

Date: 11th 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,  $9^{th}$  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.sanghicement.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@sanghicement.com

Website: www.sanghicement.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, 9th 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
Special	Business:	
1.	Approval for further raising of Capital by issue of Equity Shares, GDRs, FCCBs and/or any other	Special
	financial instruments convertible into Equity Shares	
٠	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.	
	Approval for conversion of whole or part of the	Special
	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,	9
	from time to time, not exceeding Rs. 5000 crores.	
3.	Approval for re-classification of the Authorized	Special
4	Share Capital of the Company.	

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

# Sanghi Industries Limited

CIN No.: L18209TG1985PLC005581

Registered Office: P.O. Sanghinagar, Hayatnagar Mandal, R R District, Telangana - 501511 Tel.: 08415 - 242240 E-mail: companysecretary@sanghicement.com

Website: www.sanghicement.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** 

Website: www.sanghicement.com

Home

Validate

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

Prev



Total   Tota		ã	Resolution required: (Or	dinam / Canalall	(1-)				
Postal Ballot (if applicable)   Postal Ballot (if applicable		Ž.	soudion required; (Or	(Ordinary / Special)			Special		
Participate	Wheth	ter promoter/promoter group ar	e interested in the age	nda/resolution?			No		
Mode of voting   No. of shares held   No. of votes polled   Shares   Swof votes   Pales   Pa			Description of resolu	ıtion considered	Approval for furt financial instrum debentures / part such other seci including through	her raising of Capita ents convertible intc ly convertible deben urities, as may be pe urities, as may combi a a QIP or any combi	by issue of Equity & Equity Shares or the itures, preference shoulted by way of right and thereof, in or of exceeding Rs. 100 ot exceeding Rs. 100	shares, GDRs, FCCBs irough an issuance of hares convertible intight issue or preference or more tranches 00 crores.	and/or any other ffully convertible o Equity Shares or utial allotment, for an aggregate
Coting	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
F-Voting   F-Voting   164539946   164539946   164539946   164539946   164539946   164539946   164539946   164539946   164539946   164539946   164539946   164539946   164539946   164539946   164539946   164539946   164539946   164539946   164539946   1660000   164539946   164539946   1600000   164539946   1600000   164539946   1660000   164539946   16			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(5)]*100
rioup Postal Ballot (if applicable)         Postal Ballot (if applicable)         164539946         164539946         1600000         164539946         0.0000         164539946         0 <th< td=""><td></td><td>E-Voting</td><td></td><td>164539946</td><td></td><td>164539946</td><td>0</td><td></td><td>00000</td></th<>		E-Voting		164539946		164539946	0		00000
F-Voting         F-Voting         164539946         164539946         100.0000         164539946         0         100.0000           Poll Postal Ballot (if applicable)         :8421393         7194414         85.4302         7194414         0         100.0000           F-Voting	Promoter and Promoter Group		164539946	0		0	0		
E-Voting         F-Voting         T-94414         85.4302         T-194414         85.4302         T-194414         0 0.0000         100.0000           Postal Ballot (if applicable)         8421393         7194414         85.4302         7194414         0 0.0000         0 0.0000           F-Voting         F-Voting         47017661         16318784         34.7078         16318784         0 0.0000         100.0000           Postal Ballot (if applicable)         47017661         16356104         34.7871         16356104         0 100.0000         100.0000           Total         Total         47017661         188090464         85.5038         188090464         0 100.0000         100.0000	0.00	Total	164539946	164539946		200000000000000000000000000000000000000			
Poll Postal Ballot (if applicable)         8421393         7194414         85.4302         7194414         85.4302         7194414         0         0.0000           F-Voting         F-Voting         47017661         37320         0.0794         34.7078         16318784         0         100.0000           Poll Postal Ballot (if applicable)         47017661         37320         0.0794         34.7871         16356104         0         100.0000           Total         Total         47017661         188090464         85.5038         188090464         0         100.0000           Total         Total         188090464         85.5038         188090464         0         100.0000		E-Voting		7194414		7194414			0.0000
Postal Ballot (if applicable)         8421393         7194414         85.4302         7194414         0         100.0000           E-Voting         E-Voting         47017661         37320         0.0794         34.7078         16318784         0         100.0000           Postal Ballot (if applicable)         47017661         16356104         34.7871         16356104         0         100.0000           Total         Total         219979000         188090464         85.5038         188090464         0         100.0000           Disclosure of parter o	ublic-	Poll	.8421393	0	0.0000	0	0 0		0.0000
Total         8421393         7194414         85.4302         7194414         0         100.0000           E-Voting         E-Voting         16318784         34.7078         16318784         0.0794         34.7078         16318784         0         100.0000           Poll         37320         0.0794         37320         0.0794         37320         0         100.0000           Total         47017661         16356104         34.7871         16356104         0         100.0000           Total         Total         188090464         85.5038         188090464         0         100.0000	nstitutions	Postal Ballot (if applicable)							
E-Voting         16318784         34.7078         16318784         0         100.0000           Poll         47017661         37320         0.0794         37320         0.0794         16356104         0         100.0000           Total         47017661         16356104         34.7871         16356104         0         100.0000           Total         219979000         188090464         85.5038         188090464         0         100.0000		Total	8421393	7194414	85.4302	7194414	0	100 000	00000
Poll Postal Ballot (if applicable)         47017661         37320         0.0794         37320         0.0794         0.00000           Total         Total         47017661         16356104         34.7871         16356104         0         100.0000           Total         Total         188090464         85.5038         188090464         0         100.0000		E-Voting		16318784	34.7078	16318784	0	100.000	00000
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Total         16356104         34.7871         16356104         0         100.0000           Total         219979000         188090464         85.5038         188090464         0         100.0000           Whether resolution is Pass or Not.         Yes		Postal Ballot (if applicable)							
219979000 188090464 85.5038 188090464 0 100.0000 Whether resolution is Pass or Not. Yes		Total	47017661	16356104	34.7871	16356104	C	100 000	0000
Yes		Total	219979000	188090464	85.5038	188090464	0	100.0000	00000
					>	Whether resolution i	's Pass or Not.	Ye	
						Disclosure of n	otes on resolution	7	



Details of Invalid Votes	id Votes
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Sublic - Non Insitutions	



			Res	Resolution (2)				
	æ	Resolution required: (Ord	rdinary / Special)			Special		
Whethe	Whether promoter/promoter group are interested in the agenda/resolution?	e interested in the age	anda/resolution?			S ON		
		Description of resolution considered	ution considered	Approval for cor lending arrangeme the option of the le	nversion of whole or nts with various Ban enders, which have a from time to til	ion of whole or part of the outstanding loans of th vith various Banks and Financial Institutions into fure, which have already been availed or as may be a from time to time, not exceeding Rs. 5000 crores.	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 cross	mpany under the aid Equity Shares at d from the lenders,
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)	001*110//17/]-[9]	
	E-Voting		164539946	100.0000	164539946			001[(z)/(c)]=//)
Promoter and Promoter Group		164539946	0	0.0000	0	0		0.0000
	Postal Ballot (if applicable)							
	Total	164539946	164539946	100.0000	164539946	0	100 0000	0000
	E-Voting		7194414	85.4302	7194414	0	100.0000	0.000
Institutions	Poll Postal Ballot (if applicable)	8421393	0	0.0000	0	0	0	0
	Total	8421393	7194/14	OF 4200				
	F-Voting		171107	03.4302	/194414	0	100.0000	0.0000
Public- Non	8 100	100000	16318784	34.7078	16318784	0	100.0000	0.0000
Institutions	Postal Ballot (if applicable)	T99/T0/4	37320	0.0794	37320	0	100.0000	0.0000
	Total	47017661	16356104	34.7871	16356104		200	
	Total	219979000	188090464	85.5038	188090464	0	100 0000	0.0000
				<b>&gt;</b>	Whether resolution is Pass or Not.	s Pass or Not.	Yes	
					Disclosure of no	Disclosure of notes on resolution	Add Notes	ites



Details of Invalid Votes	d Votes
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



			Res	Resolution (3)				
Pergen	œ	Resolution required: (Ordinary / Special)	'dinary / Special)			Special		
Wheth	Whether promoter/promoter group are interested in the agenda/resolution?	re interested in the age	inda/resolution?			5 N		
						2		
		Description of resolution considered	ution considered	Approva	for re-classification	of the Authorized	Approval for re-classification of the Authorized Share Capital of the Company.	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)	001*1(2)/(1)]=(9)	200************************************
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Promoter Group		סלה החולה המוד ב המוד ב הודש המוד ב הודש המוד ב הודש המוד ב הודש הודש הודש הודש הודש הודש הודש הודש	0	0.0000	0	0	0	0
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	E-Voting		7194414	85.4302	7194414	C		0,000
Public-	Poll	8421393	0	0.0000	C		00000	0.0000
Institutions	Postal Ballot (if applicable)						0	0
7/	Total	8421393	7194414	85.4302	710/01/			
	E-Voting		16318784	2707.020	1124414			0.0000
Public- Non	Poli	47017661	0 00	0,0,1,10	10318084	100	99.9994	0.0006
Institutions	Postal Ballot (if applicable)		3/3/20	0.0794	37320	0	100.0000	0.0000
	Total	47017661	16356104	34.7871	16356004	100		
	Total	219979000	188090464	85.5038	188090364	100	99.9994	0.0006
					Whether resolution is Pass or Not.		18686.88	0.0001
					Disclosure of no	Disclosure of notes on resolution	Add Notes	otes



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



A.A. Narayana Murthy Company Secretary

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#### 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 9th 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, 9th September, 2017 at 9.30 a.m.

#### I submit the report as under:

The Notice convening Extra Ordinary General Meeting dated  $9^{th}$  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  $2^{nd}$  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.

ACS-4796 2 ACS-4796 2

A.A. Narayana Murthy Company Secretary

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Amberpet, Opp. Papaji Dhaba
Hyderabad, Telangana – 500013
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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 votes cast by them	% of total number of valid votes cast
Remote E-voting	96	188053144	100
Poll / Ballot	33	37320	100
Total	129	188090464	100

### II. Voted against the resolution:

Type of Voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	 	
Poll / Ballot	 	****
Total	 M (0 10 m)	***



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### 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)		% of total number of valid votes cast
Remote E-voting	96	188053144	100
Poll / Ballot	33	37320	100
Total	129	188090464	-100

### II. Voted against the resolution:

Type of Voting		Number of votes cast by them	% of total number of valid votes cast
Remote E-voting			
Poll / Ballot	4000		**************************************
Total	****		a n d p



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#### III. Invalid votes:

Type of Voting	Number of members voted (In person or by proxy)	
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
Total	128	188090364	100

### II. Voted against the resolution:

Type of Voting		Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1	100	0
Poll / Ballot	M2 M2 de pri		
Total	1	100	0

#### III. Invalid votes:

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



M.I.G. 108

Bathakamma Kunta Shivam Road Amberpet, Opp. Papaji Dhaba Hyderabad, Telangana - 500013

Email: <u>aanmurthy@rediffmail.com</u>
Cell: 09000063783

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** 

Date: 9th September, 2017

Place: Kutch

Counter Signed

Ravi Sanghi Chairman & Managing Director