



Value through values

Sangam (India) Limited

Regd. Off: Atun, Chittorgarh Road, Bhilwara-311001 (Raj.)

CIN: L17118RJ1984PLC003173 Phone: 01482-245400-06

Web: www.sangamgroup.com, Email: secretarial@sangamgroup.com

NOTICE

To The Shareholders,

Notice is hereby given that the 36th Annual General Meeting of the Members of Sangam (India) Limited will be held on Thursday, 29th September, 2022 at 4.00 P.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31st March, 2022 together with the Reports of the Board and Auditors thereon.

2. Declaration of Dividend

To declare a dividend of ₹ 2.00 per equity share for the year ended 31st March, 2022

3. Re-appointment of Mr. Ram Pal Soni (DIN: 00401439) as a Director, liable to retire by rotation

To appoint a Director in place of Mr. Ram Pal Soni (DIN: 00401439), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

4. Appointment of Statutory Auditor of the Company

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

"RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of Audit Committee of the Company and Board of Directors of the Company, M/s R. Kabra & Company, Chartered Accountants (FRN: 104502W) and M/s O.P. Dad & Co., Chartered Accountant (FRN: 002330C) and are hereby appointed as Statutory Auditors of the Company for a period of 5 years to hold the office from the conclusion of this Annual General Meeting till the conclusion of 41st Annual General Meeting on such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

5. Re-appointment of Dr. S.N. Modani (DIN: 00401498) as a Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, the approval of the members of the Company, be and is hereby accorded to the re-appointment of Dr. S. N. Modani (DIN: 00401498) as Managing Director of the Company for a period of 5 (Five) years effective from 1st October, 2022 at the remuneration and on such other terms and conditions as set out in the statement annexed to the Notice convening this Meeting and he shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter and/ or vary the terms and conditions of the said re-appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration including commission, perquisites, benefits and amenities payable to Dr. S.N. Modani which shall be in accordance with the provisions of the Act and the prescribed rules made thereunder (including any statutory modifications(s) or re-enactment thereof), for the time being in force, subject to the same not exceeding the limits specified in this resolution.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V of the Act or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and is hereby authorised to vary or increase the remuneration including salary,

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commission, perquisites, allowances etc. within such prescribed limit subject to that the same does not exceed the ceiling as provided in the said resolution and the said agreement between the Company and Dr. S.N. Modani be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval in the general meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto."

6. Re-appointment of Mr. V.K. Sodani (DIN: 00403740) as Executive Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, the approval of the members of the Company, be and is hereby accorded to the re-appointment of Mr. V. K. Sodani (DIN: 00403740) as Executive Director of the Company for a period of 5 (Five) years effective from 1st October, 2022 at the remuneration and on such other terms and conditions as set out in the statement annexed to the Notice convening this Meeting and he shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter and/ or vary the terms and conditions of the said re-appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration including

commission, perquisites, benefits and amenities payable to Mr. V. K. Sodani which shall be in accordance with the provisions of the Act and the prescribed rules made thereunder (including any statutory modifications(s) or re-enactment thereof), for the time being in force, subject to the same not exceeding the limits specified in this resolution.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V of the Act or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and is hereby authorised to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit subject to that the same does not exceed the ceiling as provided in the said resolution and the said agreement between the Company and Mr. V. K. Sodani be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval in the general meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto."

7. To Approve Revision in the Remuneration of Mr. Pranal Modani, Chief Business Strategist of the Company

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 188 of the Companies Act, 2013 ("the Act"); read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable statutory provisions, rules, regulations and guidelines (including any statutory modification(s), amendments, or re-enactment thereof for the time being in force), and subject to such approvals as may be required, approval of the members of the Company be and is hereby accorded for continuing to hold an office or place of profit by Mr. Pranal Modani (son of Dr. S.N. Modani, CEO & Managing Director of the Company) as Chief Business Strategist, , or any other designation and roles

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which the Board/Committee of the Board may decide from time to time, on such remuneration, increments and others terms and conditions as specified in the relevant explanatory statement annexed to the notice of this meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

8. Appointment of Mr. Sudhir Maheshwari (DIN: 02376365) as an Independent Director of the Company:

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Sudhir Maheshwari (DIN: 02376365), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1st August, 2022, in terms of Section 161(1) of the Act and Article of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Non-executive Independent Director of the Company to hold office for a period of three consecutive years commencing from 1st August, 2022 and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in

giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto."

9. To ratify the Remuneration of the Cost Auditors for the Financial Year 2022-23

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 read with Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the payment of the remuneration of ₹ 1,00,000/- (Rupees One Lakhs only) plus applicable GST and reimbursement of actual out of pocket expenses to M/s K.G. Goyal & Co., Cost Accountants (Firm Registration No. 000017), who were appointed by the Board of Directors of the Company as "Cost Auditors" to conduct the audit of the cost records of all the units of the Company for the financial year 2022-23 be and is hereby ratified and approved.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

By Order of the Board of Directors

A.K. Jain

(Company Secretary)

M. No.: F-7842

Date: 1st August, 2022

Place: Atun, Chittorgarh road
Bhilwara, (Raj.) 311001



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NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the business under Item No. 5 to 9 set out above and details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors seeking re-appointment at this Annual General Meeting are annexed hereto.
2. The 36th Annual General Meeting (AGM) is convened through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") pursuant to General Circular numbers 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 02/2022 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 29th September, 2020, 31st December, 2020, 23rd June, 2021, 8th December, 2021, and 5th May, 2022 respectively, issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular dated 12th May, 2020, 15th January, 2021 and 13th May, 2022 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as 'Circulars'), which allow the companies to hold AGM through VC/OAVM, which does not require physical presence of members at a common venue. The deemed venue for the 36th AGM shall be the Registered Office of the Company i.e. Atun, Chittorgarh Road, Bhilwara- 311001 (Rajasthan).
3. In compliance with the aforesaid Circulars, the Notice of 36th AGM along with the Annual Report for the financial year 2021-22 is sent only through electronic mode to those Members whose E-mail addresses are registered with the Company / Depositories / RTA as on 26th August, 2022. The AGM notice and Annual Report of the Company are made available on the Company's website at www.sangamgroup.com and also on the website of the Stock Exchanges where the shares of the Company have been listed viz., BSE Limited - www.bseindia.com and National Stock Exchange of India Limited - www.nseindia.com.
4. Though a Member entitled to attend and vote at the meeting, is entitled to appoint one or more proxies (proxy need not be a member of the Company to attend and vote instead of himself / herself), the facility of appointment of Proxies is not available as the AGM is convened through VC / OAVM.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In case of joint holders only such joint holder who is higher in the order of names will be entitled to vote during the meeting.
7. The Company's Register of members and share transfer books shall remain closed from Saturday, the 24th September, 2022 to Thursday, the 29th September, 2022 (both days inclusive) to decide the entitlement of shareholders for the payment of dividend in accordance with the recommendation of the Board of Directors.
8. Effective from 1st April, 2020, dividend income is taxable in the hands of shareholders. Hence the Company is required to deduct tax at source [TDS] from the amount of dividend paid to shareholders at the prescribed rates. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to investor@bigshareonline.com on or before 19th September, 2022. Further no tax shall be deducted on the dividend payable to a resident individual shareholder if the total amount of dividend to be received from the Company during the financial year 2022-23 does not exceed ₹ 5,000/-. Shareholders may note that in case PAN is not updated with the Depository Participant/RTA, the tax will be deducted at a higher rate of 20%

Non-resident shareholders can avail beneficial tax rates under Double Tax Avoidance Agreement [DTAA] i.e. tax treaty between India and their country of residence. Non-resident shareholders are required to provide details on applicability of beneficial tax rates and provide following documents:
 - Copy of PAN card, if any, allotted by Indian Income Tax Authorities duly self-attested by the member.
 - Copy of Tax Residency Certificate [TRC] for the 2021-22 obtained from the revenue authorities of country of tax residence duly attested by the member.
 - Self-Declaration in Form 10-F.
 - NoPE [permanent establishment] certificate.
 - Self-declaration of beneficial ownership by the non-resident shareholder.
 - Lower withholding Tax certificate, if any, obtained from the Indian Tax Authorities.

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The members/shareholders are required to provide above documents/declarations by sending an E-mail to investor@bigshareonline.com on or before 19th September, 2022. The aforesaid documents are subject to verification by the Company and in case of ambiguity, the Company reserves its right to deduct the TDS as per the rates mentioned in the Income Tax Act, 1961. In case of Foreign Institutional Investors / Foreign Portfolio Investors tax will be deducted under Section 196D of the Income Tax Act @20% plus applicable surcharge and cess.

9. Members wish to claim dividends that remained unclaimed are requested to correspond with the RTA/ Company Secretary. Members are requested to note that dividends that are not claimed within 7 years from the date of transfer to the Company's unpaid dividend account, will be transferred to the Investor Education and Protection Fund (IEPF) as per section 124 of the Act. Shares on which dividends remain unclaimed for seven consecutive years will also be transferred to the IEPF as per section 124 of the Act and the applicable rules.
10. Members' dividend as recommended by the Board of Directors for the year ended 31st March, 2022, if declared at the meeting will be paid within 30 days of the date of declaration of dividend to those members whose names appear as the beneficial owners at the end of the business hours on Friday, the 23rd September, 2022 in the list of beneficial owners to be furnished by depositories (NSDL & CDSL) in respect of the shares held in electronic form.
11. Members are requested to note that, in order to avoid any loss/ interception in postal transit and also to get prompt credit of dividend through National Electronic Clearing Service (NECS) / Electronic Clearing Service (ECS) they should submit their NECS / ECS details to the Company's RTA. The requisite NECS / ECS application form can be obtained from the Company's RTA. Alternatively, Members may provide details of their bank account quoting their folio numbers, to the Company's RTA to enable them to print such details on the dividend warrants.
12. As a part of the green initiatives the Members, who have not yet registered their E-mail addresses, are requested to register their E-mail addresses with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form. Upon such Registration, all communication from the Company/RTA will be sent to the registered E-mail address.
13. Members are requested to intimate, indicating their folio number, the changes, if any, in their registered address, either to the Company's Registrar and Share Transfer Agents or to their respective Depository Participant ("DP") in case the shares are held in dematerialised form.
14. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in demat form, the nomination form may be filed with the respective DP.
15. As per Regulation 40 of SEBI (LODR) Regulations, 2015 as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. Hence, the Members holding shares in physical form are requested to consider converting their holdings in the dematerialised form. The Members who are desirous to convert their physical holdings into dematerialised form, may contact the Depository Participant of their choice.
16. The Register of Directors and KMP and their shareholding and Register of contracts or arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 respectively will be available electronically for inspection by the members at the AGM.
17. Updation of Members' details: The format of the Register of Members prescribed by the MCA under the Act requires the Company/RTA to record additional details of Members, including their PAN details, E-mail address, bank details for payment of dividend, etc. Members holding shares in physical form are requested to furnish the above details to the Company or RTA. Members holding shares in electronic form are requested to furnish the details to their respective DP.
18. The members / investors may send their complaints/ queries, if any to the Company's RTA at investor@bigshareonline.com or to the Company at secretarial@sangamgroup.com
19. CS Brij Kishore Sharma, Practicing Company Secretary (Membership No. FCS-6206) has been appointed as



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the Scrutiniser for the conduct of remote e-voting and e-voting process to be carried out at the AGM of the Company in a fair and transparent manner.

20. Since the AGM being held through VC/OAVM, the Route Map, Attendance Slip and proxy form are not attached to this Notice.
21. Voting Options

E-Voting System – For e-voting and attending the 36th AGM

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 in relation to e-voting facility provided by Listed Entities, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 36th AGM, through the remote e-voting services provided by Central Depository Services (India) Limited (CDSL).
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. 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 and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated 8th April, 2020, the facility to appoint proxy to attend

and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.sangamgroup.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
6. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020 and MCA Circular No. 20/2020 dated 5th May, 2020.
7. In continuation of this Ministry's General Circular No. 20/2020, dated 5th May, 2020, general circular No 02/2021 dated 13th January, 2021, General Circular No 19/2021 Dt. 8th Dec 2021, 21/2021 dated 14th December, 2021 & 02/2022 dated 5th May, 2022 and after due examination, it has been decided to allow companies whose EGM/AGM were due to be held in the year 2022, or become due in the year 2022, to conduct their EGM/AGMs through VC/OAVM.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The remote e-voting period begins on 26th September, 2022 at 9.00 AM and ends on 28th September, 2022 at 5.00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date 23rd September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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.

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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **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	<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 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 links 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 a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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.

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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
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.

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 22 55 33.
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.: 1800 1020 990 and 1800 22 44 30.

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

(v) Login method for e-Voting and joining virtual meetings 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.

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- 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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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

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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant "Sangam (India) Limited" on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutiniser for verification.
- (xvii) **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.

Notice (Contd.)

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- 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 scrutiniser to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser and to the Company at the email address viz; bksharma162@gmail.com and secretarial@sangamgroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutiniser to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further shareholders 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. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **5 (Five) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@sangamgroup.com. The shareholders who do not wish to speak during the AGM

but have queries may send their queries in advance **5 (Five) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@sangamgroup.com. These queries will be replied to by the Company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 secretarial@sangamgroup.com
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 attending EGM & 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 22 55 33.

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 toll free no.1800 22 55 33.

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

ITEM NO. 5:

Dr. S.N. Modani was re-appointed as Managing Director of the Company for a period of three years w.e.f. 1st October, 2019 on the remuneration including perquisites set out in the resolution passed at the 33rd Annual General Meeting of the Company held on 30th September, 2019.

On the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company has resolved in its meeting held on 1st August, 2022 to re-appoint Dr. S.N. Modani as Managing Director of the Company for a period of five years effective from 1st October, 2022 on the terms and conditions which are set out in this explanatory statement and draft agreement. By the proposed resolution, approval of the shareholders is sought to the re-appointment of Dr. S.N. Modani as the Managing Director of the Company for a period of Five years.

Dr. S.N. Modani holds a PhD in strategic management practices for a sustainable future, along with a Masters Science (M.Sc), with honours in Chemistry, as well as an MBA qualification along with a Post-Graduate Diploma in Cement Technology from NCBM, Faridabad. He served Mangalam Cement Limited, during the year 1986 to 1989.

He is presently Chairman of Rajasthan Textile Mills Association & director in Confederation of Indian textile industry ("CITI").

He was associated with Shree Aditya Vikram Birla Memorial Vyapaar Sahyog Kendra, Chennai, Mewar Chamber of Commerce & Industries, Rajasthan Chamber of Commerce and Industries and FICCI, New Delhi.

He is also Trustee of Mr. Badri Lal Soni Charitable Trust, established with a view to provide Technical and Management education to the youths of the Region and is running a University, namely, Sangam University. The Trust also runs Sangam School of Excellence, a CBSE and IB School with world class education infrastructure.

During 33 years of tenure of Dr. S.N. Modani at Sangam (India) Limited, as Managing Director & CEO under his leadership the Company has grown leaps and bounds. Dr. S.N. Modani would be responsible for the overall business operations and affairs of the Company. The Board consider that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. S.N. Modani as Managing Director.

The remuneration and terms and conditions of re-appointment of Dr. S.N. Modani, as approved and recommended by the Nomination & Remuneration Committee of the Board of Directors of the Company in pursuance to the Schedule V of the Companies Act, 2013 is as under:

1. SALARY PER MONTH

Basic salary of ₹ 1022000 per month which shall be increased 10% of basic salary every year thereafter

2. COMMISSION

Commission 1% of the net profits of the Spinning Unit/ Division of the Company.

3. PERQUISITES AS MENTIONED BELOW

- a. Suitable residential accommodation, free of cost with all facilities, amenities and services (including gas, electricity, water and furnishing). In case he does not opt for Company provided accommodation at any time, he shall be paid house rent allowance of a sum not exceeding 20% of his basic salary. The expenditure incurred by the Company on gas, electricity, water and furnishings provided to him shall be evaluated as per the Income-tax Rules, 1962.
- b. Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalisation.
- c. Personal accident insurance premium.
- d. Subscription to clubs.
- e. Encashment of leave as per policy of the Company.
- f. Contribution to provident fund, superannuation fund or annuity fund and any other retirement benefits as per policy of the Company.
- g. Gratuity payable as per policy of the Company.
- h. Leave travel concession for self and family once in a year anywhere, as per Company's policy.
- i. Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Dr. S.N. Modani.



Value through values

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NOTES

- For the purpose of perquisites stated herein above, family means the spouse and dependents children and dependent parents.
- No sitting fees shall be paid to Dr. S.N. Modani, for attending the Meetings of Board of Directors or any committee thereof.
- Dr. S.N. Modani shall be liable to retire by rotation as a Director, subject to the provisions of Section 152 of the Companies Act, 2013.
- Subject to provisions of Section 197 of the Companies Act, 2013, (including any statutory modification or re-enactment thereof, for the time being in force) the Board of Directors of the Company may alter/vary the terms and conditions of the said appointment from time to time, at its discretion.
- Such alteration or variation, in terms however, shall not exceed the limits specified in Schedule V of the Companies Act, 2013.
- The term of appointment will be effective for a period of five years from the date of his appointment.
- Where in any financial year, the Company has no profits or profits are inadequate, the foregoing amount of remuneration and benefits shall be paid to Dr. S.N. Modani, subject to the applicable provisions of Schedule V of the said Act.
- Dr. S.N. Modani will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
- Either party giving the other party three-months prior notice in writing to that effect may terminate the agreement.

Minimum Remuneration

In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company will pay remuneration to Managing Director by way of salary, perquisites or allowances as specified above, subject to the applicable limit as stipulated in Schedule V of the Companies Act, 2013.

Dr. S.N. Modani, satisfies all the conditions as set out in Part I of Schedule V referred to in Section 196 of the Companies Act, 2013 for being eligible to be re-appointed as Managing Director of the Company. He is not disqualified from being appointed as a Managing Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board of Directors, the re-appointment of Dr. S.N. Modani as to Managing Director is in the best interest of the Company and accordingly, Board of Directors recommend the Resolution for approval of the Members.

The foregoing may be treated as an abstract of the draft agreement for the appointment of Dr. S.N. Modani as Managing Director & CEO of the Company.

Mr. R.P. Soni may be deemed to be concerned or interested in the said resolution. Dr. S.N. Modani is son-in-law of Mr. R.P. Soni, Chairman of the Company.

None of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Resolution of this Notice.

ITEM NO. 6:

Mr. V.K. Sodani was re-appointed as Executive Director of the Company for a period of five years w.e.f. 1st October, 2017 on the remuneration including perquisites set out in the resolution passed at the 31st Annual General Meeting of the Company held on 29th September, 2017.

On the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company has resolved in its meeting held on 1st August, 2022 to re-appoint Mr. V.K. Sodani as Executive Director of the Company for a period of five years effective from 1st October, 2022 on the terms and conditions which are set out in this explanatory statement and draft agreement. By the proposed resolution, approval of the shareholders is sought to the re-appointment of Mr. V.K. Sodani as the Executive Director of the Company.

Mr. V. K. Sodani, Executive Director of Sangam (India) Limited is responsible for managing business of P/V Suiting, furnishing Manufacturing with Domestic & Overseas marketing. He initially joined the Company to take charge of the Home furnishing & Dress Material business of Sangam Group.

In the year 2003, he was assigned additional charge of Sangam Processors to manage the Processing Division. As his career graph grew in Sangam, in the year 2006 he was handed over the charge of P/V Suiting Business of Domestic Marketing and within two years, he was also handling P/V Suiting Business of Overseas Marketing.

Thus, with time his profile and key areas of responsibilities increased. He moved from the processing business to marketing which has enabled him to have in-depth knowledge about the Company and its operations.

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As for his educational qualifications, he is a B.Com. and Chartered Accountant. Apart from his professional expertise, he has also served as the President of Mewar Chamber of Commerce & Industry. He is Member of All India Maheshwari Mahasabha, Trustee of Ms. Kesarbai Soni Hospital and Member of Pushkar Seva Sadan, Pushkar.

The remuneration and terms and conditions of re-appointment of Mr. V. K. Sodani, as approved and recommended by the Nomination & Remuneration Committee in pursuance to the Schedule V of the Companies Act, 2013 is as under:

1. SALARY PER MONTH

Basic Salary of ₹ 5,83,000/- per month w.e.f 1st April, 2022 which shall be increased 10% of basic salary every year thereafter.

2. COMMISSION

Commission 1% of the net profits of the Weaving, Processing & Seamless Unit/Division of the Company.

3. PERQUISITES AS MENTIONED BELOW

- a. Suitable residential accommodation, free of cost with all facilities, amenities and services (including gas, electricity, water and furnishing). In case he does not opt for Company provided accommodation at any time, he shall be paid house rent allowance of a sum not exceeding 25% of his basic salary. The expenditure incurred by the Company on gas, electricity, water and furnishings provided to him shall be evaluated as per the Income-tax Rules, 1962.
- b. Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalisation.
- c. Personal accident insurance premium.
- d. Subscription to clubs.
- e. Encashment of leave as per policy of the Company.
- f. Contribution to provident fund, superannuation fund or annuity fund and any other retirement benefits as per policy of the Company.
- g. Gratuity payable . As per policy of the Company.
- h. Leave travel concession for self and family once in a year anywhere, as per Company's policy.
- i. Such other perquisites and allowances in accordance with the rules of the Company or

as may be agreed to by the Board of Directors and Mr. V.K. Sodani.

NOTES

- For the purpose of perquisites stated herein above, family means the spouse and dependents children and dependent parents.
- No sitting fees shall be paid to Mr. V.K. Sodani, for attending the Meetings of Board of Directors or any committee thereof.
- Mr. V.K. Sodani shall be liable to retire by rotation as a Director, subject to the provisions of Section 152 of the Companies Act, 2013.
- Subject to provisions of Section 197 of the Companies Act, 2013, (including any statutory modification or re-enactment thereof, for the time being in force) the Board of Directors of the Company may alter/vary the terms and conditions of the said appointment from time to time, at its discretion.
- Such alteration or variation, in terms however, shall not exceed the limits specified in Schedule V of the Companies Act, 2013.
- The term of appointment will be effective for a period of five years from the date of his re-appointment.

Minimum Remuneration

In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company will pay remuneration to Executive Director by way of salary, perquisites or allowances as specified above, subject to the applicable limit as stipulated in Schedule V of the Companies Act, 2013.

Mr. V.K. Sodani, satisfies all the conditions as set out in Part I of Schedule V referred to in Section 196 of the Companies Act, 2013 for being eligible to be re-appointed as an Executive Director of the Company. He is not disqualified from being appointed as an Executive Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board of Directors, the re-appointment of Mr. V.K. Sodani as Executive Director is in the best interest of the Company and accordingly, Board of Directors recommend the Resolution for approval of the Members.

The foregoing may be treated as an abstract of the draft agreement for the re-appointment of Mr. V.K. Sodani as an Executive Director of the Company.

Mr. R.P. Soni may be deemed to be concerned or interested



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in the said resolution. Mr. V.K. Sodani is son-in-law of Mr. R.P. Soni, Chairman of the Company.

None of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Resolution of this Notice.

ITEM NO. 7:

Mr. Pranal Modani was appointed as "Chief-Business Development" in the Company with effect from 1st November, 2014 and thereafter as "Chief Business Strategist on" 5th May, 2021.

Mr. Pranal Modani did his Masters in Management from London Business School, London (UK) and his engineering from Georgia Institute of Technology, Atlanta, USA. He did a minor in Economics along with his engineering and was selected to do a 6-week research program at Oxford University, UK. He's a member of Round Table India and CITI Young Entrepreneurs Group. He held several leadership positions during his time in college in the Family Business Club, Investments committee and Entrepreneurship society. He is actively involved in Community service projects and was awarded a certificate of appreciation from Nelson Mandela for a water harvesting project done in Thailand. He has a keen interest in sports and represented London Business School in Squash at the MBAT tournament held in HEC, Paris.

He is presently heading the Sangam group initiatives to expand their international and domestic presence through strategic alliances and partnerships with a key focus on a more consumer centric approach. In line with that, he is heading Sangam's first retail venture "C9", an aspirational brand for women's clothing.

Mr. Pranal Modani is a related party within the definition of Section 2(76) of the Companies Act 2013 ("the Act") and he is son of Mr. S N Modani, Managing Director & CEO of the Company. Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, appointment of any related party to any office or place of profit in the Company, its subsidiary Company or associate Company requires prior approval by way of special resolution of the Company. Hence, approval of members is sought for payment of remuneration to him by the Company as proposed in the resolution under this item of business.

Taking into consideration the increase business activities of the Company and the increased responsibilities cast on Mr. Pranal Modani and subject to necessary approval by the

members in the General Meeting, on the recommendation of Nomination and Remuneration Committee, the Board has amended the following terms in the remuneration of Mr. Pranal Modani:

1. Basic Salary

Basic salary of ₹ 3,15,000 per month which shall be increased 10% of basic salary every year thereafter.

2. House Rent Allowance

25% of Salary

3. COMMISSION:

Commission 1% of the net profits of the Denim Unit/ Division of the Company

4. PERQUISITES AS MENTIONED BELOW:

- a. Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalisation.
- b. Personal accident insurance premium.
- c. Subscription to clubs.
- d. Encashment of leave as per policy of the Company.
- e. Contribution to provident fund, superannuation fund or annuity fund and any other retirement benefits as per policy of the Company.
- f. Gratuity payable as per policy of the Company.
- g. Leave travel concession for self and family once in a year anywhere, as per Company's policy.
- h. Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. Pranal Modani.

NOTES

- Mr. Pranal Modani will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
- Either party giving the other party three-months prior notice in writing to that effect may terminate the agreement.

Minimum Remuneration

In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company will pay remuneration to Chief Business Strategist by way of salary, perquisites or allowances as specified above.

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Mr. S N Modani is deemed to be concerned or interested in the said resolution. Mr. Pranal Modani is son of Dr. S.N. Modani, CEO & Managing Director of the Company.

None of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Resolution of this Notice.

ITEM NO. 8:

The Board of Directors on 1st August, 2022, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Sudhir Maheshwari as an Additional Director under Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and as an Independent Non-executive Director of the Company for three consecutive years under Section 149 of the Companies Act, 2013. The Company has received a notice from a member proposing Mr. Sudhir Maheshwari as a candidate for the office of Director of the Company.

He is a Fellow member of The Institute of Chartered Accountants of India and The Institute of Company Secretaries of India, and holds an Honours Graduate in Accounting and Commerce from St. Xavier's College, Kolkata.

Over a 34 years long career, Mr. Sudhir Maheshwari has had a varied and extensive experience in multiple areas, geographies and sectors and has lived and worked globally.

He is Founder and Managing partner at Synergy Capital, a Private Equity and strategic advisory firm. Prior to Synergy Capital, he was a leading and integral part in the creation of ArcelorMittal, the world's largest steel Company. Between 1989 and 2015, he spent 27 years with ArcelorMittal, where he was a member of the Group Management Board, Alternate Chairman of the Corporate Finance & Tax Committee and the Chairman of the Risk Management Committee.

Presently Mr. Sudhir Maheshwari is a Director in five other Companies. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. Sudhir Maheshwari has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Sudhir Maheshwari fulfills the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirement) Regulation 2015 for his appointment as an Independent Director of the Company and is independent of the management. Copy of the letter for appointment of Mr. Sudhir Maheshwari as an Independent Director is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any

working day, excluding Saturday. The same is also available on the website of the Company www.sangamgroup.com.

The Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Sudhir Maheshwari as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sudhir Maheshwari as an Independent Director for three consecutive years, subject to the approval by the shareholders of the Company.

Except Mr. Sudhir Maheshwari, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise,

in the resolution. This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirement) Regulation 2015 with the Stock Exchange.

ITEM NO. 9:

On the recommendation of the Audit Committee, the Board has approved the appointment and remuneration of M/s K.G. Goyal & Co, Cost Accountants, Jaipur (Firm Registration No. 000017) to conduct the audit of cost records of the Company's various units respectively for the financial year 2022-23 at a fee of ₹ 1,00,000/- to M/s K.G. Goyal & Co, subject to TDS, GST etc., as applicable, apart from out of pocket expenses, as remuneration for cost audit services for the financial year 2022-23.

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 have to be ratified by the shareholders of the Company Hence, the Members approval is being sought by way of Ordinary Resolution.

The Board recommends the resolution for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution.

**By Order of the Board of Directors
For Sangam (India) Limited**

A.K. Jain

(Company Secretary)

M.No: F-7842

Date: 1st August, 2022

Place: Atun, Chittorgarh road

Bhilwara, (Raj.) 311001



Annexure

PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED IS FURNISHED BELOW:

Name of Directors	Mr. R P Soni	Dr. S.N. Modani	Mr. V.K. Sodani	Mr. Sudhir Maheshwari
Position/Post	Chairman	Managing Director & CEO	Executive Director	Independent Director
DIN No.	00401439	00401498	00403740	02376365
Date of Appointment	1st September, 2021	1st October, 2019	1st October, 2017	1st August, 2022
Qualification	B.Sc., Diploma in Civil Engineering	MBA, Masters in Science (M.Sc.), with honours in Chemistry, Post-Graduate Diploma in Cement Technology from NCBM, Faridabad.	B.Com, FCA	B.Com, ACA & ACS
Expertise in specific functional areas	He has rich and varied experience more than 37 years in textile industry.	He has 33 years of experience in the textile industry, having previously held positions in key organisations in the industry.	Managing business of P/V suiting with domestic & overseas marketing, process division and seamless garments division.	He has over 34 year experience in multiple areas, geographies and sectors and has lived and worked globally.
Directorship held in other public companies (excluding foreign companies)	<ul style="list-style-type: none"> - Sangam Capital Services Limited - Sangam E-Com Limited - Sangam Infratech Limited - Kalyan Sangam Infratech Limited 	Nil	<ul style="list-style-type: none"> - Suchitra Finance & Trading Company Limited - Sangam Infratech Limited - Sangam Ventures Limited 	<ul style="list-style-type: none"> - JSW Cement Limited
Membership/ Chairmanship of Committees of other Indian public Companies	Nil	Nil	<ul style="list-style-type: none"> Audit Committee – Member - Suchitra Finance & Trading Company Limited Stakeholders Relationship Committee – Member - Suchitra Finance & Trading Company Limited Nomination and Remuneration Committee – Member - Suchitra Finance & Trading Company Limited 	Nil
Number of share held in the Company	14,53,950	4,99,779	6,25,000	Nil