

SANGHI INDUSTRIES LIMITED

CIN No.: L18209TG1985PLC005581

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

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

Website: www.sanghiment.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given to the Shareholders (the "Shareholders" or the "Members") of Sanghi Industries Limited ("Company") that the Extra-Ordinary General Meeting of the Company will be held on Saturday, 1st April, 2023 at 11.00 a.m. through Video Conferencing / Other Audio-Visual Means to transact the following special business:

1. Shifting of Registered Office of the Company from the State of Telangana to the State of Gujarat and amendment in Memorandum of Association of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act, 2013 ") read with the Companies (Incorporation) Rules, 2014 and other applicable rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the approval of Central Government (Powers delegated to Regional Director), and such other approvals, permissions and sanctions as may be required under the provisions of the Act, 2013 or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the "State of Telangana" to the "State of Gujarat."

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 (4) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014 and subject to the confirmation of the Regional Director, South East Region, the Clause II of the Memorandum of Association of the company be and is hereby altered for change in the situation of the registered office of the company from the "State of Telangana " to the "State of Gujarat " and that the Clause II of the Memorandum of Association of the Company be read as follows:

II The Registered Office of the Company will be situated in the State of Gujarat.

RESOLVED FURTHER THAT on confirmation / approval of the Regional Director, South East Region, Hyderabad the Registered Office of the Company be shifted from "State of Telangana" to the "State of Gujarat" and the Board be and is hereby authorized to take necessary steps to shift the Registered Office in the State of Gujarat (within the jurisdiction of the Registrar of Companies, Gujarat) at Sanghipuram, Village Ber Moti, Tal. Abdasa, Kachchh – 370655, Gujarat or any such place in the State of Gujarat (within the jurisdiction of the Registrar of Companies, Gujarat) as may be determined by the Board of Directors of the Company from time to time."

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, Executive Directors and the Company Secretary of the Company be and are hereby jointly and / or severally authorized to make necessary applications to the Central Government, Regional Director, Registrar of Companies and other such regulatory authorities as may be required in this matter, to appear before them, to make any modifications, changes, variations, alterations or revisions stipulated by the concerned authorities while according approval or consent and to resolve / settle any question / difficulty or doubt that may arise in this regard without being required to seek any further consent or approval of the members and to do all such acts, deeds, matters and things as may be necessary / incidental / ancillary to give effect to this resolution including execution / signing / filing of necessary forms / documents / affidavits / indemnity / undertakings / declarations as may be required, from time to time.

RESOLVED FURTHER THAT Executive Directors and the Company Secretary of the Company be and are hereby jointly and / or severally authorized to engage counsels / consultants / executives / advisors to represent the Company and appear on its behalf before the Central Government, Regional Director, Registrar of Companies, and other regulatory authorities in this matter and obtain the necessary directions and / or Order(s) upon confirmation by the concerned Regulatory Authority and do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution including but not limited to signing, certification and filing of the e-Forms with the Registrar of Companies.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

Registered Office:

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

Place: Ahmedabad
Date : 4th March, 2023

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

Anil Agrawal
Company Secretary

Notes:

- (1) By virtue of circular dated 28th December, 2022 issued by Ministry of Corporate Affairs (MCA) the Companies are allowed to hold its Extra-Ordinary General Meeting ('EGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') without personal presence of the members at the meeting till 30th September, 2023. In view of the same and in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and various MCA and SEBI Circulars issued from time to time, this EGM of the Company is being held through VC / OAVM.
- (2) Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
- (3) Since this EGM is being held 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 EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, Corporate members intending to authorise their representatives to join and vote at the EGM through VC / OAVM facility on its behalf are requested to send the duly certified copy of Board resolution for the same.
- (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 for Extra-Ordinary General Meeting 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. The Notice of Extra-Ordinary General Meeting is available on website of the Company www.sanghiment.com and also available on website of National Stock Exchange of India Limited and BSE Limited. The notice of Extra-Ordinary General Meeting is being also disseminated on the website of CDSL i.e. www.evotingindia.com.
- (6) Members holding shares in electronic form shall address all communications to their respective Depository Participants only.
- (7) The members can join this meeting through VC / OAVM means 15 minutes before and 15 minutes after the scheduled time of commencement of meeting by following the procedure mentioned in the Notice. 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 EGM without restriction on account of first cum first served basis.
- (8) **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 various Circulars issued by MCA from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' to exercise their right to vote at the Extra-Ordinary General Meeting. 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 during EGM.
 - 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. 25th March, 2023 only shall be entitled to avail facility of remote e-voting as well as e-voting system on the date of EGM.
 - 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 EGM. 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 during EGM, in a fair and transparent manner.
- (9) **The instructions for shareholders for remote e-voting and e-voting during EGM and joining meeting through VC/OAVM are as under:**
1. The remote E- voting period commences at 10.00 a.m. on 29th March, 2023 and ends at 5.00 p.m. on 31st March, 2023 (both days inclusive). During this period the shareholders of the Company holds shares as on the cut-off date (record date) of 25th March, 2023 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. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

a) Individual Shareholders holding securities in Demat mode with CDSL

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 URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or visit www.cdslindia.com and click on Login icon and select New System Myeasi.
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 link provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an 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.

b) Individual Shareholders holding securities in Demat mode with NSDL

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.nsd.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 or joining virtual meeting & voting during the meeting.

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>
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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

c) Individual Shareholders (holding securities in Demat mode) login through their Depository Participants.

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 or joining virtual meeting & voting during the meeting.

Note: Members who are unable to retrieve their User ID / Password are advised to use Forget User ID and Forget Password option available at the above mentioned website.

d) Shareholders other than individual shareholders should log on to the e-voting website www.evotingindia.com

1. Click on Shareholders.
2. 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,
3. Next enter the Image Verification as displayed and Click on Login.
4. 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.
5. If you are a first time user, please enter your PAN Number and Dividend Bank Details or Date of Birth.
6. After entering these details appropriately, click on "SUBMIT" tab.
7. 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.
8. Click on the EVSN of Sanghi Industries Limited for which you choose to vote.
9. 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.

10. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
11. 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.
12. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
13. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
14. 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.
15. Facility for Non-Individual Shareholders and Custodians – Remote Voting:
 - 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 in the “Corporate” 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 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.
 - Alternatively Non individual shareholders 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 EGM 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

(10) The instructions for shareholders attending the EGM through VC/OAVM & E-voting during EGM are as under:

1. The procedure for attending meeting and e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC / OAVM to attend the meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Members who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further, members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Members who would like to ask questions may send their questions in advance at least (10) working days before EGM 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 EGM.
 8. Only those Members who will be present in the EGM through VC / OAVM facility and have not cast their vote on the resolution through remote e-voting and otherwise not barred from doing so shall be eligible to vote through e- voting system available in the EGM.
 9. If any Votes are cast by the members through the e-voting available during the EGM 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.
- (11) 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.
- As the meeting is to be convened through VC / OAVM, the route map is not annexed in this Notice.
- (12) Shri Anil Agrawal, Company Secretary of the Company, shall be responsible for addressing all the grievances in relation to this Extra-Ordinary General Meeting including e-voting. His contact details are - Email: companysecretary@sanghiment.com; Phone / Mobile No.: 08415- 242240.
- (13) 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.
- (14) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., with their DPs in case the shares are held in electronic form.
- (15) 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.

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)

As required by Section 102 of the Companies Act, 2013 (the "Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated 4th March, 2023:

Item No. 1:

Presently, the registered office of the Company is situated at P.O. Sanghinagar, Hayatnagar Mandal, R.R. District, Telangana – 501 511.

Considering the present scenario and taking into account various other factors such as the location of the Manufacturing plant of the Company in Gujarat, locations of Corporate offices, sales and administrative offices / go-downs / warehouses / sales office etc, Major client base of the Company as well as vendors are in Gujarat, major operations are being carried out from the State of Gujarat so for ease of operations / administration and to enable the Company to handle its business activities more efficiently and run its business more economically, effectively and conveniently it is proposed to shift the registered office of the Company to "State of Gujarat". The shifting of the Registered Office as aforesaid would in no way be detrimental or prejudicial to the interest of any member of the public, employees, shareholders and other stakeholders of the Company.

In accordance with the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable rules made thereunder, approval of shareholders of the Company by way of Special Resolution and approval from Central Government through Regional Director or any other authority as may be prescribed, is required for amendment / alteration in the Clause II i.e. Registered Office clause of the Memorandum of Association of the Company.

Accordingly, approval of the members is sought for shifting of the registered office of the Company from the "State of Telangana" to the "State of Gujarat" and consequential amendment / alteration in the Memorandum of Association of the Company.

The Board recommends the resolution set forth in the Item No. 1 of the Notice for approval of members by way of Special Resolution.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way, concerned or interested, financially or otherwise in the Resolution, except to the extent of their shareholding, if any, in the Company.

The existing Memorandum of Association as well as the draft Memorandum of Association with proposed amendment is available for inspection at the Registered office of the Company on all working days except, Sundays and Public holidays, between 10.00 A.M. to 6.00 P.M. upto the date of the Extra-ordinary General Meeting.

Registered Office:

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

Place: Ahmedabad
Date : 4th March, 2023

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

Anil Agrawal
Company Secretary