

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 ANNUAL GENERAL MEETING

Notice is hereby given that the **Thirty Third Annual General Meeting** of the Members of **M/s. Sanghi Industries Limited** will be held on Friday, the 21st day of August, 2020 at 10.00 a.m. through Video Conferencing or other audio visual means to transact the following business and the place of the meeting shall be deemed to be the registered office of the Company:

Ordinary Business:

1. To receive, consider and adopt financial statements of the Company including Audited Balance Sheet as at 31st March, 2020 and Statement of Profit and Loss and Cash Flow for the year ended on that date together with the Directors' Report and also the Auditors' Report thereon.
2. To appoint a Director in place of Shri Aditya Sanghi (holding DIN: 00033755), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**.
"Resolved that pursuant to the provisions of Section 148 and all the applicable provisions of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force) the consent of members be and is hereby accorded to ratify the remuneration decided by the Board of Directors of the Company based on the recommendation of the Audit Committee of Rs. 2,25,000/- (Rupees Two Lac Twenty Five Thousand Only) plus out of pocket expenses and GST, if any to M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad appointed by the Board of Directors to conduct the audit of the Cost records of the Company for the financial year 2020-21.
Resolved further that Shri Ravi Sanghi, Chairman & Managing Director, Smt. Bina Engineer, Whole-time Director and Shri Anil Agrawal, Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**.
"Resolved that in accordance with the provisions of sections 196, 197, Schedule V and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) read with Articles of Association of the Company and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and such other approvals as are necessary, consent of the Company be and is hereby accorded to the re-appointment of Shri Ravi Sanghi (holding DIN: 00033594) as Chairman and Managing Director of the Company with effect from 1st September, 2020, for a period of five years on the terms and conditions including remuneration payable to him for the period of three years with effect from 1st September, 2020 as set out in the Explanatory Statement.
Resolved further that in the event of any loss, absence or inadequacy of the profits of the Company, the remuneration mentioned in the Explanatory Statement shall be paid to Shri Ravi Sanghi, as minimum remuneration.
Resolved further that Nomination and Remuneration Committee of the Board be and is hereby authorized to revise from time to time during the tenure of the appointment of Shri Ravi Sanghi, the remuneration payable to him as prescribed in explanatory statement i.e. Annual Increment up to 25% of last salary drawn subject to overall limits laid down under the provisions of Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 without further approval of the Board and members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.
Resolved further that any one Executive Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution."

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

“Resolved that in accordance with the provisions of sections 196, 197, Schedule V and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) read with Articles of Association of the Company and such other approvals as are necessary, consent of the Company be and is hereby accorded to the re-appointment of Shri Nirubha Balubha Gohil (holding DIN: 05149953) as a Whole time Director of the Company with effect from 22nd December, 2020, for a period of three years on the remuneration and the terms and conditions as set out in the Explanatory Statement.

Resolved further that in the event of any loss, absence or inadequacy of the profits of the Company, the remuneration mentioned in the Explanatory Statement shall be paid to Shri Nirubha Balubha Gohil, as minimum remuneration..

Resolved further that Nomination and Remuneration Committee of the Board be and is hereby authorized to revise from time to time during the tenure of the appointment of Shri Nirubha Balubha Gohil, the remuneration payable to him as prescribed in explanatory statement i.e. Annual Increment up to 25% of last salary drawn subject to overall limits laid down under the provisions of Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) without further approval of the Board and members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

Resolved further that Shri Ravi Sanghi, Chairman & Managing Director and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution.”

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

“Resolved that in accordance with the provisions of Sections 196, 197, Schedule V and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) read with Articles of Association of the Company and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and such other approvals as are necessary, consent of the Company be and is hereby accorded for affirming the existing remuneration payable to Shri Aditya Sanghi, Whole time Director of the Company with effect from 6th September, 2020, for his remaining tenure as set out in the Explanatory Statement.

Resolved further that in the event of any loss, absence or inadequacy of the profits of the Company, the remuneration mentioned in the Explanatory Statement shall be paid to Shri Aditya Sanghi, as minimum remuneration.

Resolved further that Nomination and Remuneration Committee of the Board be and is hereby authorized to revise from time to time during the tenure of the appointment of Shri Aditya Sanghi, the remuneration payable to him as prescribed in explanatory statement i.e. Annual Increment up to 25% of last salary drawn subject to overall limits laid down under the provisions of Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 without further approval of the Board and members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

Resolved further that Shri Ravi Sanghi, Chairman & Managing Director and Shri Anil Agrawal, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution.”

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

“Resolved that in accordance with the provisions of Sections 196, 197, Schedule V and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) read with Articles of Association of the Company and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and such other approvals as are necessary, consent of the Company be and is hereby accorded for affirming the existing remuneration payable to Shri Alok Sanghi, Whole time Director of the Company with effect from 6th September, 2020, for his remaining tenure as set out in the Explanatory Statement.

Resolved further that in the event of any loss, absence or inadequacy of the profits of the Company, the remuneration mentioned in the Explanatory Statement shall be paid to Shri Alok Sanghi, as minimum remuneration.

Resolved further that Nomination and Remuneration Committee of the Board be and is hereby authorized to revise from time to time during the tenure of the appointment of Shri Alok Sanghi, the remuneration payable to him as prescribed in explanatory statement i.e. Annual Increment up to 25% of last salary drawn subject to overall limits laid down under the provisions of Companies Act, 2013

(including any statutory modifications or re-enactments thereof for the time being in force) and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 without further approval of the Board and members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

Resolved further that Shri Ravi Sanghi, Chairman & Managing Director and Shri Anil Agrawal, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution.”

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

“Resolved that pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Regulation 17 & 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Rule 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Ms. Raina Desai (holding DIN: 05113035), aged 29 years, who was appointed as an Additional Director of the Company by the Board of Directors (and categorized as ‘Independent Director’) with effect from 5th February, 2020, and who holds office as an Additional Director upto the date of ensuing Annual General Meeting of the Company and in respect of whom the company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of the Director of the Company and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, be and is hereby appointed as an Independent Woman Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 5th February, 2020.

Resolved further that Shri Ravi Sanghi, Chairman & Managing Director and Shri Anil Agrawal, Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Place: Ahmedabad
Date: 24th June, 2020

Notes:

- (1) In view of the massive outbreak of the COVID-19 global pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs (‘MCA’) allowed conducting of Annual General Meeting (‘AGM’) through Video Conferencing (‘VC’) or Other Audio Visual Means (‘OAVM’) and dispensed the personal presence of the members at the meeting. Accordingly, the MCA issued Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 prescribing the procedures and manner of conducting the AGM through VC/OAVM. Hence, members can attend and participate in the ensuing AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no.14.
- (2) Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto. The Board of Directors have considered and decided to include Item 3 to 8 given above as Special Business as they are unavoidable in nature.
- (3) Since this AGM is being held pursuant to the MCA Circular No. 14/2020 dated April 8, 2020 through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- (4) Members attending the meeting through VC / OAVM shall be counted for the purpose of quorum under Section 103 of the Companies Act, 2013.
- (5) The notice and the Annual Report of the Company is being sent to the members through electronic mode whose e-mail ID is registered with the Company. Members whose e-mail ID is not registered are requested to get the same registered with the Company by sending an E mail to: companysecretary@sanghiment.com
- (6) Members desiring any information as regards the Accounts are requested to write to the Company at least 10 working days before the meeting so as to enable the Management to keep the information ready at the time of meeting and the same shall be provided suitably at the time of meeting.

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

Anil Agrawal
Company Secretary

- (7) Members holding shares in electronic form shall address all communications to their respective Depository Participants only.
- (8) Necessary registers and documents will be available for inspection to the members in electronic mode. The members are required to send an e-mail of their intention of inspection to companysecretary@sanghiment.com
- (9) The members are requested to participate on first come first serve basis as participation through VC / OAVM is limited upto 1000 members and will be closed on expiry of 15 minutes from the schedule time of the meeting. This will not include large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first cum first served basis.

(10) Process and manner for members opting for voting through Electronic means:

- (i) 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 and Circulars issued by MCA dated April 8, 2020, April 13, 2020 and May 5, 2020, the Company is pleased to provide its members the facility of 'remote e-voting' to exercise their right to vote at the 33rd Annual General Meeting. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited [CDSL] to facilitate remote e-voting as well as e-voting system on the date of the AGM.
- (ii) Shareholders holding equity shares shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on cut-off date i.e. 14th August, 2020 only shall be entitled to avail facility of remote e-voting as well as e-voting system on the date of AGM.
- (iii) 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 cast vote after following the instructions for remote e-voting or e-voting system on the date of the AGM. 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.
- (iv) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- (v) The Company has appointed Shri Srikant Sangai, Practising Company Secretary, (COP No. 11113) to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

(11) The instructions for shareholders for remote e-voting are as under:

1. The remote E- voting period commences at 10.00 a.m. on 18th August, 2020 and ends at 5.00 p.m. on 20th August, 2020 (both days inclusive). During this period the shareholders of the Company holds shares as on the cut-off date (record date) of 14th August, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
3. The shareholders should log on to the e-voting website www.evotingindia.com
4. Click on Shareholders.
5. 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,
6. Next enter the Image Verification as displayed and Click on Login.
7. 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.
8. If you are a first time user, please enter your PAN Number and Dividend Bank Details or Date of Birth.
9. After entering these details appropriately, click on "SUBMIT" tab.
10. 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.

11. Click on the EVSN of Sanghi Industries Limited for which you choose to vote.
12. 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.
13. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
14. 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.
15. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
17. 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.
18. Shareholders can also cast their vote using CDSL’s mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting through your mobile.
19. 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.
 - Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer / Company by email through its registered email address to sangaisri@yahoo.com with a copy marked to companysecretary@sanghiment.com

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

(12) The instructions for shareholders voting on the day of the AGM on e-voting system are as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those Members who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and otherwise not barred from doing so shall be eligible to vote through e- voting system available in the AGM.
3. If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.
4. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

- (13) The result will be declared on receipt of Scrutinizers Report. The results declared along with the scrutinizer’s report will be available on the website of the Company (www.sanghiment.com) and on the website of agency (www.evotingindia.com). The Company shall simultaneously forward the results to NSE and BSE where the equity shares of the Company are listed.

(14) Instruction for members for attending the AGM through VC/OAVM are as under:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
 2. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
 3. Further, members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 5. Members who would like to ask questions may send their questions in advance atleast (10) working days before AGM mentioning their name, demat account number / folio number, email id, mobile number at companysecretary@sanghiment.com and register themselves as a speaker. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
 6. As the meeting is to be convened through VC / OAVM, the route map is not annexed in this Notice.
- (15) Shri Anil Agrawal, Company Secretary of the Company, shall be responsible for addressing all the grievances in relation to this Annual General Meeting including e-voting. His contact details are - Email: companysecretary@sanghiment.com; Phone / Mobile No.: 08415-242240.
- (16) 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 electronic form are requested to register their e-mail id for which they are advised to approach their Depository Participants in this regard.
- (17) 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.
- (18) SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018-49 dated 30th November, 2018, requests for effecting transfer of securities (except in case of transmission, transposition and relodgement of securities) shall not be processed from 1st April, 2019 unless the securities are held in the dematerialized form with the depositories.

(19) Information required to be furnished as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and secretarial standards on the General Meeting issued by the Institute of Company Secretaries of India, the particulars of Directors who are proposed to be re-appointed, are given below:

Name of Director & DIN	Date of Birth	Date of First Appointment	Brief resume, Qualification Expertise and Experience	Shareholding in the Company	Details of Directorship held in other Listed companies	Details of membership / chairmanship of other Board committees
Shri Aditya Sanghi DIN: 00033755	18 th September, 1982	27 th January, 2007	An alumnus of the reputed Rochester Institute of USA, Aditya Sanghi brings with him rich oeuvre of global perspectives. He provides valuable expertise in management of the clinker and cement operations, and the establishment and operation of thermal power plant. He has implemented numerous best manufacturing practices and has successfully executed diverse projects for the company. His expertise endows vital direction to the key functions of production, project management and corporate strategy.	49,59,500 Equity Shares (1.98% of Equity Share Capital)	----	----
Shri Ravi Sanghi DIN: 00033594	1 st July, 1952	14 th June, 1985	Graduate in Commerce, Shri Ravi Sanghi is a first generation entrepreneur, he leads the company with his inspiring vision and commitment. The establishment of one of the India's largest integrated single-stream cement plant in Kutch, by the Sanghi team is the result of his untiring dedication. He carries immense experience in conceptualizing and directing projects across diverse industries and magnitudes.	4,98,69,750 Equity Shares (19.87% of Equity Share Capital)	----	----
Nirubha Balubha Gohil DIN: 05149953	16 th June, 1950	22 nd December, 2011	Diploma in Mechanical Engineering. He is aged about 69 years and is having rich industrial experience in the field of Erection & Commissioning, Operations and Maintenance activities of Thermal Power Plants.	Nil	----	----

Name of Director & DIN	Date of Birth	Date of First Appointment	Brief resume, Qualification Expertise and Experience	Shareholding in the Company	Details of Directorship held in other Listed companies	Details of membership / chairmanship of other Board committees
Shri Alok Sanghi DIN: 00033506	13 th January, 1984	27 th January, 2007	Armed with a degree in Finance and Management from Kelley School of Business, Indiana University, Bloomington, USA, Alok Sanghi, brings immense knowledge and experience of the global Financial Services sector. Under his direction the company has successfully launched products in Domestic and International Markets. His business acumen lends crucial competence to the commercial, shipping, marketing strategies and corporate affairs of the company.	49,59,500 Equity Shares (1.98% of Equity Share Capital)	----	----
Ms. Raina Desai DIN: 05113035	8 th January 1991	5th February, 2020	She is a lawyer from Jindal Global Law School & a Commerce Graduate from University of Calcutta, is a young & dynamic entrepreneurial professional having core focus in Corporate Law, Corporate Governance and Strategy & Business Management.. Currently, Ms. Raina D. Desai, Director — Corporate Advisory Services and M&A in Baker Tilly DHC & Baker Tilly Global Centre of Excellence, a leading consultancy firm providing services in the field of business and tax advisory & solutions, corporate finance advisory, assurance, risk advisory to a number of reputed corporates worldwide. Ms. Desai is affiliated to the Bar Council of Maharashtra & Goa.	Nil	----	----

Shri Ravi Sanghi is father of Shri Aditya Sanghi and Shri Alok Sanghi, Whole time Directors of the Company. Except them no other directors are in any way inter-se related, related with the Managerial Personnel and other KMPs.

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 Srikanth Sangai, Practising Company Secretary. Email id: sangaisri@yahoo.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. 3

The Board on recommendation of the Audit Committee has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the Cost records of the Company for the financial year 2020-21.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

Accordingly, consent of the shareholders is sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2020-21.

Your Directors recommend the passing of the proposed Ordinary Resolution.

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

Item No. 4

Shri Ravi Sanghi is a first generation entrepreneur, he leads the company with his inspiring vision and commitment. The establishment of one of the India's largest integrated single-stream cement plant in Kutch, by the Sanghi team is the result of his untiring dedication. He carries immense experience in conceptualizing and directing projects across diverse industries and magnitudes.

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, the Board of Directors has considered it appropriate and advisable to re-appoint him for a period of 5 years with effect from 1st September, 2020 as the Chairman and Managing Director and accordingly he has been re-appointed as the Chairman and Managing Director.

In the event of any loss, absence or inadequacy of profits of the Company, the Company can pay remuneration to Shri Ravi Sanghi as mentioned hereunder as minimum remuneration if the conditions mentioned in Schedule V are fulfilled. One of the conditions being that "a special resolution is required to be passed at the general meeting of the company for payment of remuneration for a period not exceeding three years". In view of the above the remuneration has been fixed on the basis of recommendation of the Nomination and Remuneration Committee for a period of 3 years with effect from 1st September, 2020. The terms and conditions of re-appointment are as under:

(A) Salary: Rs. 1.875 Crore (Rupees One Crore Eighty Seven Lacs Fifty Thousand Only) per annum with suitable break up as per the rules of the Company.

He will be entitled for annual increment upto 25% of last salary drawn as may be finalized by Nomination and Remuneration Committee.

(B) In addition to above (A), commission @ 1% of net profits of each financial year as calculated under the provisions of Section 198 of the Companies Act, 2013.

(C) Perquisites:

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

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

(D) He shall not be liable to Retire by Rotation.

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

As per the provision of Sections 196, 197, Schedule V and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the re-appointment of and payment of remuneration to Managing Director requires the approval of the Shareholders in General Meeting by way of special resolution and hence necessary resolution has been proposed for your approval.

The Board of Directors is of the view that the services of Shri Ravi Sanghi will be of immense value to the Company. Your Directors, therefore, recommend his re-appointment as Chairman and Managing Director of the Company and passing of the proposed Special Resolution.

Except Shri Ravi Sanghi being an appointee, Shri Aditya Sanghi, Shri Alok Sanghi being relatives, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the resolution.

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

I. General Information:

- (1) Nature of Industry : Cement Industry
- (2) The commercial operations have already begun.
- (3) The Company is not a new Company
- (4) Financial performance:

Particulars	(Rs. In Crores)	
	Year ended (Audited) (31-03-2020)	Year ended (Audited) (31-03-2019)
Total Income	900.01	1088.23
Operating Profit	127.44	123.94
Profit Before Tax	65.36	52.60
Profit After Tax	65.36	52.60
Total Comprehensive Income	65.01	52.48

- (5) There was export earnings amounting to Rs. 14.15 Crores and outgo was Rs. 157.22 Crores including Rs 122.85 Crores towards Capital Expenditure during the financial year 2019-20.
- (6) There are no foreign investments directly 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 conceptualized the project. Under his dynamic leadership, the Company has successfully implemented the project against many odds and presently is running 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 Rs. 15.625 Lakh per month plus perquisites and benefits during the financial year 2019-20.

Due to Covid-19 pandemic and consequent Lockdown, Shri Ravi Sanghi has foregone his salary from the month of March, 2020 to June, 2020. Further, he has also foregone his Commission for the financial year ended 31st March, 2020.
- (3) Recognition and awards: The Company has received several recognition and awards under his leadership.
- (4) Job profile and his suitability: The Chairman and Managing Director has conceptualized the project and under his dynamic leadership the Company is running the cement plant successfully and reaching new heights every day. 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) Besides the proposed remuneration, 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:

During the year ended 31st March 2020, the total revenue was Rs. 900.01 Crores against Rs. 1088.23 Crores in the previous year. Company reported a net profit before and after tax of Rs. 65.36 crores for the year ended 31st March, 2020 as against a profit of Rs. 52.60 crores in the previous fiscal. The Total Comprehensive Income for the year is Rs. 65.01 Crores against Rs. 52.48 Crores in previous year. The earnings per share (EPS) for 2019-20 stood at Rs. 2.60 as against EPS of Rs. 2.10 in previous financial year.

The Company has emerged as a major cement player in western India over the last few years. It 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 also increasing its presence in Maharashtra, Rajasthan and Kerala.

The profits of the Company are in line with the current industrial scenario and are reasonable. The Company's products are very well accepted in the local as well as international market. The Company has made significant growth and the sales of the Company has increased from time to time.

Now, Company is focusing on expansion of capacity to tap the future potential in the industry. Completion of the project will help the Company to further improve its results and profitability. 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:

Rs.1.875 crore (Rupees One Crore Eighty Seven Lac Fifty Thousand Only) per annum. 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 finalized by Nomination and Remuneration Committee.

(B) Commission:

Commission @ 1% of net profits of each financial year as calculated under the provisions of Section 198 of the Companies Act, 2013.

(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 executives 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. 5

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

During the tenure of Shri Nirubha B. Gohil as Whole Time Director, he has continuously contributed to a great extent in the growth of the Company. Considering several aspects, the Board of Directors has considered it appropriate and advisable to re-appoint him for a period of 3 years with effect from 22nd December, 2020 as a Whole-time Director and accordingly he has been re-appointed as the Whole-time Director.

In the event of any loss, absence or inadequacy of profits of the Company, the Company can pay remuneration to Shri Nirubha B. Gohil as mentioned hereunder as minimum remuneration.

The remuneration has been fixed on the basis of recommendation of the Nomination and Remuneration Committee. The terms and conditions of re-appointment are as under :

(A) Salary: Rs. 60 lacs (Rupees Sixty Lacs Only) per annum with suitable break up as per the rules of the Company.

He will be entitled for annual increment upto 25% of last salary drawn as may be finalized by Nomination and Remuneration Committee.

(B) Perquisites:

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

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

(C) He shall be liable to Retire by Rotation.

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

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

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

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

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

I. General Information:

- (1) Nature of Industry : Cement Industry
- (2) The commercial operations have already begun.
- (3) The Company is not a new Company
- (4) Financial performance:

Particulars	(Rs. In Crores)	
	Year ended (Audited) (31-03-2020)	Year ended (Audited) (31-03-2019)
Total Income	900.01	1088.23
Operating Profit	127.44	123.94
Profit Before Tax	65.36	52.60
Profit After Tax	65.36	52.60
Total Comprehensive Income	65.01	52.48

- (5) There was export earnings amounting to Rs. 14.15 Crores and outgo was Rs. 157.22 Crores including Rs 122.85 Crores towards Capital Expenditure during the financial year 2019-20.
- (6) There are no foreign investments directly in the Company and the Company has not entered into foreign collaboration.

II. Information about the appointee:

- (1) Background details: Shri Nirubha B. Gohil holds a Diploma in Mechanical Engineering and has more than 40 years rich industrial experience in the field of Erection & Commissioning, Operations and Maintenance activities of Thermal Power Plants. He has expertise in Pollution Control Norms, Factory Regulations and other administrative matters also. He was earlier associated with the Company in Senior Management Position and was looking after the various activities pertaining to operations.
- (2) Past Remuneration: Shri Nirubha B. Gohil was paid remuneration of Rs.5 Lakh per month plus perquisites and benefits during the financial year 2019-20.

Due to Covid-19 pandemic and consequent Lockdown, Shri Nirubha B. Gohil has foregone his 30% salary from the month of April, 2020 to June, 2020.
- (3) Recognition and awards: Nil
- (4) Job profile and his suitability: Shri Nirubha B. Gohil is responsible for managing the company subject to the superintendence, control and direction of the Board of Directors. He has wide experience and expertise in the field of Erection & Commissioning, Operations and Maintenance activities of Thermal Power Plants. He has expertise in Pollution Control Norms, Factory Regulations and other administrative matters also. His experience and knowledge has helped the Company to a great extent.
- (5) Remuneration proposed: As per details given 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) Besides the proposed remuneration, Shri Nirubha B. Gohil has no pecuniary relationship directly or indirectly with the Company.

III. Other information:

During the year ended 31st March 2020, the total revenue was Rs. 900.01 Crores against Rs. 1088.23 Crores in the previous year. Company reported a net profit before and after tax of Rs. 65.36 crores for the year ended 31st March, 2020 as against a profit of Rs. 52.60 crores in the previous fiscal. The Total Comprehensive Income for the year is Rs. 65.01 Crores against Rs. 52.48 Crores in previous year. The earnings per share (EPS) for 2019-20 stood at Rs. 2.60 as against EPS of Rs. 2.10 in previous financial year.

The Company has emerged as a major cement player in western India over the last few years. It 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 also increasing its presence in Maharashtra, Rajasthan and Kerala.

The profits of the Company are in line with the current industrial scenario and are reasonable. The Company's products are very well accepted in the local as well as international market. The Company has made significant growth and the sales of the Company has increased from time to time.

Now, Company is focusing on expansion of capacity to tap the future potential in the industry. Completion of the project will help the Company to further improve its results and profitability. The Company has taken a series of steps under the guidance of Shri Nirubha B. Gohil for improvement and development of the Company.

IV. Disclosures:

(A) Salary:

Rs.60 Lacs (Rupees Sixty Lac Only) per annum. 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 finalized by Nomination and Remuneration Committee.

(B) 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 executives 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. 6

Shri Aditya Sanghi is an alumnus of the reputed Rochester Institute of USA. He brings with him rich oeuvre of global perspectives. He provides valuable expertise in management of the clinker and cement operations, and the establishment and operation of thermal power plant. He has implemented numerous best manufacturing practices and has successfully executed diverse projects for the company. His expertise endows vital direction to the key functions of production, project management and corporate strategy.

Shri Aditya Sanghi was re-appointed for a period of five years w.e.f. 6th September, 2017. In the event of any loss, absence or inadequacy of profits of the Company, the Company can pay remuneration to Shri Aditya Sanghi as mentioned hereunder as minimum remuneration if the conditions mentioned in Schedule V are fulfilled.

One of the conditions being that "a special resolution is required to be passed at the general meeting of the company for payment of remuneration for a period not exceeding three years."

Looking to the above requirement of payment of remuneration for a period not exceeding three years, which was approved by members and now it would be necessary to get the approval of members for payment of remuneration to him for his remaining tenure. The Board of Directors has considered it appropriate and advisable to affirm payment of his existing remuneration with effect from 6th September, 2020 till for his remaining tenure. The Nomination and Remuneration Committee has also recommended to continue to pay the existing remuneration to him for his remaining tenure. The terms and conditions of his remuneration are as under:

- (A) Salary: Rs. 1.25 Crore (Rupees One Crore Twenty Five Lac Only) per annum with suitable break up as per the rules of the Company. He will be entitled for annual increment upto 25% of last salary drawn as may be finalized by Nomination and Remuneration Committee.
- (B) In addition to above (A), commission @ 0.50% of net profits of each financial year as calculated under the provisions of Section 198 of the Companies Act, 2013.
- (C) Perquisites:
 Gratuity: The Company shall pay gratuity as per the Company's rules.
 Leave: He shall be entitled to leave benefits as per the Company's rules.
- (D) He shall be liable to Retire by Rotation.

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

As per the provision of Sections 196, 197, Schedule V and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the payment of remuneration to Whole time Director requires the approval of the Shareholders in 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 as Special Resolution.

Except Shri Aditya Sanghi, Shri Ravi Sanghi and Shri Alok Sanghi being relatives, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the resolution.

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

I. General Information:

- (1) Nature of Industry : Cement Industry
- (2) The commercial operations have already begun.
- (3) The Company is not a new Company
- (4) Financial performance:

Particulars	(Rs. In Crores)	
	Year ended (Audited) (31-03-2020)	Year ended (Audited) (31-03-2019)
Total Income	900.01	1088.23
Operating Profit	127.44	123.94
Profit Before Tax	65.36	52.60
Profit After Tax	65.36	52.60
Total Comprehensive Income	65.01	52.48

- (5) There was export earnings amounting to Rs. 14.15 Crores and outgo was Rs. 157.22 Crores including Rs 122.85 Crores towards Capital Expenditure during the financial year 2019-20.
- (6) There are no foreign investments directly in the Company and the Company has not entered into foreign collaboration.

II. Information about the appointee:

- (1) Background details: Shri Aditya Sanghi is an alumnus of the reputed Rochester institute of USA and has work experience with leading American Companies. He has rich hands on experience in management of the operations of the clinker and cement and implementation and operation of thermal power plant. He implemented many best practices of the manufacturing and has successfully executed diverse projects for the Company. His expertise endows vital direction to the key functions of production, project management and corporate strategy.
- (2) Past Remuneration: Shri Aditya Sanghi was paid remuneration of Rs.10,41,667/- per month plus perquisites and benefits during the financial year 2019-20.

Due to Covid-19 pandemic and consequent Lockdown, Shri Aditya Sanghi has foregone his salary from the month of March, 2020 to June, 2020. Further, he has also foregone his Commission for the financial year ended 31st March, 2020.

- (3) Recognition and awards: Shri Aditya Sanghi was honored with “Young Entrepreneur of Kutch Award” in the Jury Special Awards Category by Hon’ble Chief Minister of Gujarat State Smt. Anandiben Patel in the ceremony of “The FOKIA Excellence Awards -2013.” Mr. Aditya Sanghi has also written various research articles on the process of manufacturing of cement.
- (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 and 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) Besides the proposed remuneration, Shri Aditya Sanghi has no pecuniary relationship directly or indirectly with the Company except to the extent of his shareholding in the Company.

III. Other information:

During the year ended 31st March 2020, the total revenue was Rs. 900.01 Crores against Rs. 1088.23 Crores in the previous year. Company reported a net profit before and after tax of Rs. 65.36 crores for the year ended 31st March, 2020 as against a profit of Rs. 52.60 crores in the previous fiscal. The Total Comprehensive Income for the year is Rs. 65.01 Crores against Rs. 52.48 Crores in previous year. The earnings per share (EPS) for 2019-20 stood at Rs. 2.60 as against EPS of Rs. 2.10 in previous financial year.

The Company has emerged as a major cement player in western India over the last few years. It 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 also increasing its presence in Maharashtra, Rajasthan and Kerala.

The profits of the Company are in line with the current industrial scenario and are reasonable. The Company’s products are very well accepted in the local as well as international market. The Company has made significant growth and the sales of the Company has increased from time to time.

Now, Company is focusing on expansion of capacity to tap the future potential in the industry. Completion of the project will help the Company to further improve its results and profitability. The Company has taken a series of steps under the guidance of Shri Aditya Sanghi for improvement in manufacturing process.

IV. Disclosures:

(A) Salary:

Rs.1.25 crore (Rupees One Crore Twenty Five Lac Only) per annum. 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 finalized by Nomination and Remuneration Committee.

(B) Commission:

Commission @ 0.50% of net profits of each financial year as calculated under the provisions of Section 198 of the Companies Act, 2013.

(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 executives 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. 7

Shri Alok Sanghi is armed with a degree in Finance and Management from Kelley School of Business, Indiana University, Bloomington, USA, He, brings immense knowledge and experience of the global Financial Services sector. Under his direction the company has successfully launched products in Domestic and International Markets. His business acumen lends crucial competence to the commercial, shipping, marketing strategies and corporate affairs of the company.

Shri Alok Sanghi was re-appointed for a period of five years w.e.f. 6th September, 2017. In the event of any loss, absence or inadequacy of profits of the Company, the Company can pay remuneration to Shri Alok Sanghi as mentioned hereunder as minimum remuneration if the conditions mentioned in Schedule V are fulfilled.. One of the conditions being that “a special resolution is required to be passed at the general meeting of the company for payment of remuneration for a period not exceeding three years.”

Looking to the above requirement of payment of remuneration for a period not exceeding three years, which was approved by members and now it would be necessary to get the approval of members for payment of remuneration to him for his remaining tenure. The Board of Directors has considered it appropriate and advisable to affirm payment of his existing remuneration with effect from 6th September, 2020 for his remaining tenure. The Nomination and Remuneration Committee has also recommended for payment of existing remuneration to him. . The terms and conditions of his remuneration are as under:

- (A) Salary: Rs. 1.25 Crore (Rupees One Crore Twenty Five Lac Only) per annum with suitable break up as per the rules of the Company.
He will be entitled for annual increment upto 25% of last salary drawn as may be finalized by Nomination and Remuneration Committee.
- (B) In addition to above (A), commission @ 0.50% of net profits of each financial year as calculated under the provisions of Section 198 of the Companies Act, 2013.
- (C) Perquisites:
Gratuity: The Company shall pay gratuity as per the Company’s rules.
Leave: He shall be entitled to leave benefits as per the Company’s rules.
- (D) He shall be liable to Retire by Rotation.

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

As per the provision of Sections 196, 197, Schedule V and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the payment of remuneration to Whole time Director requires the approval of the Shareholders in 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 as Special Resolution.

Except Shri Alok Sanghi, Shri Ravi Sanghi and Shri Aditya Sanghi being relatives , none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the resolution.

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

I. General Information:

- (1) Nature of Industry : Cement Industry
- (2) The commercial operations have already begun.
- (3) The Company is not a new Company
- (4) Financial performance:

Particulars	(Rs. In Crores)	
	Year ended (Audited) (31-03-2020)	Year ended (Audited) (31-03-2019)
Total Income	900.01	1088.23
Operating Profit	127.44	123.94
Profit Before Tax	65.36	52.60
Profit After Tax	65.36	52.60
Total Comprehensive Income	65.01	52.48

- (5) There was export earnings amounting to Rs. 14.15 Crores and outgo was Rs. 157.22 Crores including Rs 122.85 Crores towards Capital Expenditure during the financial year 2019-20.
- (6) There are no foreign investments directly in the Company and the Company has not entered into foreign collaboration.

II. Information about the appointee:

- (1) Background details: Shri Alok Sanghi is armed with a degree in Finance and Management from Kelley School of Business, Indiana University, Bloomington, USA, He, brings immense knowledge and experience of the global Financial Services sector. Under his direction the company has successfully launched products in Domestic and International Markets. His business acumen lends crucial competence to the commercial, shipping, marketing strategies and corporate affairs of the company.
- (2) Past Remuneration: Shri Alok Sanghi was paid remuneration of Rs.10,41,667/- per month plus perquisites and benefits during the financial year 2019-20.
Due to Covid-19 pandemic and consequent Lockdown, Shri Alok Sanghi has foregone his salary from the month of March, 2020 to June, 2020. Further, he has also foregone his Commission for the financial year ended 31st March, 2020.
- (3) Recognition and awards: Shri Alok Sanghi was honored with “Young Entrepreneur of Kutch Award” in the Jury Special Awards Category by Hon’ble Chief Minister of Gujarat State Smt. Anandiben Patel in the ceremony of “ The FOKIA Excellence Awards -2013.” Mr. Alok Sanghi has also written various research articles on the marketing strategies and corporate affairs.
- (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) Besides the proposed remuneration, Shri Alok Sanghi has no pecuniary relationship directly or indirectly with the Company except to the extent of his shareholding in the Company.

III. Other information:

During the year ended 31st March 2020, the total revenue was Rs. 900.01 Crores against Rs. 1088.23 Crores in the previous year. Company reported a net profit before and after tax of Rs. 65.36 crores for the year ended 31st March, 2020 as against a profit of Rs. 52.60 crores in the previous fiscal. The Total Comprehensive Income for the year is Rs. 65.01 Crores against Rs. 52.48 Crores in previous year. The earnings per share (EPS) for 2019-20 stood at Rs. 2.60 as against EPS of Rs. 2.10 in previous financial year.

The Company has emerged as a major cement player in western India over the last few years. It 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 also increasing its presence in Maharashtra, Rajasthan and Kerala.

The profits of the Company are in line with the current industrial scenario and are reasonable. The Company’s products are very well accepted in the local as well as international market. The Company has made significant growth and the sales of the Company has increased from time to time.

Now, Company is focusing on expansion of capacity to tap the future potential in the industry. Completion of the project will help the Company to further improve its results and profitability. 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:

Rs.1.25 crore (Rupees One Crore Twenty Five Lac Only) per annum. 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 finalized by Nomination and Remuneration Committee.

(B) Commission:

Commission @ 0.50% of net profits of each financial year as calculated under the provisions of Section 198 of the Companies Act, 2013.

(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 executives 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. 8

Pursuant to Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Top 1000 listed entities based on market capitalization as on 31st March, 2020 shall have atleast one Independent Woman Director by 1st April, 2020. As the Company ("Sanghi Industries Limited") was ranked at "664" as per list dated 31st December, 2019 published by the National Stock Exchange of India Limited (NSE), it was required to appoint Independent Woman Director.

In compliance of the said regulation, the Board of Directors of the Company has appointed Ms. Raina Desai, aged 29 years, as an Additional Director (Categorized as Independent Woman Director) of the Company w.e.f. 5th February, 2020 who will hold office upto the date of ensuing Annual General Meeting. The Company has received from her requisite consent, intimation and a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act, in connection with her appointment as an independent director. Copy of the draft letter of her appointment as an Independent Director would be available for inspection without any fees by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. The Company has also received the notice proposing her candidature for appointment as a Director (Independent Category) as required under the provisions of Section 160 of the Companies Act, 2013.

Ms. Raina Desai is a lawyer from Jindal Global Law School & a Commerce Graduate from University of Calcutta. She is a young & dynamic entrepreneurial professional having core focus in Corporate Law, Corporate Governance and Strategy & Business Management.. Currently, Ms. Raina D. Desai, Director — Corporate Advisory Services and M&A in Baker Tilly DHC & Baker Tilly Global Centre of Excellence, a leading consultancy firm providing services in the field of business and tax advisory & solutions, corporate finance advisory, assurance, risk advisory to a number of reputed corporates worldwide. Ms. Desai is affiliated to the Bar Council of Maharashtra & Goa.

Looking to her experience and expertise, Your Board of Directors recommend the passing of the proposed Resolution.

Except Ms. Raina Desai, being the appointee, none of the other 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 – 501 511

Place: Ahmedabad

Date: 24th June, 2020

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

Anil Agrawal
Company Secretary