

SANGHI INDUSTRIES LIMITED

CIN No. : L18209TG1985PLC005581

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

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

Website: www.sanghiment.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of the Members of **M/s. Sanghi Industries Limited** will be held on Saturday, the 9th day of September, 2017 at 9.30 a.m. at its works at Village Motiber, Taluka Abdasa, Kutch District, Gujarat - 370511 to transact the following business as a **special business** :

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c) read with Section 42 of the Companies Act, 2013, and the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014 and such other Rules as may be issued from time to time, The Securities Contracts (Regulation) Act, 1956, Securities and Exchange Board of India Act, 1992 and the Rules framed there under including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”) (including any statutory amendments, modifications or re-enactments thereof for the time being in force), Foreign Exchange Management Act, 1999 as amended including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulation, 2000, and the Rules framed there under, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, and subject to any required approvals, consents, permissions and/or sanction of the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce & Industry (Foreign Investment Promotion Board/Secretariat for Industrial Assistance), the Securities and Exchange Board of India (the “SEBI”) and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India (the “GOI”), the Reserve Bank of India (the “RBI), SEBI and/or any other competent authorities and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into by the Company with the respective stock exchanges where the equity shares of the Company are listed and such other regulatory approvals/permissions as may be necessary including the approval, if any, of any other competent authorities and subject to such conditions and modifications as may be prescribed or imposed by any of them, while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (the “Board”) including any committee which the Board has constituted to exercise its powers including the power conferred by this resolution, the consent, authority and approval of the Company be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option either in India or in the course of international offering(s) in one or more foreign markets by way of a private placement (including but not limited to an issuance of Equity Shares through a Qualified Institutions Placement (“QIP”) to Qualified Institutional Buyers (“QIB”) in terms of Chapter VIII of SEBI ICDR Regulations as may be amended, or any other mode/method or means as may be prescribed by the concerned authorities from time to time, such number of Equity Shares, Global Depository Receipts (“GDRs”), Foreign Currency Convertible Bonds (“FCCBs”) and/or any other financial instruments convertible into equity shares (including warrants or otherwise in registered or bearer form) or through an issuance of fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, whether rupee denominated or denominated in Foreign currency (hereinafter collectively referred to as “Securities”) or any combination of securities to any person including but not limited to foreign/resident investors (whether institutions, incorporated bodies, mutual funds and/or individuals or otherwise) foreign institutional investors, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, Non-Resident Indians, (collectively referred to as (“Investors”) whether or not such Investors are existing members of the company through one or more tranches, such number of equity shares of face value of ₹ 10/- (Rupees Ten) each, as may be decided by the Board at the appropriate time at such price or prices, at a discount (including but not limited to any discount as may be permitted under Chapter VIII of the SEBI ICDR Regulations) or premium to the market price or prices on each Equity Share and on such terms and conditions including securities, rate of interest etc., as well as the discretion to determine the categories of Investors including to the existing members by way of right issue and/or other entities by way of preferential allotment to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors at the time of such issue, offer and allotment considering the prevailing market conditions and other relevant factors wherever necessary, as the Board may determine in its absolute discretion at the time of issue of the Securities in accordance with SEBI ICDR Regulations and wherever necessary in constitution with the book running lead manager appointed and/or to be appointed by the Company in relation to the QIP, for an aggregate amount not exceeding ₹ 1000 Crores (Rupees One Thousand Crores Only) as may be permitted/permissible under applicable laws and regulations there under, and on such terms and conditions as may be finalized by the Board be and is hereby authorized to finalize all such terms and conditions and the matters incidental thereto as it may in its absolute discretion thinks fit in accordance with all applicable laws, rules and regulations for the time being in force in this regard (the “issue”).

Resolved further that if any issue of Securities is made by way of Qualified Institutions Placement in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as “Eligible Securities” or QIP Securities within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations as may be amended from time to time and the Eligible Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations as may be amended from time to time.

Resolved further that the issue to the holders of the Securities shall, inter-alia, be subject to the following terms and conditions -

1. (a) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;
and
2. (b) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any other corporate action, the number of shares, the price and the time period as aforesaid shall be suitably adjusted.

Resolved further that in the event that Equity Shares are issued to Qualified Institutional Buyers under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares in the Issue shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares or such other date as may be amended under relevant Regulation and [in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued to Qualified Institutional Buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants.] or such other date as may be amended under relevant regulation.

Resolved further that the relevant date for the determination of applicable price for the issue of any other Securities, in terms of the preceding regulation shall be as per the regulations/guidelines prescribed by SEBI, Ministry of Finance, RBI, GOI through its various departments, or any other regulator and the pricing of any Equity Shares issued on the conversion of the securities shall be made subject to and in compliance with the applicable rules and regulations; and such price shall be subject to appropriate adjustments in the applicable rules/guidelines/statutory provisions.

Resolved further that the Equity Shares so issued by the Company pursuant to the QIP shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the then Equity Shares of the Company, in all respects as may be provided under the terms of issue and in the offering documents.

Resolved further that in accordance with Regulation 86 of the SEBI ICDR Regulations, a minimum of 10 % of the QIP Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion or part thereof, may be allotted to other QIBs and that no allotment shall be made directly or indirectly to any QIB who is a promoter or any person related to promoters of the Company.

Resolved further that the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any QIP Securities as may be necessary in accordance with the terms of the offering, and all such shares shall rank pari passu with the then existing equity shares of the Company in all respect, as may be provided under the terms of the issue and in the offer document.

Resolved further that such of these QIP Securities to be issued as are not subscribed may be disposed of by the Board to such person or persons and in such manner and on such terms and conditions as the Board may in its absolute discretion think fit in accordance with the provisions of law.

Resolved further that the equity shares shall be listed on the stock exchange, where the existing equity shares of the Company are listed.

Resolved further that for the purpose of giving effect of the issue, the Board or its appointed delegates/committees, are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary or desirable for such purpose, including without limitation, entering into of the underwriting, escrow collection, marketing, and institution/trustees/agents and similar agreements, and to remunerate the managers, advisors, underwriters and such other authorities and agencies as may be required for the completion of the issue, to finalize, settle execute, issue and deliver or arrange the delivery of the relevant offer documents, agreements and any other deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and to settle all questions, difficulties or doubts that may arise in regard to such QIP, as they may, in their absolute discretion, deem fit in the best interest of the Company to give effect to the above resolutions.

Resolved further that subject to the applicable laws, for the purpose of giving effect to the issuance of QIP Securities, the Board or its appointed delegates/committees, be and is hereby authorized on behalf of the Company to do all such acts, deeds and things thereof in its absolute discretion as it deems necessary or desirable in connection with the issue of the QIP Securities, including, without limitation to:

- (i) decide the date of opening and closing of the issue of QIP Securities, including determining the form and manner of the issue, issue structure, including the class of investors to whom QIP Securities are to be issued and allotted, number of QIP Securities to be allotted, issue price (including the premium or discount, to the floor price, as the case may be), delivery and execution of all contracts, agreements and all other documents, deeds, and instruments as may be required or desirable in connection with the issue of QIP Securities by the Company;
- (ii) finalization of the allotment of the QIP Securities on the basis of the subscriptions received;
- (iii) finalization of and arrangement for the submission of the preliminary and final placement document(s), and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required;
- (iv) approval of the preliminary and final offering circulars or placement document as finalized in consultation with the lead manager(s)/advisor(s), in accordance with all applicable rules, regulations and guidelines;
- (v) appoint, in its absolute discretion, managers (including lead managers), merchant bankers, underwriters, guarantors, depositories, custodians, registrars, bankers, financial and/or legal advisors and all other agencies, whether in India or abroad as may be involved in such offering of Securities, and to remunerate them by way of fees, commission, brokerage fees, or the like, entering into or execution of all such agreements/arrangements/memorandum of understanding/documents with any such agencies, in connection with the proposed offering of the QIP Securities;

- (vi) authorization to any Director or Directors of the Company or other officer or officers of the Company including by the grant of Power of Attorney, to do such acts, deeds and things as the authorized person in its absolute discretion may deem necessary or desirable in connection with issue and allotment of the QIP Securities;
- (vii) seeking, if required, consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India and outside India and any other consent that may be required in connection with the issue and allotment of the QIP Securities; and
- (viii) all such acts, deeds, matters and things as the Board or its appointed delegates/committees, may, in its absolute discretion, consider necessary, proper expedient, desirable or appropriate for making the said issue as aforesaid and to settle any question, query, doubt or difficulty that may arise in this regard including the power to allot unsubscribed portion, if any, in such manner and to such person(s) as the Board or its appointed delegates/committees, may deem fit and proper in its absolute discretion to be most beneficial to the Company;

Resolved further that for the purpose aforesaid, the Board be and is hereby authorized to settle all questions, difficulties, or doubts, that may arise in regard to the issue, offer and allotment of the Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members and otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by way of this resolution.

Resolved further that the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of directors, or Managing Director or any whole-time director or directors or any other officer or officers of the Company to give effect to the aforesaid resolution."

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

"RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, and all other applicable laws (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the Memorandum of Association and Articles of Association of the Company and applicable regulations and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution, to the extent permitted by law), on the terms and conditions contained in the financing documents, such terms and conditions to provide, inter alia, to convert the whole or part of the outstanding loans of the Company (whether disbursed on or prior to or after the date of this resolution and whether then due or payable or not), (as already stipulated or as may be specified by the Financial Institutions/Banks under the financing documents executed or to be executed in respect of the financial assistances which have already been availed or which may be availed) by the Company under the lending arrangements (existing and future arrangements) with various Banks and Financial Institutions (hereinafter collectively referred to as the "Lenders"), at the option of the Lenders, the loans or any other financial assistance categorized as loans (hereinafter referred to as the "Financial Assistances"), in Foreign Currency or Indian Rupees, which have already been availed from the Lenders or as may be availed from the Lenders, from time to time, not exceeding ₹ 5,000 Crores (Rupees Five Thousand Crores), consistent with the existing borrowing powers of the Company under Section 180(1) (c) of the Companies Act, 2013, each such Financial Assistances being separate and distinct from the other, into fully paid up equity shares of the Company on such terms and conditions as may be stipulated in the financing documents and subject to applicable law and in the manner specified in a notice in writing to be given by the Lenders (or their agents or trustees) to the Company (hereinafter referred to as the "Notice of Conversion") and in accordance with the following conditions:

- (i) the conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions during the currency of the Financial Assistances;
- (ii) on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents, allot and issue the requisite number of fully paid-up equity shares to the Lenders or any other person identified by the Lenders as from the date of conversion and the Lenders may accept the same in satisfaction of the part of the loans so converted;
- (iii) the part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced. Upon such conversion, the repayment installments of the loan payable after the date of conversion as per the financing documents shall stand reduced proportionately by the amounts of the loan so converted. The equity shares so allotted and issued to the Lenders or such other person identified by the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari passu with the existing equity shares of the Company in all respects.
- (iv) In the event that the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Lenders or such other person identified by the Lenders as a result of the conversion, listed with such stock exchanges as may be prescribed by the Lenders or such other person identified by the Lenders and for the said purpose the Company shall take all such steps as may be necessary to the satisfaction of the Lenders or such other person identified by the Lenders, to ensure that the equity shares are listed as required by the Lenders or such other person identified by the Lenders.
- (v) The loans shall be converted into equity shares at a price to be determined in accordance with the applicable Securities and Exchange Board of India Regulations at the time of such conversion.

Resolved further that the Board be and is hereby authorized to finalise the terms and conditions for raising the Financial Assistances, from time to time, with an option to convert the Financial Assistances into equity shares of the Company anytime during the currency of the Financial Assistances, on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of the loan arrangements.

Resolved further that on receipt of the Notice of Conversion, the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and shall allot and issue requisite number of fully paid-up equity shares in the Company to such Lenders.

Resolved further that the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders.

Resolved further that the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.

Resolved further that for the purpose of giving effect to this resolution, the Board or its appointed delegates/committees, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Resolved further that the Board be and is hereby also authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of Directors or Managing Director or any whole time director or any directors or any other officer or officers of the Company, as it may in its absolute discretion deem fit in order to give effect to the aforesaid resolution.”

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

“RESOLVED THAT in accordance with the provisions of Sections 4, 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, and applicable provisions of Articles of Association of the Company and any other applicable law or laws, Rules and Regulations (including any amendments thereto or re-enactment thereof for the time being in force), the consent of the members of the company be and is hereby accorded for reclassification of the authorized share capital of the Company of ₹ 550,00,00,000 (Rupees Five Hundred Fifty Crore Only) divided into 27,50,00,000 (Twenty Seven Crores Fifty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each and 2,75,00,000 (Two Crore Seventy Five Lakhs) Optionally Convertible Cumulative Participating Preference Shares of ₹ 100/- (Rupees Hundred Only) each, to 35,00,00,000 (Thirty Five Crores) equity shares of ₹ 10/- (Rupees Ten Only) each and 2,00,00,000 (Two Crores) Preference Shares of ₹ 100/- (Rupees Hundred Only) each.

RESOLVED FURTHER THAT in accordance with Sections 13 and 61 and any other applicable provisions of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company, including the marginal notes thereto, be and is hereby deleted and be substituted with the following new Clause V:

“V. The Authorized Share Capital of the Company is ₹ 550,00,00,000/- (Rupees Five Hundred Fifty Crores Only) divided into 35,00,00,000 (Thirty Five Crores) equity shares of ₹ 10/- (Rupees Ten Only) each and 2,00,00,000 (Two Crores) Preference Shares of ₹ 100/- (Rupees Hundred Only) each subject to the provisions of Companies Act 2013, with the rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being with power to the Board of Directors to divide the shares in the capital for the time being into several classes and to attach thereto respectively, such preferential, qualified or special rights, privileges and conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being.

RESOLVED FURTHER THAT the Board of Directors or its appointed delegates/committees or Executive Directors or Company Secretary of the Company be and is hereby authorized to take all such steps as it may deem necessary, proper or expedient to give effect to this resolution.

Registered Office :

Sanghinagar P.O.,
Hayatnagar Mandal, R. R. District,
Telangana – 501511

Place: Ahmedabad
Date: 9th August, 2017

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

Anil Agrawal
Company Secretary

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, SHOULD BE COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- 2. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT MORE THAN 50 (FIFTY) AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. IN CASE THE PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY CANNOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto.
4. Members holding shares in physical form are requested to notify immediately any change in their address to the Company quoting their folio numbers. Members holding shares in electronic form shall address all communications to their respective Depository Participants only.
5. Members are requested to bring their copies of the Extra Ordinary General Meeting Notice to the meeting for their reference.
6. Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Act are requested to send the Company a certified copy of Board Resolution/Authorization together with specimen signatures authorizing their representative to attend and vote on their behalf at the meeting.
7. For the convenience of members and for proper conduct of the members, entry to the place of meeting will be regulated by attendance slips. Members are requested to affix their signatures at the place provided on the attendance slip and hand it over at the registration counters.
8. The Ministry of Corporate Affairs (MCA), New Delhi has taken "Green initiatives in Corporate Governance" by allowing paperless compliance by the Companies and issued a circular clarifying that the service of documents to be made by a Company can be made through electronic mode. To support the green initiative of the Ministry of Corporate Affairs, members who have not yet registered their e-mail id are requested to register the same immediately.

Members holding shares in physical form are requested to register their e-mail id by communicating the same to the Company mentioning their Folio number. Members holding shares in electronic form are requested to register their e-mail id for which they are advised to approach their Depository Participants (DP) in this regard.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
10. A Route Map showing the directions to reach the venue of the Extra Ordinary General Meeting is attached along with the Notice as per the requirement of Secretarial Standards – 2 on "General Meeting".
11. The Board of Directors has appointed Shri A.A.N. Murthy, Practising Company Secretary, (COP No. 15438 and ACS - 4796) as the Scrutinizer to scrutinize the remote e-voting and poll process at the Extra Ordinary General Meeting in a fair and transparent manner. The scrutinizer shall, after the conclusion of voting at the Extra Ordinary General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not being in the employment of the Company and make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall counter sign the same.
12. The result will be declared on receipt of Scrutinizers Report. The results declared along with the Scrutinizer's Report will be available on the website of the Company (www.sanghiment.com) and on the website of agency (www.evotingindia.com).

The Company shall simultaneously forward the results to NSE and BSE where the equity shares of the Company are listed.

13. The facility of voting through poll shall be made available at the venue of the Extra Ordinary General Meeting. The Members attending the Extra Ordinary General Meeting who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. Members who have cast their vote by remote e-voting prior to the meeting may also be entitled to attend the Extra Ordinary General meeting but shall not be entitled to cast their vote again. In case the members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through poll papers shall be treated as invalid.
14. Shareholders holding equity shares shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion. A person, whose names is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date i.e. 2nd September, 2017 only shall be entitled to avail facility of remote e-voting and poll process at the venue of the meeting.
15. Members who hold shares in electronic form are requested to write their DP ID and Client ID and those who hold shares in physical form are requested to write their Regd. Folio number in the Attendance Slip for attending the Extra Ordinary General Meeting to facilitate identification of membership at the Extra Ordinary General Meeting.
16. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may obtain Sequence No. for remote e-voting by sending a request at companysecretary@sanghiment.com and cast vote after following the instructions for remote e-voting as provided in the Notice convening the meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting your vote.
17. Shri Anil Agrawal, Company Secretary of the Company, shall be responsible for addressing all the grievances in relation to this Extra Ordinary General Meeting including e-voting. His contact details are - Email: companysecretary@sanghiment.com; Phone / Mobile No. : 08415- 242240.
18. In compliance with provisions of Section 108 of the Act and Rule 20 of The Companies [Management and Administration] Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility of 'remote e-voting' to exercise their right to vote at the Extra Ordinary General Meeting. The Company is providing remote e-voting facility as an alternative mode of voting which will enable the members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services [India] Limited [CDSL] to facilitate remote e-voting. The detailed process, instructions and manner for availing e-voting facility is as below:

The instructions for shareholders voting electronically are as under:

- (i) The remote E- voting period commences at 10.00 a.m. on 6th September, 2017 and ends at 5.00 p.m. on 8th September, 2017 (both days inclusive). During this period the shareholders of the Company holds shares either in physical form or dematerialized form as on the cut off date (record date) of 2nd September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in physical form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
 - (vii) If you are a first time user, please enter your PAN Number/PAN Value and Dividend Bank Details (Sequence Number) as printed and despatched separately.
 - (viii) After entering these details appropriately, click on "SUBMIT" tab.
 - (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xi) Click on the EVSN of Sanghi Industries Limited for which you choose to vote.
 - (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xvii) If Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) Note for Non-Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

CONTACT DETAILS:

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

ANNEXURE TO THE NOTICE**Explanatory Statement****(Pursuant to the provisions of Section 102 of the Companies Act, 2013)**

In conformity with the provisions Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to special businesses contained in the accompanying Notice.

Item No. 1

The Company, in order to enhance its global competitiveness and its ability to compete with the peer group in the domestic and international market, needs to strengthen its financial position and net worth by augmenting its long term resources.

In order to meet the requirements of above objectives and in order to meet the capital expenditure, working capital requirements of the Company, general corporate purposes and meeting the issue expenses, etc., the Company proposes to issue further capital by issue of Equity Shares and/ or Convertible and/or Non Convertible Debentures, and/or Preference Shares and/or Bonds and/or any other financial instrument convertible into equity shares, or such other securities, as may be permitted, by way of a public or private offering, including through a Qualified Institutions Placement (QIP) or any combination thereof, or any other method as may be permitted under applicable laws, in one or more tranches (referred to as "Securities"). The capital raising exercise is expected to strengthen the financial position and network of the Company.

The approval of members is sought hereby to increase the public shareholding in the Company and to raise additional funds by offering securities to Qualified Institutional Buyers and others as defined in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations").

The members may please note that the appended resolution is only an enabling resolution and the detailed terms and conditions for the offer will be determined in consultation with lead managers, advisors, underwriters and such other authorities and agencies as may be required to be consulted by the Company in due consideration of prevailing market conditions and other relevant factors. As the price of the Securities shall be determined at a later stage, exact number of securities to be issued shall also be crystallized later. However, an enabling resolution is being proposed to give adequate flexibility and discretion to the Board to finalize the terms of the offer.

Section 62(1)(c) of the Companies Act, 2013 ("Act") provides that, inter-alia, such further Securities may be offered to any persons whether or not such persons are existing holders of equity shares of the Company as on the date of offer by way of a Special Resolution passed to that effect by the Company in General Meeting. The Listing Agreement executed by the Company with the Stock Exchanges also provides that the Company shall, in the first instance, offer all Securities for subscription pro-rata to the Shareholders unless the Shareholders in a general meeting decide otherwise. Accordingly, Shareholders' approval is sought for issuing any such instrument as the Company may deem appropriate to parties other than the existing shareholders. The equity shares, if any, allotted on issue, conversion of Securities shall rank in all respects pari passu with the existing Equity Shares of the Company.

The Special Resolution seeks to empower the Board of directors of the company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to undertake a Qualified Institutional Placement as defined by SEBI ICDR Regulations, in consultation with the Lead Managers, Legal Advisors and other intermediaries to any persons, whether or not they are members of the Company. The Board may in their discretion adopt this mechanism, as prescribed under Chapter VIII of the SEBI ICDR Regulations. The pricing of the Equity Shares to be issued to Qualified Institutional Buyers pursuant to Chapter VIII of the SEBI ICDR Regulations shall be freely determined subject to such price not being less than the price calculated in accordance with the SEBI ICDR Regulations.

The special resolution also seeks to give the Board the powers to issue Equity Shares to the existing members by way of right issue and/or other entities by way of preferential allotment or such other convertible securities as the Board may decide, in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board, in its absolute discretion, deems fit. The detailed terms and conditions for the offer will be determined by the Board in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market condition and in accordance with the applicable provisions of law and other relevant factors.

Your Directors recommend the passing of the proposed Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed resolution except to the extent of issue of securities to them, if any.

Item No. 2

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the shareholders of the Company have already accorded approval to the Board of Directors of the Company to borrow money/moneys upto an amount of ₹ 5,000 Crores by passing a Special Resolution at the Annual General Meeting held on 22nd September, 2014.

In line with the regulatory changes in the recent past and coming into force The Companies Act, 2013 by repeating of Companies Act, 1956 and in line with various directives issued by Reserve Bank of India, from time to time, the Company has been advised to pass a Special Resolution under Section 62(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules made there-under to enable the Banks and Financial Institutions (hereinafter referred to as the "Lenders") to convert the outstanding loans or any other financial assistance categorized as loans (hereinafter referred to as the "Financial Assistances"), in foreign currency or Indian Rupee, already availed from the Lenders or as may be availed from the Lenders, from time to time, at their option, into equity shares of the Company upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable Securities and Exchange Board of India Regulations (SEBI Regulations) at the time of such conversion.

Accordingly, the Board recommends the resolution as set out in Item No. 2, to enable the Lenders, in terms of the lending arrangements, entered/to be entered, and as may be specified by the Financial Institutions/Banks under the financing documents already executed or to be executed in respect of the Financial Assistances availed/to be availed, at their option, to convert the whole or part of their respective outstanding Financial Assistances into equity shares of the Company, upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable SEBI Regulations at the time of such conversion.

Since decisions for raising the Financial Assistances or agreeing to terms and conditions for raising the Financial Assistances (including option to convert loan into equity) are required to be taken on quick basis, especially keeping in view the interest of the Company, it may not be feasible for the Company to seek shareholders consent each and every time, in view of the timings and the expenses involved, hence this resolution is proposed for approval by the members of the Company.

Pursuant to provisions of Section 62(3) of the Companies Act, 2013, this resolution requires approval of the members by way of passing of a Special Resolution.

Your Directors recommend the passing of the proposed Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed resolution except to the extent of issue of securities to them, if any.

Item No. 3

Considering the business plans and fund raising requirements of the Company, it is proposed to reclassify the existing Authorized Share Capital of the Company of ₹ 550,00,00,000 (Rupees Five Hundred Fifty Crore Only) divided into 27,50,00,000 (Twenty Seven Crores Fifty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each and 2,75,00,000 (Two Crore Seventy Five Lakhs) Optionally Convertible Cumulative Participating Preference Shares of ₹ 100/- (Rupees Hundred Only) each, to 35,00,00,000 (Thirty Five Crores) equity shares of ₹ 10/- (Rupees Ten Only) each i.e ₹ 350,00,00,000 (Rupees Three Hundred Fifty Crores Only) and 2,00,00,000 (Two Crores) Preference Shares of ₹ 100/- (Rupees Hundred Only) each i.e ₹ 200,00,00,000 (Two Hundred Crores Only).

As per the provisions of Sections 13 and 61 of the Companies Act, 2013, a Company can reclassify its Authorized Share Capital and amend Clause V of the Memorandum of Association of the Company with the consent of Shareholders.

A copy of the Memorandum of Association, together with proposed alteration, is available for inspection at the registered office of the Company during the business hours on any working day up to the date of Extra Ordinary General Meeting.

Your Directors recommend the passing of the proposed Special Resolution.

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

Registered Office :

Sanghinagar P.O.,
Hayatnagar Mandal, R. R. District,
Telangana – 501511

Place: Ahmedabad
Date: 9th August, 2017

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

Anil Agrawal
Company Secretary

SANGHI INDUSTRIES LIMITED

CIN : L18209TG1985PLC005581

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

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

Website: www.sanghiment.com

PROXY FORM

Form MGT II

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

Name of the Member(s) : _____

Registered Address : _____

E-mail ID : _____

Folio No./DPID-Client ID : _____

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

1. Name : _____

Address : _____

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

2. Name : _____

Address : _____

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

3. Name : _____

Address : _____

E-mail ID: _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Saturday, the 9th September, 2017 at 9.30 a.m. at the works of the Company at Village Motiber, Taluka Abdasa, Kutch District, Gujarat - 370511 and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business:

1. Approval for further raising of capital.
2. Approval for conversion of loan into equity.
3. Approval for re-classification of the Authorized Share Capital of the Company.

Signed this _____ day of _____ of 2017

Signature of Shareholder

Signature of Proxy holder(s)

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

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SANGHI INDUSTRIES LIMITED

CIN : L18209TG1985PLC005581

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

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

Website: www.sanghiment.com

ATTENDANCE SLIP

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

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company held on Saturday, the 9th September, 2017 at 9.30 a.m at the works of the Company at Village Motiber, Taluka Abdasa, Kutch District, Gujarat - 370511.

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

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

ROUTE MAP OF THE VENUE OF EXTRA ORDINARY GENERAL MEETING (EOGM) OF SANGHI INDUSTRIES LTD.

WAY TO REACH SANGHI INDUSTRIES LTD. -EOGM

