

Date: 28th February, 2025

To,
National Stock Exchange of India Limited
'Exchange Plaza'. C-1,
Block G, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051
Symbol: SANGHIIND

Sub: Submission of Information / details sought in the matter of Scheme of Arrangement between Sanghi Industries Limited (Transferor Company) and Ambuja Cements Limited (Transferee Company) and their respective Shareholders.

Ref.: (i) NSE Letter Ref: NSE/INVG/2025/142235 dated 13th February, 2025.
(ii) Our Letter Dated 19th February 2025

Dear Sir / Madam,

We refer to your letter having Ref No. NSE/INVG/2025/142235 dated 13th February 2025 requesting extensive details in the matter of ongoing Scheme of Arrangement between Sanghi Industries Limited and Ambuja Cements Limited and our letter dated 19th February 2025 requesting for extension of time upto 28th February 2025.

In this regard, we are submitting our pointwise reply / response along with the necessary documents / clarifications as under :

Query (a)

Complete details of Management Information System (MIS) like types of information, officials / person with whom MIS are being shared, frequency of MIS etc. for the period 01 August 2024 to 15 January 2025.

Reply:

The details sought are forming part of the chronological order of the events in relation to the aforesaid announcements and is attached as **Annexure 1**.

Query (b)

Copies of MIS Reports or any other reports in relation to the said **announcement** of the company which were generated / prepared during the said period. Also provide the details of -

- i. Directors / Key Management Persons ("KMPs") / other persons to whom such reports were shared and

Sanghi Industries Limited
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Adani Corporate House,
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www.sanghicement.com

CIN: L18209GJ1985PLC157787

- ii. Dates when such reports were shared (complete details like date of email / letter, date of receipt etc.)

Reply:

Please refer **Annexure 1** for the details with respect to reports in relation to the said Announcements.

Query (c)

Sequence of events from the date of commencement of discussion to execution of these events in chronological order in the attached excel workbook (refer sheet 1.c) along with proof:

Reply:

We are still collating the required information. The details of the sequence of events will be provided shortly.

Query (d)

Information about the entities who were aware of the aforesaid announcements in the attached excel workbook (refer sheet 1.d).

Reply:

Please refer to **Annexure 1** in respect of Information about the entities who were aware of the said announcements.

Query (e)

Certified copy of extract of Structured Digital Database (SDD) w.r.t. Unpublished Price Sensitive Information ("UPSI") relating to the aforesaid **announcement** along with their PANs or any other identifier authorized by law where PAN is not available, as maintained internally by the Company in terms of Regulation 3 (5) r/w 3 (6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015. [*Applicable from April 01, 2019]

Reply:

A certified copy of the extract of Structured Digital Database (SDD) is enclosed herewith as **Annexure 2**.

Query (f)

Additional details such as:

- a. Details of person(s) who had access to SDD during the period 01 August 2024 to 15 January 2025.

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- b. Details of logs (including date and time) of access made to SDD during the period 01 August 2024 to 15 January 2025.
- c. Details of modifications, if any, to SDD post the UPSI / information was made public.

Reply:

Please refer our pointwise responses as under :

- a. Mr. Anil Agrawal, Company Secretary & Compliance Officer of the Company was having access to SDD during the aforesaid period:
- b. Please refer to the enclosed **Annexure 3**.
- c. No modification was made to SDD post the UPSI / information was made public.

Query (2)

Also provide the information with regards to the entities connected to the company in the attached excel workbook (refer sheet 2).

The terms mentioned above have been defined under SEBI (PIT) Regulations, 2015 / SEBI (ICDR) Regulations as given below –

- Connected persons - defined under Regulation 2(d) of SEBI (PIT) Regulations, 2015.
- Deemed to be connected - as per Regulation 2 (d) (ii) of SEBI (PIT) Regulation, 2015.
- Designated employees of the company - as per Company's Code of Conduct for Prevention of Insider Trading.
- Promoters and persons forming part of promoter group - as defined under Regulation 2(1)(za) & 2(1)(zb) of SEBI (ICDR) Regulations.
- Persons connected with registered intermediaries and professional firms such as auditors, accountancy firms, law firms, analysts, consultant's investment advisors, valuers, banker etc., assisting or advising your company in relation to the aforementioned announcements.

Reply:

The information like (Name, Category, Address, Email ID, PAN) etc with regard to the entities connected to the Company in relation to the announcement is forming part of **Annexure 1**.

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Query (3)

Kindly provide details of all on market and off market trades undertaken by the Directors, Promoters, KMPs, Compliance officer of the Company and their family members during the time period 01 August, 2024 to 15 January, 2025. If they have not made any transactions, then confirmation thereof.

Reply:

Please note that to the best of our knowledge and belief there were no on Market and Off Market trades undertaken by the Directors, Promoters, KMPs, Compliance Officer of the Company and their family members during the time period from 01 August, 2024 to 15 January, 2025.

Query (4)

Kindly provide a Trading plan, if any, approved by the Compliance Officer during the period from 01 August 2024 to 15 January 2025.

Reply:

Please note that no trading plan was received by the Compliance officer for his approval during the period from 01 August 2024 to 15 January 2025.

Query (5)

Does your company or any designated employee of your company or entities connected to the company mentioned at Point 2 above has any connection with the entities in the attached excel workbook (refer sheet 5).

Reply:

No. Our Company or any designated employee of our company or entities connected to the Company mentioned in Point 2 above has no connection with the entities (1) Shroff Anil Jagdish (AAJPS4593H) (2). Ishvam Portfolio Private Limited (AAKCS3322A) (3). Shroff Kiran Rajesh (BNEPS3087F) as mentioned in the excel workbook (sheet 5) of your email dated 13th February 2025.

Query (6)

Details of report on leak of information, if any, pertaining to the aforesaid UPSI and inquiry held thereof.

Reply:

We have not noticed any instances of leak of information during the period.

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Query (7)

In case of Board Meetings held, provide the minutes of the same.

Reply:

Certified true copy of the Board resolution approving to enter into the scheme of Arrangement of Sanghi Industries Limited (Transferor Company) with Ambuja Cements Limited (Transferee Company) and their respective shareholders is enclosed as **Annexure 4.**

We request you to kindly take the above on your record.

We hope that the above information would suffice your requirements.

Thanking you,

Yours Faithfully,
For Sanghi Industries Limited

Anil Agrawal
Company Secretary & Compliance Officer

Encl : As above

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