

Recommendations of the Committee of Independent Directors ("IDC") of Sanghi Industries Limited ("Target Company/ TC") under Regulation 26(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations" or "Takeover Code") on the Open Offer (as defined below) made by Ambuja Cements Limited ("Acquirer") to the public shareholders of the Target Company.

1	Date	January 9, 2024
2	Name of the TC	Sanghi Industries Limited
3	Details of the Offer pertaining to the TC	<p>Open offer for acquisition of up to 6,71,64,760 (Six Crore Seventy One Lakh Sixty Four Thousand Seven Hundred and Sixty) fully paid up equity shares having a face value of INR 10 (Indian Rupees Ten) each ("Equity Shares") of Sanghi Industries Limited ("Target Company"), representing 26% (Twenty-six percent) of the Voting Share Capital (as defined in the PA) from the Public Shareholders (as defined in the PA) of the Target Company by Ambuja Cements Limited ("Acquirer"), at a price of INR 121.90 (Indian Rupees One Hundred Twenty One and Ninety Paise) ("Revised Offer Price") (the "Open Offer" or "Offer").</p> <p>The public announcement dated August 03, 2023 ("PA"), the detailed public statement dated August 09, 2023 which was published on August 10, 2023 ("DPS"), the draft letter of offer dated August 21, 2023 ("DLOF"), the corrigendum to PA, DPS, and DLOF dated December 05, 2023 ("Corrigendum") and the letter of offer dated January 5, 2024 ("LOF") have been issued by SBI Capital Markets Limited on behalf of the Acquirer.</p>
4	Name(s) of the Acquirer and PAC with the Acquirer	<p>Ambuja Cements Limited (Acquirer)</p> <p>There are no persons acting in concert (PACs) with the Acquirer for the purposes of the Open Offer.</p>
5	Name of the Manager to the Open Offer	<p>SBI Capital Markets Limited Unit No. 1501, 15th Floor, A &amp; B Wing, Parinee Crescenzo Building, Plot C-38, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra, India</p>

**Registered Office**  
Sanghi Industries Limited  
Sanghinagar – 501511  
R.R. District, Telangana, India  
Ph: 08415-242217  
[www.sanghicement.com](http://www.sanghicement.com)

**Corporate Office**  
Adani Corporate House  
Shantigram, S. G. Highway  
Khodiyar, Ahmedabad – 382421  
Gujarat, India  
Ph +91 79-2555 5555

CIN: L18209TG1985PLC005581

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		<p>Tel. No.: +91 22 4006 9807          Website: www.sbicans.com          Email ID: sanghi.openoffer@sbicans.com          Contact Person: Janardhan Wagle / Sambit Rath / Karan Savardekar          SEBI Registration Number: INM000003531</p>
6	<b>Members of the Committee of Independent Directors "IDC"</b>	<p>Mr. Ravi Kapoor, Chairman          Mr. Sudhir Nanavati, Member          Mrs. Shruti Shah, Member</p>
7	<b>IDC Member's relationship with the TC (Director, equity shares owned, any other contract/relationship), if any</b>	<p>All the members of the IDC are serving as Non-Executive Independent Directors on the Board of the Target Company.</p> <p>None of the members of the IDC hold any equity shares or any other securities of the Target Company.</p> <p>None of the members of the IDC have any contractual or any other relationship with the Target Company.</p>
8.	<b>Trading in the equity shares/ other securities of the TC by IDC Members</b>	<p>None of the members of the IDC have traded in any of the equity shares/securities of the Target Company during the (a) 12 months period preceding the date of the PA i.e. August 03, 2023; and (b) the period from the date of the PA till the date of this recommendation.</p>
9.	<b>IDC Member's relationship with the Acquirer (Director, equity shares, owned, any other contract/relationship), if any</b>	<p>None of the members of the IDC:</p> <ul style="list-style-type: none"> <li>a. are directors on the board of the Acquirer;</li> <li>b. hold any equity shares or other securities of the Acquirer, except for Mrs Shruti Shah, Independent Director, who personally does not deal in any shares of the Acquirer, but is a co-trustee of a Private family trust for the benefit of her minor children, which acquired 6,000 shares of the Acquirer on February 1, 2023; or</li> <li>c. have any contractual or any other relationship with the Acquirer.</li> </ul>

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*Ravi Kapoor*

10.	<b>Trading in the equity shares/ securities of the Acquirer by IDC Members</b>	None of the members of the IDC have traded in any of the equity shares/securities of the Acquirer during the (a) 12 months period preceding the date of the PA i.e. August 03, 2023, except for Mrs Shruti Shah, Independent Director, who personally does not deal in any shares in the Acquirer, but is a co-trustee of a Private family trust for the benefit of her minor children, which acquired 6,000 shares of the Acquirer on February 1, 2023; and (b) the period from the date of the PA till the date of this recommendation.
11.	<b>Recommendation on the Open Offer, as to whether the offer is fair and reasonable</b>	<p>The IDC has reviewed the PA, the DPS, the Corrigendum, and the LOF issued by the Manager to the Offer on behalf of the Acquirer, in connection with the Open Offer.</p> <p>DHC Advisory LLP, Chartered Accountants, appointed by the IDC to provide its independent opinion with respect to the Revised Offer Price has opined that the Revised Offer Price of INR 121.90 is in accordance with Regulation 8(2) of the Takeover Code and on that basis and to that extent, appears to be fair and reasonable.</p> <p>Based on the above, the IDC is of the opinion that, as on the date of this recommendation, the Revised Offer Price offered by the Acquirer is in accordance with Regulation 8(2) of the Takeover Code; and on that basis and to that extent, appears to be fair and reasonable.</p>
12.	<b>Summary of reasons for recommendations</b>	<p>The IDC has reviewed the PA, the DPS, the Corrigendum and the LOF issued by the Manager to the Offer on behalf of the Acquirer, in connection with the Open Offer.</p> <p>DHC Advisory LLP, Chartered Accountants, appointed by the IDC to provide its independent opinion with respect to the Revised Offer Price has opined that the Revised Offer Price of INR 121.90 is in accordance with Regulation 8(2) of the Takeover Code and on that basis and to that extent, appears to be fair and reasonable.</p>

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		<p>Based on the above, the IDC is of the opinion that, as on the date of this recommendation, the Revised Offer Price offered by the Acquirer is in accordance with Regulation 8(2) of the Takeover Code; and on that basis and to that extent, appears to be fair and reasonable.</p> <p>The shareholders are advised to independently evaluate the Open Offer and take an informed decision in their best interest on whether or not to tender their Equity Shares in the Open Offer.</p> <p>Recommendation of IDC as submitted to stock exchanges may be accessed at website of the Company.</p>
13.	<b>Disclosure of voting pattern of the IDC</b>	The recommendations were unanimously approved by the members of the IDC present at the meeting held on January 9, 2024.
14.	<b>Details of Independent Advisors, if any</b>	<p>DHC Advisory LLP is one of the leading accounting and consultancy firms forming part of DHC   Desai Haribhakti.</p> <p>DHC   Desai Haribhakti has an overall experience of more than 70 years in providing professional services in the areas of assurance, Risk &amp; Advisory, Tax &amp; Regulatory, Corporate Financial Advisory, Global Knowledge, etc.</p> <p>They have multi-locational offices with presence in 11+ cities across India and 20+ offices across India with more than 1,000+ professionals serving several industries.</p>
15.	<b>Any other matter to be highlighted</b>	None

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To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the Target Company under the SEBI (SAST) Regulations.

**For and on behalf of the Committee of Independent Directors of  
Sanghi Industries Limited**



**Name: Ravi Kapoor**

**DIN: 00003847**

**Designation: Chairperson, Committee of Independent Directors (IDC)**

**Place: Ahmedabad**

**Date: 9<sup>th</sup> January 2024**

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