             | 0.0000                             |
|                                    | Postal Ballot (if applicable) |                    |                     |   |                          |                        |                                      |                                    |
|                                    | Total                         | 47017661           | 16356104            | 34.7871                                 | 16356004                 | 100                    | 99.9994                              | 0.0006                             |
|                                    | Total                         | 219979000          | 188090464           | 85.5038                                 | 188090364                | 100                    | 99.9999                              | 0.0001                             |
| Whether resolution is Pass or Not. |                               |                    |                     |   |                          |                        |                                      |                                    |
| Yes                                |                               |                    |                     |   |                          |                        |                                      |                                    |
| Disclosure of notes on resolution  |                               |                    |                     |   |                          |                        |                                      |                                    |
| Add Notes                          |                               |                    |                     |   |                          |                        |                                      |                                    |

\* this fields are optional

## Details of Invalid Votes

| Category                    | No. of Votes |
|-----------------------------|--------------|
| Promoter and Promoter Group |              |
| Public Institutions         |              |
| Public - Non Institutions   |              |



A.A. Narayana Murthy  
Company Secretary

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Amberpet, Opp. Papaji Dhaba  
Hyderabad, Telangana - 500013  
Email : [aanmurthy@rediffmail.com](mailto:aanmurthy@rediffmail.com)  
Cell : 09000063783

**Form No. MGT-13  
Report of Scrutinizer**

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
Extra Ordinary General Meeting of the Equity Shareholders of  
Sanghi Industries Limited  
(CIN: L18209TG1985PLC005581)  
Held on 9<sup>th</sup> September, 2017 at its works at  
Village Motiber, Taluka Abdasa,  
Kutch District, Gujarat - 370 511

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on Remote E-voting and poll.**

I, A. A. Narayana Murthy, Practising Company Secretary have been appointed as the Scrutinizer by the Board of Directors of M/s. Sanghi Industries Limited, pursuant to Section 108 and 109 of the Companies Act, 2013 ("the Act") to scrutinize the remote e-voting process and voting through poll process at the Extra Ordinary General Meeting of Equity shareholders of M/s. Sanghi Industries Limited held on Saturday, 9<sup>th</sup> September, 2017 at 9.30 a.m.

**I submit the report as under:**

The Notice convening Extra Ordinary General Meeting dated 9<sup>th</sup> August, 2017 along with the statement setting out material facts under Section 102 of the Act was sent to the Shareholders.

The shareholders of the Company holding shares as on the "cut-off" date i.e. on 2<sup>nd</sup> September, 2017 were entitled to vote on the resolutions as contained in the Notice of the Extra Ordinary General Meeting.

The voting period for remote e-voting commenced on Wednesday, 6<sup>th</sup> September, 2017 at 10.00 a.m. (IST) and concluded on Friday, 8<sup>th</sup> September, 2017 at 5.00 p.m. (IST) and thereafter the CDSL e-voting platform was blocked.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the Extra Ordinary General Meeting the votes cast there under were counted.



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A.A. Narayana Murthy  
Company Secretary

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Hyderabad, Telangana - 500013  
Email : [aanmurthy@rediffmail.com](mailto:aanmurthy@rediffmail.com)  
Cell : 09000063783

At the Extra Ordinary General Meeting after the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Company. I did not find any poll papers invalid.

Consolidated report on the remote E-voting and voting through Poll papers at the Extra Ordinary General Meeting is as under:

**SPECIAL BUSINESS:**

**Resolution No. 1: (SPECIAL RESOLUTION)**

Approval for further raising of Capital by issue of Equity Shares, GDRs, FCCBs and/or any other financial instruments convertible into Equity Shares or through an issuance of fully convertible debentures / partly convertible debentures, preference shares convertible into Equity Shares or such other securities, as may be permitted by way of right issue or preferential allotment, including through a QIP or any combination thereof, in one or more tranches for an aggregate amount not exceeding Rs. 1000 crores.

**I. Voted in favour of the resolution:**

| Type of Voting  | Number of members voted (In person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|---|------------------------------|---------------------------------------|
| Remote E-voting | 96  | 188053144                    | 100                                   |
| Poll / Ballot   | 33  | 37320                        | 100                                   |
| <b>Total</b>    | <b>129</b>                                      | <b>188090464</b>             | <b>100</b>                            |

**II. Voted against the resolution:**

| Type of Voting  | Number of members voted (In person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|---|------------------------------|---------------------------------------|
| Remote E-voting | ----  | ----                         | ----                                  |
| Poll / Ballot   | ----  | ----                         | ----                                  |
| <b>Total</b>    | <b>----</b>                                     | <b>----</b>                  | <b>----</b>                           |



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A.A. Narayana Murthy  
Company Secretary

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Email : [aanmurthy@rediffmail.com](mailto:aanmurthy@rediffmail.com)  
Cell : 09000063783

III. Invalid votes:

| Type of Voting  | Number of members voted (In person or by proxy) | Number of votes cast by them |
|-----------------|---|------------------------------|
| Remote E-voting | ----  | ----                         |
| Poll / Ballot   | ----  | ----                         |

Resolution No. 2: (SPECIAL RESOLUTION)

Approval for conversion of whole or part of the outstanding loans of the Company under the lending arrangements with various Banks and Financial Institutions into fully paid Equity Shares at the option of the lenders, which have already been availed or as may be availed from the lenders, from time to time, not exceeding Rs. 5000 crores.

I. Voted in favour of the resolution:

| Type of Voting  | Number of members voted (In person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|---|------------------------------|---------------------------------------|
| Remote E-voting | 96  | 188053144                    | 100                                   |
| Poll / Ballot   | 33  | 37320                        | 100                                   |
| <b>Total</b>    | <b>129</b>                                      | <b>188090464</b>             | <b>100</b>                            |

II. Voted against the resolution:

| Type of Voting  | Number of members voted (In person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|---|------------------------------|---------------------------------------|
| Remote E-voting | ----  | ----                         | ----                                  |
| Poll / Ballot   | ----  | ----                         | ----                                  |
| <b>Total</b>    | <b>----</b>                                     | <b>----</b>                  | <b>----</b>                           |



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A.A. Narayana Murthy  
Company Secretary

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Email : [aanmurthy@rediffmail.com](mailto:aanmurthy@rediffmail.com)  
Cell : 09000063783

III. Invalid votes:

| Type of Voting  | Number of members voted (In person or by proxy) | Number of votes cast by them |
|-----------------|---|------------------------------|
| Remote E-voting | ----  | ----                         |
| Poll / Ballot   | ----  | ----                         |

Resolution No. 3: (SPECIAL RESOLUTION)

Approval for re-classification of the Authorized Share Capital of the Company.

I. Voted in favour of the resolution:

| Type of Voting  | Number of members voted (In person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|---|------------------------------|---------------------------------------|
| Remote E-voting | 95  | 188053044                    | 100                                   |
| Poll / Ballot   | 33  | 37320                        | 100                                   |
| <b>Total</b>    | <b>128</b>                                      | <b>188090364</b>             | <b>100</b>                            |

II. Voted against the resolution:

| Type of Voting  | Number of members voted (In person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|---|------------------------------|---------------------------------------|
| Remote E-voting | 1   | 100                          | 0                                     |
| Poll / Ballot   | ----  | ----                         | ----                                  |
| <b>Total</b>    | <b>1</b>  | <b>100</b>                   | <b>0</b>                              |

III. Invalid votes:

| Type of Voting  | Number of members voted (In person or by proxy) | Number of votes cast by them |
|-----------------|---|------------------------------|
| Remote E-voting | ----  | ----                         |
| Poll / Ballot   | ----  | ----                         |



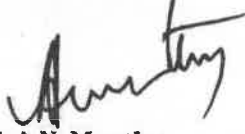
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A.A. Narayana Murthy  
Company Secretary

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All relevant records of electronic voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the Extra Ordinary General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.

Thanking You,  
Yours faithfully,



A.A.N. Murthy  
ACS No. : 4796  
COP No. : 15438  
Scrutinizer  
Company Secretary



Counter Signed



Ravi Sanghi  
Chairman & Managing Director



Date : 9<sup>th</sup> September, 2017  
Place : Kutch