

Sanghi Industries Limited

CIN: L18209GJ1985PLC157787

Registered Office: "Adani Corporate House", Shantigram, Nr. Vaishnodevi Circle,
S.G. Highway, Khodiyar, Ahmedabad – 382421
Phone No.: +91 79-2656 5555

Email: companysecretary.sil@adani.com **Website:** www.sanghicement.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Members,
Sanghi Industries Limited

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of Companies Act, 2013 (**the "Act"**), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (**"Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"SEBI Listing Regulations"**), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 9/2023 dated 25th September, 2023, 09/2024 dated 19th September, 2024 and 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs, Government of India (**"MCA Circulars"**), Secretarial Standard on General Meetings (**"SS-2"**) (as amended) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below are proposed to be passed by the Members of **Sanghi Industries Limited (the "Company")** by means of Postal Ballot, only by way of remote e-voting (**"e-voting"**) process.

The proposed resolutions and the explanatory statement pursuant to Section 102, 110 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice (**"Notice"**), are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Raimeen Maradiya, Partner, Chirag Shah and Associates, Practicing

Company Secretary (Membership No. 11283 & COP No. 17554) as the Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner. Members are requested to carefully read the instructions mentioned under the head 'General information and instructions relating to e-voting' in this Notice and record their assent ("**FOR**") or dissent ("**AGAINST**") on the proposed resolution through the e-voting process only not later than 5:00 p.m. (IST) on **Wednesday, October 22, 2025** failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of Central Depository Services (India) Limited (hereinafter referred to as "**CDSL**" or "**Service Provider**") for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), Registrar and Share Transfer Agent ("**RTA**") to enable the Members to register their e-mail address. Those Members who have not yet registered their email address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within two (2) working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at <https://www.sanghicement.com/> on the website of CDSL at www.evotingindia.com and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to the National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed.

The proposed resolutions, if approved, by the requisite majority of Members by means of Postal Ballot will be taken as having duly passed on the last date specified for e-voting i.e. **Wednesday, October 22, 2025**.

SPECIAL BUSINESS:

Item No. 1

To approve material modification to the related party transactions with Adani Enterprises Limited and/or its wholly owned subsidiary

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder [including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any], and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), as amended from time to time, read with the Company's Policy on Related Party Transactions and based on the approval of the Audit Committee and recommendation of the Board of Directors of the

Company and subject to the other requisite statutory / regulatory approvals, if any, required and in partial modification of the resolution passed vide Postal Ballot Notice dated January 27, 2025, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall include any Committee thereof or person(s) authorized by the Board), for entering into related party transaction(s) / carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of contracts / arrangements / transactions or as fresh and independent transaction(s) or otherwise {whether individually or series of transaction(s) taken together or otherwise}, with **Adani Enterprises Limited (AEL)** and/or AEL's wholly-owned unlisted subsidiary, each a related party of the Company, during the Financial 2025-26, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time provided, however, that the said contract(s) / arrangement(s) / transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions and settle all questions, difficulties or doubts that may arise in this regard."

Item No. 2

To approve material modification to the related party transactions with Adani Cement Industries Limited

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder {including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any}, and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), as amended from time to time, read with the Company's Policy on Related Party Transactions and based on the approval of the Audit Committee and recommendation of the Board of Directors of the Company and subject to the other requisite statutory / regulatory approvals, if any, required and in partial modification of the resolution passed vide Postal Ballot Notice dated January 27, 2025, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall include any Committee thereof or person(s) authorized by the Board), for entering into related party transaction(s) / carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of contracts / arrangements / transactions or as fresh and independent transaction(s) or otherwise {whether individually or series of transaction(s) taken together or otherwise}, with **Adani Cement Industries Limited (ACIL)**, wholly-owned unlisted subsidiary of Ambuja Cements Limited (Holding company), a related party of the Company, during the Financial 2025-26, as per the details set out in the explanatory statement annexed

to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time provided, however, that the said contract(s) / arrangement(s) / transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions and settle all questions, difficulties or doubts that may arise in this regard."

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

**Pranjali Dubey
Company Secretary
Membership No. A52179**

Date: July 28, 2025
Place: Ahmedabad

Registered Office:
Adani Corporate House,
Shantigram, Nr. Vaishnodevi Circle,
S. G. Highway, Khodiyar,
Ahmedabad – 382421 Gujarat, India
CIN: L18209GJ1985PLC157787

Notes:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, if any of the Act read with the rules framed thereunder concerning the resolution as set out in the postal ballot notice is annexed hereto and forms part of this Notice.
2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on **Friday, September 19, 2025** (the "**Cut-Off Date**") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information purposes only.

3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and SS -2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA, MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), by clicking the link : https://web.in.mpms.mufig.com/EmailReq/Email_Register.html.

Post successful registration of the e-mail, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to rnt.helpdesk@in.mpms.mufig.com.

6. It is clarified that for permanent registration of e-mail address, the members are, however, requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.
7. The e-voting rights of the Shareholders / beneficiary owners shall be reckoned on the shares held by them as on **Friday, September 19, 2025** being the Cut-Off date for the purpose. The shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cut-Off date, can cast their vote electronically.
8. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
9. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by email to

- raimeen.maradiya@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com
10. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
 11. Postal Ballot (e-voting) period commences from **Tuesday, September 23, 2025 (9:00 a.m. IST)** and ends on **Wednesday, October 22, 2025 (5:00 p.m. IST)**. At the end of the e-voting period, the facility shall forthwith be blocked and e-voting shall not be allowed beyond the said date and time.
 12. The proposed resolution, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be **Wednesday, October 22, 2025**. The resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same has been passed at a general meeting of the Members.
 13. This Notice shall also be available on the website of the Company at www.sanghicement.com websites of the stock exchanges where the equity shares of the Company are listed, i.e. National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively, and on the website of CDSL at www.evotingindia.com.
 14. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send a request by way of an email to companysecretary.sil@adani.com. For ease of reference, execution versions of Master Supply Agreement and Master Service Agreement (MSAs) with ACIL are also placed on the website of the Company at www.sanghicement.com.

General information and instructions relating to e-voting:

- i. The voting period begins on **Tuesday, September 23, 2025 (9:00 a.m. IST)** and ends on **Wednesday, October 22, 2025 (5:00 p.m. IST)**. During this period, the shareholders of the Company, holding shares, as on the cutoff date (record date) viz., **Friday, September 19, 2025**, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolution. Individual shareholders holding securities in demat mode are allowed to vote through their demat account(s) maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.

- iii. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- iv. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1:

Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

- (i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL / NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be</p>

	<p>redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders Holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders Holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: (022-4886 7000 and 022-2499 7000)

Step 2: Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (ii) Login method for Remote e-voting for physical shareholders and shareholders other than individual holding in Demat form.

1. The shareholders should log on to the e-voting website www.evotingindia.com
2. Click on "Shareholders" module
3. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend, Bank, Details, OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (iii) After entering these details appropriately, click on "SUBMIT" tab.
- (iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 resolution 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.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (vi) Click on the EVSN for the Company – Sanghi Industries Limited on which you choose to vote.
- (vii) 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.

- (viii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiv) Additional Facility for Non-Individual Shareholders and Custodians – For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at raimeen.maradiya@gmail.com and to the Company at the email address viz; companysecretary.sil@adani.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(xv) Process for those shareholders whose email/mobile no. are not registered with the company/depositories.

1. For Physical shareholders - please provide necessary details like folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

Contact Details:

Company	Sanghi Industries Limited Regd. Office: Adani Corporate House, Shantigram, Nr. Vaishnodevi Circle, S. G. Highway, Khodiyar, Ahmedabad – 382421 Gujarat, India Ph +91 79-2656 5555 www.sanghiment.com CIN: L18209GJ1985PLC157787 E mail: companysecretary.sil@adani.com
Registrar and Transfer Agent	M/s. MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) Regd. Office: C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083. Tel: 8108116767 Fax: +91-22-49186060 E mail ID: rnt.hespdesk@in.mpms.mufg.com
e-voting Agency	Central Depository Services (India) Limited Email: helpdesk.evoting@cdslindia.com Toll Free: 1800 21 09911 Phone: 022-23058738, 022-23058543
Scrutinizer	Mr. Raimeen Maradiya, Partner Chirag Shah and Associates, Practicing Company Secretary E mail: raimeen.maradiya@gmail.com

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

In terms of the provisions of Section 102 of the Companies Act, 2013 ("the Act"), Secretarial Standard on General Meetings ("SS-2") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the following statement sets out the material facts relating to Agenda items, as set out in this Notice.

Item Nos. 1 and 2

The provisions of the SEBI Listing Regulations mandate prior approval of shareholders of a listed entity by means of an ordinary resolution for all material related party transactions ('RPTs') and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the company and at arm's length basis.

Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, exceed(s) ₹ 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company had, vide the Postal Ballot Notice dated January 27, 2025, *inter alia*, obtained an approval of the Members for entering into material RPTs with Adani Enterprise Limited ("AEL") and its wholly-owned unlisted subsidiaries namely Adani Cement Industries Limited ("ACIL") and Adani Global PTE Limited ("AGPTE") for purchase of solid fuels, fly ash etc and availing of shared services as per the limits mentioned below:

AEL : Rs.700 crore;
ACIL : Rs.250 crore; and
AGPTE : Rs.50 crore.
Total : Rs. 1,000 crore

Without changing the overall approved amount of, the Company proposes to modify the above approvals, based on following rationale:

Item 1: Modification in RPTs with AEL and / or AGPTE:

Due to evolving global macro-economics and geo-political issues over past few quarters, there have been several operational challenges in procuring solid fuels (primarily coal/pet coke) from third-party vendors. These challenges included complex delivery terms, delays in opening letters of credit, inconsistent supply timelines, and significant quality issues, all of which adversely impacted the efficiency and reliability of clinker and cement production.

To address these issues, Sanghi Industries Limited ("SIL"/"Company") has entered into a supply arrangement with AEL and AGPTE, which are leading solid fuel trading entities. AEL and AGPTE have agreed to supply superior and consistent quality solid fuels at arm's length pricing, supported by efficient logistics and reliable delivery schedules. This strategic arrangement has been significantly benefitting SIL and its stakeholders by ensuring uninterrupted operations, improved product quality, and enhanced supply chain efficiency. As mentioned above, the Members of SIL have approved RPTs with AEL (for Rs.700 crore) and with AGPTE (for Rs.50 crore). The sub-limit of Rs.50 crore, in case of AGPTE, may pose an operational challenge to the Company, in case AEL is not able to supply solid fuels, coal/petcoke of required quantity / quality under any circumstances and in a timely manner.

Considering this, the Audit Committee and Board of Directors, at their meetings held on 28th July 2025, approved modifications in the approved RPT limits, by virtue of which, it is proposed to remove sub-limit of Rs.50 crore for AGPTE, without changing the overall limit of Rs.750 crore. This would provide greater flexibility to SIL to plan its sourcing from AEL and/or AGPTE, depending upon requirement and market dynamics. The principles of arm's length, as approved earlier, would remain same. Since removal of sub-limit on AGPTE would be a material modification, the Company is seeking Members' approval, pursuant to the applicable provisions of SEBI Listing Regulations.

Item 2: Modification in RPTs with ACIL

As mentioned above, the members of the Company, pursuant to the Postal Ballot Notice dated January 27, 2025 had approved RPTs with ACIL upto Rs.250 crore during FY 2025-25. At the time of seeking approval of the members, ACIL was a step-down subsidiary of AEL.

Subsequently, effective from August 1, 2025, ACIL has become a wholly-owned subsidiary of Ambuja Cements Limited ("Ambuja Cements" - the holding company of SIL), pursuant to approval of the Scheme of Amalgamation. As such, ACIL and SIL are now fellow subsidiaries of Ambuja Cements.

Both ACIL and SIL are engaged principally in the business of manufacturing, selling and dealing in cement of all kinds and other cement related products, using their cement manufacturing assets. In order to achieve synergies and economies of scale, reduce operational costs, strengthen the sustainability of the businesses and conserve natural resources, it is proposed to expand the nature of RPTs between SIL and ACIL to include sale / purchase of cement, clinker, raw materials, spare parts etc. and availing / rendering of services on an arm's length basis and in ordinary course of business through Master Supply Agreement and Master Service Agreement. While the overall limit approved by the shareholders for RPTs between SIL and ACIL would remain the same at Rs.250 crore, for FY 2025-26, considering revised and expanded nature of proposed RPTs, the Company is seeking members' approval, pursuant to the applicable provisions of SEBI Listing Regulations.

The details as required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are as follows:

Sr. No.	Details	Adani Enterprises Limited (AEL) and Adani Global Pte Limited (AGPTE)	Adani Cement Industries Limited (ACIL)								
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	AEL and its wholly-owned subsidiary namely AGPTE (Adani Group entities).	ACIL is a wholly-owned subsidiary of Ambuja Cements, the holding company of SIL.								
2	Nature, material terms, monetary value and particulars of contracts or arrangement	<div>Purchase of solid fuels, fly ash etc and availing of shared services.</div> <table><tr><th>Details</th><th>Particulars</th></tr><tr><td>Pricing</td><td>Purchase of solid fuels, fly ash etc At market price, prevailing at the time of transaction. Availing of shared Services AEL charges on cost basis for providing shared services.</td></tr><tr><td>Quantity</td><td>As required by SIL from time to time</td></tr><tr><td>Payment</td><td>As per the prevailing market terms.</td></tr></table>	Details	Particulars	Pricing	Purchase of solid fuels, fly ash etc At market price, prevailing at the time of transaction. Availing of shared Services AEL charges on cost basis for providing shared services.	Quantity	As required by SIL from time to time	Payment	As per the prevailing market terms.	<div>Sale / Purchase of Cement, Clinker, raw materials, spare parts etc and availing / rendering of services.</div> <div>Execution versions of Master Supply Agreement and Master Service Agreement with ACIL are placed on the website of the Company (<i>please refer sr. no. 14 of the 'Notes' section forming part of this Notice for the web/ink</i>) inter alia incorporating the arm's length pricing to be followed.</div>
Details	Particulars										
Pricing	Purchase of solid fuels, fly ash etc At market price, prevailing at the time of transaction. Availing of shared Services AEL charges on cost basis for providing shared services.										
Quantity	As required by SIL from time to time										
Payment	As per the prevailing market terms.										
3	Tenure of the proposed transaction	Financial Year 2025-26	Financial Year 2025-26								
4	Value of Transaction	Rs.750 crore (collectively for AEL and AGPTE)	Rs.250 crore								
5	The percentage of the listed entity's annual consolidated turnover, for the immediately	<div>Turnover of SIL for FY 2024-25 was Rs. 960.17 crore</div> <div>Proposed RPT is 78.11% of SIL's turnover</div>	Turnover of SIL for FY 2024-25 was Rs. 960.17 crore								

Sr. No.	Details	Adani Enterprises Limited (AEL) and Adani Global Pte Limited (AGPTE)	Adani Cement Industries Limited (ACIL)
	preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)		<p>Turnover of ACIL for FY 2024-25 was Rs.380.96 crore</p> <p>Proposed RPT is 26.04% of SIL's turnover</p> <p>Proposed RPT is 196.87% of ACIL's turnover</p>
6	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary		
A	Details of the source of funds in connection with the proposed transaction.	Not Applicable	
B	<p>Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:</p> <ul style="list-style-type: none"> - Nature of indebtedness, - Cost of funds, and - Tenure 		
C	Applicable terms, including covenants, tenure, interest rate and repayment		

Sr. No.	Details	Adani Enterprises Limited (AEL) and Adani Global Pte Limited (AGPTE)	Adani Cement Industries Limited (ACIL)
	schedule, whether secured or unsecured; if secured, the nature of security.		
D	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.		
7	Justification as to why the RPT is in the interest of the listed entity	As mentioned in the rationale above	
8	A copy of the valuation or other external party report, if any such report has been relied upon	The transactions at present do not contemplate any valuation.	
9	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	<p>The Company has obtained the arm's length opinion from an independent reputed external firm. The said report confirms that proposed terms of the contracts meet the arm's length testing criteria. The transaction under the contracts also qualifies as contracts in the ordinary course of business.</p> <p>The reports are available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in 'Notes' section forming part of this Notice.</p>	
10	Any other information that may be relevant	The RPTs proposed to be entered shall be in ordinary course of business and on arm's length basis.	

Pursuant to the SEBI Listing Regulations, prior approval of the members will be required for material modifications of the approved material RPTs and accordingly, the Board of Directors of the Company recommends passing of the Ordinary Resolutions, as set out in Item Nos. 1 and 2 of this Notice, for the approval of the Members of the Company.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall not vote in favor of the said Resolutions.

None of the Directors (except Mr. Ajay Kapur and Mr. Sukuru Ramarao, who are common directors in SIL and ACIL and their relatives), Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested financially or otherwise in the Resolutions set out in Item Nos. 1 and 2 of this Notice, except to the extent of their shareholding, if any, in the Company.

**By Order of the Board,
For Sanghi Industries Limited**

**Pranjali Dubey
Company Secretary
Membership No.: A52179**

Place: Ahmedabad
Date: July 28, 2025

Registered Office:
"Adani Corporate House", Shantigram,
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