

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **Twenty Fifth Annual General Meeting** of the Members of **M/s. Sanghi Industries Limited** will be held on Tuesday, the 25<sup>th</sup> day of September, 2012 at 10.30 a.m. at its Registered Office at Sanghinagar, R. R. District, Andhra Pradesh, 501511 to transact the following business :

### Ordinary Business :

1. To receive, consider and adopt the Audited Statement of Accounts together with the Directors' Report and also the Auditors' Report thereon for the year ended June 30, 2012
2. To appoint a Director in place of Smt Bina Engineer, who retires by rotation and being eligible, offers herself for re-appointment
3. To appoint a Director in place of Shri Gireesh Sanghi, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri R K Pandey, who retires by rotation and being eligible, offers himself for re-appointment
5. To appoint M/s Ankit & Co. Chartered Accountants, Hyderabad and M/s. Haribhakti & Co. Chartered Accountants, Ahmedabad as Joint Statutory Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

### Special Business :

6. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:  
“**Resolved that** Shri Badri Narayan Rao Dabir, who was appointed as an Additional Director of the Company by the Board of Directors and who holds office up to the date of the Annual General Meeting as per the provisions of Section 260 of the Companies Act, 1956, and in respect of whom the Company has, under Section 257 of the said Act, received notice in writing proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”
7. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:  
“**Resolved that** Shri Nirubha Balubha Gohil, who was appointed as an Additional Director of the Company by the Board of Directors and who holds office up to the date of the Annual General Meeting as per the provisions of Section 260 of the Companies Act, 1956, and in respect of whom the Company has, under Section 257 of the said Act, received notice in writing proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”
8. 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 198, 269, 309, 310, 311, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (the “Act”) as amended from time to time, read with Articles of Association of the Company and subject to the approvals as are necessary, consent of the Company be and is hereby accorded to the appointment of Shri Nirubha Balubha Gohil liable to retire by rotation as Whole-time director with effect from 22<sup>nd</sup> December, 2011, for a period of three years on the remuneration and the terms and conditions including remuneration to be paid in case of inadequacy of profits or absence of profits as set out in the Explanatory Statement.”

Resolved Further That further approval be and is hereby granted for revision in his remuneration effective from 1<sup>st</sup> September, 2012 for his remaining tenure as per the details given in explanatory statement.

“**Resolved further that** 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 198, 309, 310 and Schedule XIII (as amended) of the Act without further approval of the members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.”

**“Resolved further that** the Board be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution.”

9. 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 198, 269, 309, 310, 311, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (the “Act”) as amended from time to time, read with Articles of Association of the Company and subject to the approvals as are necessary, consent of the Company be and is hereby accorded to the re-appointment of Shri Aditya Sanghi as Whole-time director with effect from 6<sup>th</sup> September, 2012, for a period of five years on the remuneration and the terms and conditions including remuneration to be paid in case of inadequacy of profits or absence of profits as set out in the Explanatory Statement.”

**“Resolved further that** the Board be and is hereby authorized to revise from time to time during the tenure of the appointment of Shri Aditya Sanghi, the remuneration payable to him subject to overall limits laid down in Sections 198, 309, 310 and Schedule XIII (as amended) of the Act without further approval of the members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.”

**“Resolved further that** the Board be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution.”

10. 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 198, 269, 309, 310, 311, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (the “Act”) as amended from time to time, read with Articles of Association of the Company and subject to the approvals as are necessary, consent of the Company be and is hereby accorded to the re-appointment of Shri Alok Sanghi as Whole-time director with effect from 6<sup>th</sup> September, 2012, for a period of five years on the remuneration and the terms and conditions including remuneration to be paid in case of inadequacy of profits or absence of profits as set out in the Explanatory Statement.”

**“Resolved further that** the Board be and is hereby authorized to revise from time to time during the tenure of the appointment of Shri Alok Sanghi, the remuneration payable to him subject to overall limits laid down in Sections 198, 309, 310 and Schedule XIII (as amended) of the Act without further approval of the members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.”

**“Resolved further that** the Board be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution.”

11. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution** :

**“Resolved that** in continuation of earlier resolution passed in Annual General Meeting of Shareholders held on 17<sup>th</sup> December, 2011 regarding ratifying and continuing the payment of existing remuneration paid by the Company to Shri Ravi Sanghi, Shri Aditya Sanghi, Shri Alok Sanghi and Smt. Bina Engineer for the fifteen months ended 30<sup>th</sup> June, 2011, for making requisite application to appropriate authorities for obtaining permissions required and to do all such acts, things and deeds in connection therewith in its discretion as it may deem fit for the purpose of giving effect to the said resolution.”

**“Resolved further that** pursuant to section 309(5B) and other applicable provisions, if any, of the companies Act, 1956 and subject to approval of Central Government, consent of the Members of the Company be and is hereby accorded to waive recovery of excess remuneration paid to Shri Ravi Sanghi, Chairman & Managing Director, Shri Aditya Sanghi, Shri Alok Sanghi and Smt. Bina Engineer, Executive Directors of the Company for the fifteen month period ended 30<sup>th</sup> June, 2011.”

**“Resolved further that** the Board be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution.”

12. 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 198, 269, 309, 310, 311, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (the “Act”) as amended from time to time, read with Articles of Association of the Company and subject to the approvals as are necessary, consent of the Company be and is hereby accorded for revision in remuneration payable to Shri Ravi Sanghi, Chairman and Managing director with effect from 1<sup>st</sup> September, 2012, for his remaining tenure as set out in the Explanatory Statement.”

**“Resolved further that** the Board be and is hereby authorized to revise from time to time during the tenure of the appointment of Shri Ravi Sanghi, the remuneration payable to him subject to overall limits laid down in Sections 198, 309, 310 and Schedule XIII (as amended) of the Act without further approval of the members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.”

**“Resolved further that** the Board be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution.”

13. 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 198, 269, 309, 310, 311, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (the “Act”) as amended from time to time, read with Articles of Association of the Company and subject to the approvals as are necessary, consent of the Company be and is hereby accorded for revision in remuneration payable to Smt. Bina Engineer, Whole-Time Director with effect from 1<sup>st</sup> September, 2012, for her remaining tenure as set out in the Explanatory Statement.”

**“Resolved further that** the Board be and is hereby authorized to revise from time to time during the tenure of the appointment of Smt. Bina Engineer, the remuneration payable to her subject to overall limits laid down in Sections 198, 309, 310 and Schedule XIII (as amended) of the Act without further approval of the members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.”

**“Resolved further that** the Board be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution.”

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

Anil Agrawal  
**Company Secretary**

Place: Mumbai

Date: 28th August, 2012

**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. Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of special business is annexed hereto.
3. Monday, 10<sup>th</sup> September, 2012 to Thursday, 13<sup>th</sup> September, 2012 (both days inclusive) shall be the Book Closure in connection with the ensuing Annual General Meeting of the Company.
4. Members holding shares in physical form are requested to notify immediately any change in their address to the Company/

RTA 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 Annual Report to the meeting for their reference.
6. Members desiring any information as regards the Accounts are requested to write to the Company at least before 7 working days so as to enable the Management to keep the information ready.
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. Members are requested to note that pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, the shareholding of the Non-Executive Directors proposed to be reappointed/appointed is given below and forms part of the Notice.
9. **The Ministry of Corporate Affairs (MCA), New Delhi has taken “Green initiatives in Corporate Governance” by allowing paperless compliances by the Companies and issued a circular dated 21<sup>st</sup> April, 2011 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 email id are requested to register the same immediately.**

**Members holding shares in physical form are requested to register their email id by communicating the same to the RTA/Company mentioning their Folio number. Members holding shares in electronic form are requested to register their email id and are advised to approach their Depository Participants in this regard.**

## EXPLANATORY STATEMENT

**(Pursuant to the provisions of Section 173(2) of the Companies Act, 1956)**

### Item No. 6 :

Shri Badri Narayan Rao Dabbar was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 22<sup>nd</sup> December, 2011. In terms of Section 260 of the Companies Act, 1956, he holds office up to the date of Annual General Meeting of the Company. Notice under Section 257 of the Companies Act, 1956 has been received from a member of the Company proposing him as a candidate for the office of Director, liable to retire by rotation.

Shri Badri Narayan Rao Dabbar is a BE in Mechanical Engineering from REC, M.Tech in Design and Production Engineering and Diploma Holder in Cement, Building Materials & Construction Technology from Manila. He has rich and vast experience in operations of Cement Plants and is well versed with the intricacies of operations starting from conceptualization till commencement.

He has been associated in various capacities with many renowned cement projects in the country including Andhra Cement, Penna Cement, Lalitha Cement, Grasim Cement, Kakatiya Cement, Panyam Cement etc. He has been the Director General of National Council for Cement and Building Materials (NCBM), Ministry of Industries & Commerce, New Delhi, Chairman of Civil Engineering Divisional Council for Cement and Concrete, Bureau of Indian Standards (BIS) under Ministry of Consumer Affairs. He is also member of Governing Boards and Expert Committees set up by various Ministries in the field of Cement, Construction and Civil Engineering.

The Board of Directors is of the view that the services of Shri D. B. N. Rao will be of immense value to the Company. Your Directors, therefore, recommend his appointment as Director of the Company. Your Directors recommend to pass the said resolution.

None of the Directors of the Company except Shri Badri Narayan Rao Dabbar is concerned or interested in the resolution.

**Item No. 7 & 8 :**

Shri Nirubha Balubha Gohil was appointed by the Board of Directors as an Additional Director as well as Whole-Time Director of the Company w.e.f. 22<sup>nd</sup> December, 2011. In terms of Section 260 of the Companies Act, 1956, he holds office up to the date of Annual General Meeting of the Company. Notice under Section 257 of the Companies Act, 1956 has been received from a member of the Company proposing him as a candidate for the office of Director, liable to retire by rotation.

Shri N. B. Gohil holds a Diploma in Mechanical Engineering and has more than 37 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. Since his appointment as Director of the Company i.e. 22<sup>nd</sup> December, 2011, he is also acting as an Occupier within the definition of Factories Act, 1948.

During the association of Mr. N. B. Gohil with the Company, 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 appoint him for a period of 3 years with effect from 22<sup>nd</sup> December, 2011 as the Whole-time Director. He is being paid Remuneration of ₹ 2,00,000/- per month which has been fixed by Board of Directors of the Company upon recommendation received from Remuneration Committee.

The Board has revised his remuneration on the basis of recommendation received from Remuneration Committee w.e.f. 1<sup>st</sup> September, 2012 for his remaining tenure as under :

(A) Salary : ₹ 42,00,000/- 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 recommended by Remuneration Committee. The first annual increment will fall due on 01-09-13.

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

(B) Perquisites :

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

As per the provision of section 198, 269 & 309, 310 read with schedule XIII to the Companies Act, 1956, the appointment of and payment of remuneration and revision in remuneration to whole-time Director requires the approval of the Shareholders in General Meeting by way of resolution and hence necessary resolution has been proposed for your approval.

The Board of Directors is of the view that the services of Shri N. B. Gohil will be of immense value to the Company. Your Directors, therefore, recommend his appointment as Whole-Time Director of the Company and also revision in remuneration payable to him. Your Directors recommend to pass the said resolution.

None of the Directors of the Company except Shri Nirubha Balubha Gohil is concerned or interested in the resolution.

**Statement as required under the notification GSR36 (E), dated 16<sup>th</sup> January, 2002****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 :

(₹ in crores)

PARTICULARS	Year ended	Year ended
	(Audited) 30-06-2012	(Audited) 30-06-2011
Net sales	974.07	899.48
Other income	9.65	8.97
Net profit	81.88	(29.55)

- (5) There was export earnings amounting to ₹ 22.64 crores during the financial year 2011-12.
- (6) There are no foreign investments in the Company and the Company has not entered in to foreign collaboration.

## II. Information about the appointee :

- (1) Background details : Shri N. B. Gohil holds a Diploma in Mechanical Engineering and has more than 37 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 : He was appointed as Whole-Time Director w.e.f. 22<sup>nd</sup> December, 2011 at a remuneration of ₹ 2,00,000/- per month plus perquisites and other benefits.
- (3) Recognition and awards : NIL.
- (4) Job profile and his suitability: The Whole-time Director 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 below.
- (6) There are no companies of the same size in the industry as such there is no statistics available of comparative remuneration profiles.
- (7) The Whole-time Director has no pecuniary relationship directly or indirectly with the Company.

## III. Other information:

The Company reported a net profit of ₹ 81.88 crores for the full year ended June 30, 2012 as against a loss of ₹ 29.55 crore in the previous financial year. Net sales rose by 8.3% to ₹ 974.07 crore in current year as against ₹ 899.48 crore during last year. The earnings per share (EPS) for 2011-12 stood at ₹ 3.72 as against a negative EPS of ₹ (1.34) in the previous financial year.

The Company has emerged as a major cement player in western India over the last few years. Company's 3 million 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 Madhya Pradesh (MP).

During the current financial year 2011-12 the Company's profits are adequate.

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

## IV. Disclosures :

### (A) Salary :

₹ 24,00,000/- per annum w.e.f. 22.12.2011 which has been revised to ₹ 42,00,000/- per annum w.e.f. 01.09.2012. The Board may give one or more increment depending upon work performance, working of the Company etc. as per the rules of the Company. He will be entitled for Annual increment upto 25% of last salary drawn as may be recommended by Remuneration Committee. First annual increment will fall due on 01-09-2013.

### (B) Commission :

Nil

### (C) Perquisites :

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



2. Leave: He shall be entitled to leave benefits as per the Company's rules.
3. He will be entitled for other benefits as per the rules of the company as available to other senior management of the company.
4. Notice period: The agreements may be terminated by either party giving the other party six months notice in writing of such termination.
5. Stock Option: The Company has not formulated any scheme for giving stock options to its employees, Managing Director and Executive Directors.

**Item No. 9 :**

Shri Aditya Sanghi holds a Masters Degree in Industrial Engineering from Rochester University, USA and has work experience with leading American Companies. He has rich hands on experience on management of the operations of the clinker and cement operations, implementation and operation of thermal power plant. He implemented many best practices of the manufacturing and project implementation in our company. He is responsible for production, project and corporate strategy and is suitable for the job profile.

During the tenure of Mr. Aditya Sanghi 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 5 years with effect from 6<sup>th</sup> September, 2012 and accordingly he has been re-appointed as the Whole-time Director. The remuneration has been fixed on the basis of recommendation of the Remuneration Committee. The terms and conditions of re-appointment are as under :

- (A) Salary : ₹ 1 crore 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 recommended by Remuneration Committee. The first annual increment will fall due on 01-09-13.
- (B) In addition to above (A), commission @ 0.50% of net profits of each financial year as calculated under the provisions of section 349 and 350 of the Companies Act, 1956.

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

(C) Perquisites

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

As per the provision of section 198, 269 & 309 read with schedule XIII to the Companies Act, 1956, the re-appointment of and payment of remuneration to whole-time Director requires the approval of the Shareholders in General Meeting by way of resolution and hence necessary resolution has been proposed for your approval.

The Board of Directors is of the view that the services of Shri Aditya Sanghi will be of immense value to the Company. Your Directors, therefore, recommend his re-appointment as Whole-Time Director of the Company. Your Directors recommend to pass the said resolution.

Except Shri Aditya Sanghi, Shri Alok Sanghi, Shri Ravi Sanghi and Gireesh Sanghi, none of the Directors of the Company are concerned or interested in the resolution.

**Statement as required under the notification GSR36 (E), dated 16<sup>th</sup> January, 2002**

**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 :

(₹ in crores)

PARTICULARS	Years ended	Years ended
	(Audited)	(Audited)
	30-06-2012	30-06-2011
Net sales	974.07	899.48
Other income	9.65	8.97
Net profit	81.88	(29.55)

(5) There was export earnings amounting to ₹ 22.64 crores during the financial year 2011-12.

(6) There are no foreign investments in the Company and the Company has not entered in to foreign collaboration.

**II. Information about the appointee :**

- (1) Background details : Shri Aditya Sanghi holds a Masters Degree in Industrial Engineering from Rochester University, USA and has work experience with leading American Companies. He has rich hands on experience on management of the operations of the clinker and cement operations, implementation and operation of thermal power plant. He implemented many best practices of the manufacturing and project implementation in our company.
- (2) Past Remuneration : Shri Aditya Sanghi was paid remuneration of ₹ 5,00,000/- per month plus perquisites and benefits during the financial year 2011-12.
- (3) Recognition and awards : NIL.
- (4) Job profile and his suitability: The Whole-time Director is responsible for production, project and corporate strategy subject to the superintendence, control and direction of the Board of Directors. He has rich hands on experience in the management of clinker operations and cement operations, implementation and operation of thermal power plant. His experience and knowledge has helped the Company to a great extent.
- (5) Remuneration proposed: As per details given below.
- (6) There are no companies of the same size in the industry as such there is no statistics available of comparative remuneration profiles.
- (7) The Whole-time Director has no pecuniary relationship directly or indirectly with the Company except to the extent of his shareholding in the company.

**III. Other information:**

The Company reported a net profit of ₹ 81.88 crores for the full year ended June 30, 2012 as against a loss of ₹ 29.55 crore in the previous fiscal. Net sales rose by 8.3% to ₹ 974.07 crore in current year as against ₹ 899.48 crore during last year. The earnings per share (EPS) for 2011-12 stood at ₹ 3.72 as against a negative EPS of ₹ (1.34) in the previous financial year.

The Company has emerged as a major cement player in western India over the last few years. Company's 3 million 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 Madhya Pradesh (MP).

During the current financial year 2011-12 the Company's profits are adequate.

The Company has taken a series of steps under the guidance of Shri Aditya Sanghi for improvement and development of the Company.

**IV. Disclosures :****(A) Salary :**

₹ 1.00 crore per annum w.e.f. 06.09.2012. The Board may give one or more increment depending upon work performance, working of the Company etc. as per the rules of the Company. He will be entitled for annual increment upto 25% of last salary drawn as may be recommended by Remuneration Committee. First annual increment will fall due on 01-09-2013.



**(B) Commission :**

Commission @ 0.50% of net profits of each financial year w.e.f. F.Y. 2012-13 as calculated under the provisions of Section 349 and 350 of the Companies Act, 1956.

**(C) Perquisites :**

1. Gratuity: The Company shall pay gratuity as per the Company's rules.
2. Leave: He shall be entitled to leave benefits as per the Company's rules.
3. He will be entitled for other benefits as per the rules of the company as available to other senior management of the company.
4. Notice period: The agreements may be terminated by either party giving the other party six months notice in writing of such termination.
5. Stock Option: The Company has not formulated any scheme for giving stock options to its employees, Managing Director and Executive Directors.

**Item No. 10 :**

Shri Alok Sanghi has done MBA in Finance and Management from Indiana University, Kelley School of Business, Bloomington, USA and has worked with leading financial services companies in India. He has successfully launched the Company's product in domestic and international market, has acumen in the field of corporate strategy, commercial and shipping and heads the marketing strategies and corporate affairs of the company and is suitable for the job profile.

During the tenure of Shri Alok Sanghi 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 5 years with effect from 6<sup>th</sup> September, 2012 and accordingly he has been re-appointed as the Whole-time Director. The remuneration has been fixed on the basis of recommendation of the Remuneration Committee. The terms and conditions of re-appointment are as under :

- (A) Salary : ₹ 1 crore 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 recommended by Remuneration Committee. The first annual increment will fall due on 01-09-13.
- (B) In addition to above (A), commission @ 0.50% of net profits each financial year as calculated under the provisions of section 349 and 350 of the Companies Act, 1956.

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

**(C) Perquisites**

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

As per the provision of section 198, 269 & 309 read with schedule XIII to the Companies Act, 1956, the re-appointment of and payment of remuneration to whole-time Director requires the approval of the Shareholders in the General Meeting by way of Resolution and hence necessary resolution has been proposed for your approval.

The Board of Directors is of the view that the services of Shri Alok Sanghi will be of immense value to the Company. Your Directors, therefore, recommend his re-appointment as Whole-Time Director of the Company. Your Directors recommend to pass the said resolution.

Except Shri Aditya Sanghi, Shri Alok Sanghi, Shri Ravi Sanghi and Gireesh Sanghi, none of the Directors of the Company are concerned or interested in the resolution.

**Statement as required under the notification GSR36 (E), dated 16<sup>th</sup> January, 2002****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 :

(₹ in crores)

PARTICULARS	Years ended	Years ended
	(Audited)	(Audited)
	30-06-2012	30-06-2011
Net sales	974.07	899.48
Other income	9.65	8.97
Net profit	81.88	(29.55)

(5) There was export earnings amounting to ₹ 22.64 crores during the financial year 2011-12.

(6) There are no foreign investments in the Company and the Company has not entered in to foreign collaboration.

## II. Information about the appointee :

(1) Background details : Shri Alok Sanghi has done MBA in Finance and Management from Indiana University, Kelley School of Business, Bloomington, USA and has worked with leading financial services companies in India. He has successfully launched the Company's product in domestic and international market, has acumen in the field of corporate strategy, commercial and shipping and heads the marketing strategies and corporate affairs of the company.

(2) Past Remuneration : Shri Alok Sanghi was paid remuneration of ₹ 5,00,000/- per month plus perquisites and benefits during the financial year 2011-12.

(3) Recognition and awards : NIL.

(4) Job profile and his suitability: The Whole-time Director is responsible for marketing and corporate strategies subject to the superintendence, control and direction of the Board of Directors. His experience and knowledge has helped the Company to a great extent.

(5) Remuneration proposed: As per details given below.

(6) There are no companies of the same size in the industry as such there is no statistics available of comparative remuneration profiles.

(7) The Whole-time Director has no pecuniary relationship directly or indirectly with the Company except to the extent of his shareholding in the company.

## III. Other information:

The Company reported a net profit of ₹ 81.88 crores for the full year ended June 30, 2012 as against a loss of ₹ 29.55 crore in the previous fiscal. Net sales rose by 8.3% to ₹ 974.07 crore in current year as against ₹ 899.48 crore during last year. The earnings per share (EPS) for 2011-12 stood at ₹ 3.72 as against a negative EPS of ₹ (1.34) in previous financial year.

The Company has emerged as a major cement player in western India over the last few years. Company's 3 million 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 Madhya Pradesh (MP).

During the current financial year 2011-12 the Company's profits are adequate.

The Company has taken a series of steps under the guidance of Shri Alok Sanghi for improvement and development of the Company.

## IV. Disclosures :

### (A) Salary :

₹ 1.00 crore per annum w.e.f. 06.09.2012. The Board may give one or more increment depending upon work performance, working of the Company etc. as per the rules of the Company. He will be entitled for annual increment

upto 25% of last salary drawn as may be recommended by Remuneration Committee. First annual increment will fall due on 01-09-2013.

**(B) Commission :**

Commission @ 0.50% of net profits of each financial year w.e.f. F.Y. 2012-13 as calculated under the provisions of Section 349 and 350 of the Companies Act, 1956.

**(C) Perquisites :**

1. Gratuity: The Company shall pay gratuity as per the Company's rules.
2. Leave: He shall be entitled to leave benefits as per the Company's rules.
3. He will be entitled for other benefits as per the rules of the company as available to other senior management of the company.
4. Notice period: The agreements may be terminated by either party giving the other party six months notice in writing of such termination.
5. Stock Option: The Company has not formulated any scheme for giving stock options to its employees, Managing Director and Executive Directors.

**Item No. 11 :**

Members of the company at the last annual general meeting held on 17<sup>th</sup> December, 2011 have ratified and approved continuing the payment of existing remuneration to Shri Ravi Sanghi, Shri Aditya Sanghi, Shri Alok Sanghi and Smt. Bina Engineer, managerial personnel and also granted approval for waiver of excess remuneration paid to the said managerial personnel during the 15 months ended 30<sup>th</sup> June, 2011. The said resolution was passed as an ordinary resolution at item no. 7 of notice convening AGM held on 17<sup>th</sup> December, 2011 and subsequently company made an application to Central Government for the waiver of excess remuneration paid for the extended Financial Year ended 30<sup>th</sup> June, 2011.

In respect of said application, Government of India, Ministry of Corporate Affairs, New Delhi, has vide letter dated 18<sup>th</sup> June, 2012 directed the Company to obtain approval of Shareholders by way of special resolution and accordingly necessary special resolution has been proposed for the approval of members

As per the requirement of Ministry of Corporate Affairs, New Delhi and relevant applicable provisions of section 198, 269 & 309 read with schedule XIII to the Companies Act, 1956, waiver of excess remuneration paid to working directors requires the approval of the Shareholders in the General Meeting by way of special resolution and hence necessary resolution has been proposed for your approval. Your Directors recommend to pass the said resolution.

Except Shri Ravi Sanghi, Shri Aditya Sanghi, Shri Alok Sanghi, Shri Girish Sanghi and Smt. Bina Engineer, none of the Directors of the Company are concerned or interested in the said resolution.

**Item No. 12 :**

Shri Ravi Sanghi is a Graduate in Commerce and has conceptualised the project. Under his dynamic leadership, the Company could successfully implement the project against many odds and run it successfully. Under his leadership, the Company has been able to enhance its book value of shares substantially.

Shri Ravi Sanghi was reappointed for a period of five years w.e.f 1<sup>st</sup> October, 2010. There has been no increase in his remuneration since October, 2010.

During the tenure of Shri Ravi Sanghi as Chairman and Managing Director, he has continuously contributed to a great extent in the growth of the Company. Considering several aspects and his increased responsibilities, the Board of Directors has considered it appropriate and advisable to revise his remuneration with effect from 1<sup>st</sup> September, 2012 for his remaining tenure. The remuneration has been revised on the basis of recommendation of the Remuneration Committee. The terms and conditions of re-appointment are as under:

- (A) Salary : ₹ 1.50 crore per annum with suitable break up as per the rules of the Company. He will be entitled for annual increment up to 25% of last salary drawn as may be recommended by Remuneration Committee. The first annual increment will fall due on 01-09-13.
- (B) In addition to above (A), commission @ 1% of net profits of each financial year as calculated under the provisions of section 349 and 350 of the Companies Act, 1956.

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

(C) Perquisites

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

(D) All other terms and conditions of appointment will remain unchanged.

As per the provision of section 198, 269 & 309 read with schedule XIII to the Companies Act, 1956, the revision of and payment of remuneration to Chairman and Managing Director requires the approval of the Shareholders in General Meeting by way of resolution and hence necessary resolution has been proposed for your approval. Your Directors recommend to pass the said resolution.

Except Shri Ravi Sanghi, Shri Aditya Sanghi, Shri Alok Sanghi and Shri Gireesh Sanghi, none of the Directors of the Company are concerned or interested in the said resolution.

**Statement as required under the notification GSR36 (E), dated 16<sup>th</sup> January, 2002**

**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 :

(₹ in crores)

PARTICULARS	Years ended	Years ended
	(Audited) 30-06-2012	(Audited) 30-06-2011
Net sales	974.07	899.48
Other income	9.65	8.97
Net profit	81.88	(29.55)

- (5) There was export earnings amounting to ₹ 22.64 crores during the financial year 2011-12.
- (6) There are no foreign investments in the Company and the Company has not entered into foreign collaboration.

**II. Information about the appointee :**

- (1) Background details : Shri Ravi Sanghi is a Graduate in Commerce and has conceptualised the project. Under his dynamic leadership, the Company could successfully implement the project against many odds and run it successfully. Under his leadership, the Company has been able to enhance its book value of shares substantially.
- (2) Past Remuneration : Shri Ravi Sanghi was paid remuneration of ₹ 5,00,000/- per month plus perquisites & benefits during the financial year 2011-12.
- (3) Recognition and awards : NIL.
- (4) Job profile and his suitability: The Chairman and Managing Director has conceptualised the project and under his dynamic leadership the company is running the cement plant successfully and reaching new heights everyday. His experience and knowledge has helped the Company to a great extent.

- (5) Remuneration proposed: As per details given below.
- (6) There are no companies of the same size in the industry, as such there is no statistics available of comparative remuneration profiles.
- (7) The Chairman and Managing Director has no pecuniary relationship directly or indirectly with the Company except to the extent of his shareholding in the company.

### III. Other information:

The Company reported a net profit of ₹ 81.88 crores for the full year ended June 30, 2012 as against a loss of ₹ 29.55 crore in the previous fiscal. Net sales rose by 8.3% to ₹ 974.07 crore in current year as against ₹ 899.48 crore during last year. The earnings per share (EPS) for 2011-12 stood at ₹ 3.72 as against a negative EPS of ₹ (1.34) in previous financial year.

The Company has emerged as a major cement player in western India over the last few years. Company's 3 million 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 Madhya Pradesh (MP).

During the current financial year 2011-12 the Company's profits are adequate.

The Company has taken a series of steps under the guidance of Shri Ravi Sanghi for improvement and development of the Company.

### IV. Disclosures :

#### (A) Salary :

₹ 1.50 crore per annum w.e.f. 01.09.2012. The Board may give one or more increment depending upon work performance, working of the Company etc. as per the rules of the Company. He will be entitled for annual increment upto 25% of last salary drawn as may be recommended by Remuneration Committee. First annual increment will fall due on 01-09-2013.

#### (B) Commission :

Commission @ 1% of net profits of each financial year w.e.f. F.Y. 2012-13 as calculated under the provisions of Section 349 and 350 of the Companies Act, 1956.

#### (C) Perquisites :

1. Gratuity : The Company shall pay gratuity as per the Company's rules.
2. Leave : He shall be entitled to leave benefits as per the Company's rules.
3. He will be entitled for other benefits as per the rules of the company as available to other senior management of the company.
4. Notice period : The agreements may be terminated by either party giving the other party six months notice in writing of such termination.
5. Stock Option : The Company has not formulated any scheme for giving stock options to its employees, Managing Director and Executive Directors.

### Item No. 13 :

Smt. Bina Engineer is a qualified Chartered Accountant having rich and varied experience of more than two decades in the areas of Project and Corporate finances. She has successfully arranged the project funds, take out finance, working capital requirements etc. Presently, Smt. Bina Engineer is responsible for the Corporate and Project Finance affairs of the Company.

Smt. Bina Engineer was appointed as Director w.e.f. 27<sup>th</sup> January, 2007 and was appointed as Whole-Time Director w.e.f. 6<sup>th</sup> September, 2007 for a period of three years. She was reappointed for a period of three years w.e.f. 6<sup>th</sup> September, 2010. There has been no increase in her remuneration since she became Whole-Time Director i.e. 06<sup>th</sup> September, 2007.

During the tenure of Smt. Bina Engineer as Whole-Time Director, she has continuously contributed to a great extent in the growth of the Company. Considering several aspects and her increased responsibilities, the Board of Directors has considered it appropriate and advisable to revise her remuneration with effect from 1<sup>st</sup> September, 2012 for her remaining tenure. The remuneration has been revised on the basis of recommendation of the Remuneration Committee. The terms and conditions of re-appointment are as under :

- (A) Salary : ₹ 1 crore per annum with suitable break up as per the rules of the Company. She will be entitled for annual increment upto 25% of last salary drawn as may be recommended by Remuneration Committee. The first annual increment will fall due on 01-09-13.
- (B) In addition to above (A), commission @ 0.50% of net profits of each financial year as calculated under the provisions of section 349 and 350 of the Companies Act, 1956.

She will be entitled for other benefits as per the rules of the company as available to other senior management of the company.

- (C) Perquisites

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

- (D) All other terms and conditions of appointment will remain unchanged.

As per the provision of section 198, 269 & 309 read with schedule XIII to the Companies Act, 1956, the revision of and payment of remuneration to whole-time Director requires the approval of the Shareholders in General Meeting by way of Resolution and hence necessary resolution has been proposed for your approval. Your Directors recommend to pass the said resolution.

Except Smt. Bina Engineer , none of the Directors of the Company are concerned or interested in the resolution.

### Statement as required under the notification GSR36 (E), dated 16<sup>th</sup> January, 2002

#### 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 :

(₹ in crores)

PARTICULARS	Years ended	Years ended
	(Audited) 30-06-2012	(Audited) 30-06-2011
Net sales	974.07	899.48
Other income	9.65	8.97
Net profit	81.88	(29.55)

- (5) There was export earnings amounting to ₹ 22.64 crores during the financial year 2011-12.
- (6) There are no foreign investments in the Company and the Company has not entered in to foreign collaboration.

#### II. Information about the appointee :

- (1) Background details : Smt. Bina Engineer is a qualified Chartered Accountant having rich and varied experience of more than two decades in the areas of Project and Corporate finance. She has successfully arranged the project funds, take-out finance, working capital requirements, etc.
- (2) Past Remuneration : Smt. Bina Engineer was paid remuneration of ₹ 5,58,333/- per month plus perquisites and benefits during the financial year 2011-12.
- (3) Recognition and awards : NIL.



- (4) Job profile and her suitability: The Whole-time Director is responsible for the Corporate and Project Finance affairs of the Company. Her rich and varied experience and knowledge in Project and Corporate Finance has helped the Company to a great extent.
- (5) Remuneration proposed: As per details given below.
- (6) There are no companies of the same size in the industry as such there is no statistics available of comparative remuneration profiles.
- (7) The Whole-time Director has no pecuniary relationship directly or indirectly with the Company.

### III. Other information:

The Company reported a net profit of ₹ 81.88 crores for the full year ended June 30, 2012 as against a loss of ₹ 29.55 crore in the previous fiscal. Net sales rose by 8.3% to ₹ 974.07 crore in current year as against ₹ 899.48 crore during last year. The earnings per share (EPS) for 2011-12 stood at ₹ 3.72 as against a negative EPS of ₹ (1.34) in the previous financial year.

The Company has emerged as a major cement player in western India over the last few years. Company's 3 million 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 Madhya Pradesh (MP).

During the current financial year 2011-12, the Company's profits are adequate.

The Company has taken a series of steps under the guidance of Smt. Bina Engineer for improvement and development of the Company.

### IV. Disclosures :

#### (A) Salary :

₹ 1.00 crore per annum w.e.f. 01.09.2012. The Board may give one or more increment depending upon work performance, working of the Company etc. as per the rules of the Company. She will be entitled for annual increment upto 25% of last salary drawn as may be recommended by Remuneration Committee. First annual increment will fall due on 01-09-2013.

#### (B) Commission :

Commission @ 0.50% of net profits of each financial year w.e.f. F.Y. 2012-13 as calculated under the provisions of Section 349 and 350 of the Companies Act, 1956.

#### (C) Perquisites :

1. Gratuity: The Company shall pay gratuity as per the Company's rules.
2. Leave: She shall be entitled to leave benefits as per the Company's rules.
- 3 She will be entitled for other benefits as per the rules of the company as available to other senior management of the company.
4. Notice period: The agreements may be terminated by either party giving the other party six months notice in writing of such termination.
5. Stock Option: The Company has not formulated any scheme for giving stock options to its employees, Managing Director and Executive Directors.

**(ANNEXURE TO NOTICE DATED 28.08.2012)****Details of Directors Seeking Appointment / Re-Appointment at the Forthcoming Annual General Meeting**

(In pursuance of Clause 49 of the Listing Agreement)

**Details of Directors**

1.	Name of Director	: Shri R. K. Pandey
	Age	: 72 Years – Date of Birth - 20/01/1940
	Qualification	: M Com, LLB, Company Secretary, Post Graduate Diploma in Business Administration
	Date of Appointment	: 30 <sup>th</sup> April, 2010
	Expertise	: Rich and varied experience in Finance and Capital Market
	Directorships as on 30 <sup>th</sup> June, 2012	: Sanghi Industries Limited PTC Industries Ltd Kamdhenu Ispat Ltd. British Health Products (India) Ltd. Hanug Toys & Textiles Ltd. Shree Rajasthan Syntex Ltd. Morgan Ventures Ltd. Jindal Poly Films Ltd. Ricoh India Ltd. Welcure Drugs & Pharmaceuticals Ltd. Kanpur Fertilizers & Cement Ltd. Andhra Cements Ltd. Jaypee Development Corporation Ltd.
	Chairman/Member of the Audit Committees as on 30 <sup>th</sup> June, 2012	: Kamdhenu Ispat Ltd. Hanug Toys & Textiles Ltd. Ricoh India Ltd.
	Chairman/Member of the Shareholders'/Investors' Grievance Committees as on 30 <sup>th</sup> June, 2012	: Nil
	Chairman/Member of the Remuneration Committees as on 30 <sup>th</sup> June, 2012	: Hanug Toys & Textiles Ltd.
	Chairman/Member of the Finance Committees as on 30 <sup>th</sup> June, 2012	: Nil
	Shareholding in the Company	: Nil

2	Name of Director	: Smt. Bina Engineer
	Age	: 45 Years – Date of Birth - 13/04/1967
	Qualification	: B.Com, Chartered Accountant
	Date of Appointment	: 27 <sup>th</sup> January, 2007
	Expertise	: Rich and varied experience in Project and Corporate Finance
	Directorships as on 30 <sup>th</sup> June, 2012	: Sanghi Industries Limited
	Chairman/Member of the Audit Committees as on 30 <sup>th</sup> June, 2012	: Nil
	Chairman/Member of the Shareholders'/Investors' Grievance Committees as on 30 <sup>th</sup> June, 2012	: Nil
	Chairman/Member of the Remuneration Committees as on 30 <sup>th</sup> June, 2012	: Nil
	Chairman/Member of the Finance Committees as on 30 <sup>th</sup> June, 2012	: Sanghi Industries Limited
	Shareholding in the Company	: Nil

3	Name of Director	:	Shri Gireesh Sanghi
	Age	:	57 Years - 08/03/1955
	Qualification	:	B. Com
	Date of Appointment	:	25 <sup>th</sup> October, 2008
	Expertise	:	Industrialist having Rich Experience in Setting up and running various projects
	Directorships as on 30 <sup>th</sup> June, 2012	:	Sanghi Industries Limited Sanghi Cements Ltd. Vaartha Broadcasting Ltd. AGA Publications Ltd. Sanghi Spinners India Ltd.
	Chairman/Member of the Audit Committees as on 30 <sup>th</sup> June, 2012	:	Nil
	Chairman/Member of the Shareholders'/Investors' Grievance Committees as on 30 <sup>th</sup> June, 2012	:	Nil
	Chairman/Member of the Remuneration Committees as on 30 <sup>th</sup> June, 2012	:	Nil
Chairman/Member of the Finance Committees as on 30 <sup>th</sup> June, 2012	:	NIL	
Shareholding in the Company	:	2807900 Equity Shares (1.28% of Equity Share Capital)	

4	Name of Director	:	Shri N. B. Gohil
	Age	:	62 Years – Date of Birth – 16/06/1950
	Qualification	:	Diploma in Mechanical Engineering
	Date of Appointment	:	22 <sup>nd</sup> December, 2011
	Expertise	:	Rich industrial experience in the field of Erection & Commissioning, Operations and Maintenance activities of Thermal Power Plants.
	Directorships as on 30 <sup>th</sup> June, 2012	:	Sanghi Industries Limited
	Chairman/Member of the Audit Committees as on 30 <sup>th</sup> June, 2012	:	Nil
	Chairman/Member of the Shareholders'/Investors' Grievance Committees as on 30 <sup>th</sup> June, 2012	:	Nil
	Chairman/Member of the Remuneration Committees as on 30 <sup>th</sup> June, 2012	:	Nil
Chairman/Member of the Finance Committees as on 30 <sup>th</sup> June, 2012	:	NIL	
Shareholding in the Company	:	NIL	

5	Name of Director	:	Shri D. B. N Rao
	Age	:	65 Years – Date of Birth – 14/04/1947
	Qualification	:	BE in Mechanical Engineering, M.Tech in Design and Production Engineering and Diploma Holder in Cement, Building Materials & Construction Technology from Manila.
	Date of Appointment	:	22 <sup>nd</sup> December, 2011
	Expertise	:	Rich and Varied experience in Erection & Commissioning, Operations and Maintenance of Cement Plants. Associated with Many Private and Government Cement Sector Organisations.
	Directorships as on 30 <sup>th</sup> June, 2012	:	Sanghi Industries Limited Hemadri Cements Ltd. Seetharam Cements Limited Sanghi Cements Ltd.
	Chairman/Member of the Audit Committees as on 30 <sup>th</sup> June, 2012	:	Nil
	Chairman/Member of the Shareholders'/Investors' Grievance Committees as on 30 <sup>th</sup> June, 2012	:	Nil
	Chairman/Member of the Remuneration Committees as on 30 <sup>th</sup> June, 2012	:	Nil
Chairman/Member of the Finance Committees as on 30 <sup>th</sup> June, 2012	:	NIL	
Shareholding in the Company	:	NIL	
6	Name of Director	:	Shri Alok Sanghi
	Age	:	28 Years – Date of Birth – 13/01/1984
	Qualification	:	MBA in Finance and Management from Indiana University
	Date of Appointment	:	27 <sup>th</sup> January, 2007
	Expertise	:	Successfully launched the Company's product in domestic and international market, has acumen in the field of corporate strategy, commercial and shipping and heads the marketing strategies and corporate affairs of the Company.
	Directorships as on 30 <sup>th</sup> June, 2012	:	Sanghi Industries Limited Sanghi Infrastructure Limited Sanghi Infrastructure M P Limited Sanghi Infrastructure Rajasthan Limited Sanghi Energy Limited Sanghi Cements Ltd.
	Chairman/Member of the Audit Committees as on 30 <sup>th</sup> June, 2012	:	Nil
	Chairman/Member of the Shareholders'/Investors' Grievance Committees as on 30 <sup>th</sup> June, 2012	:	Nil
	Chairman/Member of the Remuneration Committees as on 30 <sup>th</sup> June, 2012	:	Nil
Chairman/Member of the Finance Committees as on 30 <sup>th</sup> June, 2012	:	NIL	
Shareholding in the Company	:	2889500 Equity Shares (1.31% of Equity Share Capital)	

7	Name of Director	:	Shri Aditya Sanghi
	Age	:	30 Years – Date of Birth – 18/09/1982
	Qualification	:	Master Degree in Industrial Engineering from Rochester University, USA
	Date of Appointment	:	27 <sup>th</sup> January, 2007
	Expertise	:	He has rich hands on experience on management of operations of the clinker and cement operations, implementation and operation of thermal power plant. He is responsible for Production, Project and Corporate Strategy.
	Directorships as on 30 <sup>th</sup> June, 2012	:	Sanghi Industries Limited Sanghi Infrastructure Limited Sanghi Infrastructure M P Limited Sanghi Infrastructure Rajasthan Limited Sanghi Energy Limited Sanghi Cements Limited
	Chairman/Member of the Audit Committees as on 30 <sup>th</sup> June, 2012	:	Nil
	Chairman/Member of the Shareholders'/Investors' Grievance Committees as on 30 <sup>th</sup> June, 2012	:	Nil
	Chairman/Member of the Remuneration Committees as on 30 <sup>th</sup> June, 2012	:	Nil
Chairman/Member of the Finance Committees as on 30 <sup>th</sup> June, 2012	:	Nil	
Shareholding in the Company	:	2889500 Equity Shares (1.31% of Equity Share Capital)	
8	Name of Director	:	Shri Ravi Sanghi
	Age	:	60 Years – Date of Birth – 01/07/1952
	Qualification	:	Graduate in Commerce
	Date of Appointment	:	14 <sup>th</sup> June, 1985
	Expertise	:	He has conceptualised the project. Under his dynamic leadership, the Company could successfully implement the project against many odds and run it successfully. Under his leadership, the Company has been able to enhance Book value of its shares substantially.
	Directorships as on 30 <sup>th</sup> June, 2012	:	Sanghi Industries Limited Sanghi Spinners India Limited Sanghi Cements Limited
	Chairman/Member of the Audit Committees as on 30 <sup>th</sup> June, 2012	:	Nil
	Chairman/Member of the Shareholders'/Investors' Grievance Committees as on 30 <sup>th</sup> June, 2012	:	Nil
	Chairman/Member of the Remuneration Committees as on 30 <sup>th</sup> June, 2012	:	Nil
Chairman/Member of the Finance Committees as on 30 <sup>th</sup> June, 2012	:	Nil	
Shareholding in the Company	:	3012500 Equity Shares (1.37% of Equity Share Capital)	

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

Anil Agrawal  
**Company Secretary**

Place: Mumbai  
Date: 28<sup>th</sup> August, 2012

