

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 38th Annual General Meeting of the Members of Sangam (India) Limited will be held on Monday 23rd September, 2024 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 on 31st March, 2024 together with the Reports of the Board and Auditors thereon.

2. Declaration of Dividend

To consider and if thought fit, to declare a dividend of ₹ 2.00 per equity share for the year ended 31st March, 2024.

3. To appoint Dr. Shri Niwas Modani (DIN: 00401498), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Dr. Shri Niwas Modani (DIN: 00401498), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS:

4. Appointment of Mr. Dinesh Chander Patwari (DIN: 10060352) as a Director and as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 of SEBI (Listing Obligations And Disclosure Requirements) Regulation, 2015 and other laws, rules and regulations as may be applicable from time to time and pursuant to the

recommendation of Nomination and Remuneration Committee and the Board of Directors ("the Board"), the consent of the members be and is hereby accorded for the appointment of Mr. Dinesh Chander Patwari (DIN: 10060352), who was appointed as an Additional Director w.e.f. 12th August, 2024 pursuant to the provision of Section 161(1) of the Act, as a Non Executive Independent Director of the Company, to hold office for a term of three years commencing from 12th August, 2024 to 11th August, 2027, whose office shall not be liable to retire by rotation, on such terms and conditions including remuneration determined/ to be determined by the Board."

"RESOLVED FURTHER THAT the Board be and is 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, matters and things as may be necessary, expedient and desirable in this regard."

5. Appointment of Mr. Upendra Prasad Singh (DIN: 00354985) as a Director and 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, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 of SEBI (Listing Obligations And Disclosure Requirements) Regulation, 2015 and other laws, rules and regulations as may be applicable from time to time and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors ("the Board"), the consent of the members be and is hereby accorded for the appointment of Mr. Upendra Prasad Singh (DIN: 00354985), who was appointed as an Additional Director w.e.f. 12th August, 2024 pursuant to the provision of Section 161(1) of the Act, as a Non Executive Independent Director of the Company, to hold office for a term of three years commencing from 12th August, 2024 to 11th August, 2027, whose office shall not be liable to retire by rotation, on such terms and conditions including remuneration determined/ to be determined by the Board."



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"RESOLVED FURTHER THAT the Board be and is 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, matters and things as may be necessary, expedient and desirable in this regard."

6. **Appointment of Mrs. Irina Garg (DIN: 10732703) as a Director and as an Independent Woman 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, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 of SEBI (Listing Obligations And Disclosure Requirements) Regulation, 2015 and other laws, rules and regulations as may be applicable from time to time and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors ("the Board"), the consent of the members be and is hereby accorded for the appointment of Mrs. Irina Garg (DIN: 10732703), who was appointed as an Additional Director w.e.f. 12th August, 2024 pursuant to the provision of Section 161(1) of the Act, as a Non Executive Independent Woman Director of the Company, to hold office for a term of three years commencing from 12th August, 2024 to 11th August, 2027, whose office shall not be liable to retire by rotation, on such terms and conditions including remuneration determined/ to be determined by the Board."

"RESOLVED FURTHER THAT the Board be and is 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, matters and things as may be necessary, expedient and desirable in this regard."

7. **To ratify the Remuneration of the Cost Auditors for the Financial Year 2024-25**

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 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the payment of the remuneration of ₹ 1,10,000/- (Rupees One Lakhs Ten Thousand 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 2024-25 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 the Order of Board of Directors

Arjun Agal

(Company Secretary)

M. No.: A74400

Date: 12th August, 2024

Place: Bhilwara

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the business under Item No. 4 to 7 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 38th Annual General Meeting (AGM) is convened through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") pursuant to General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), which permit 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 38th AGM shall be the Registered Office of the Company i.e. 'Sangam House', Atun, Chittorgarh Road, Bhilwara- 311001 (Rajasthan).
3. In compliance with the aforesaid Circulars, the Notice of 38th AGM along with the Annual Report for the financial year 2023-24 is sent only through electronic mode to those Members whose E-mail addresses are

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registered with the Company / Depositories / RTA as on 23rd August, 2024. 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. 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.
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 Friday, the 20th September, 2024 to Monday, the 23rd September, 2024 (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 16th September, 2024. 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 2024-25 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 2023-24 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.

The members/shareholders are required to provide above documents/declarations by sending an E-mail to investor@bigshareonline.com on or before 9th September, 2024. 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, 2024, if declared at the meeting will be paid within 30 days from the date of declaration of dividend to those members whose names appear as the beneficial owners at the end of the business hours on Thursday, the 19th September, 2024 in the list of beneficial owners to be furnished by depositories (NSDL & CDSL) in respect of the shares held in electronics 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



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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 Scrutiniser to conduct 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 through electronic means.
 1. The Annual General Meeting (AGM) is convened through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") pursuant to the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/ HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), which permit 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 AGM shall be the Regd. Office of the Company at Atun, Chittorgarh Road, Bhilwara - 311001 (Raj.).
 2. 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 MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

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3. 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.
4. 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.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 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.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.rmcindia.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM 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.
7. 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 April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Friday, 20th September, 2024 at 9:00 A.M. and ends on Sunday, 22nd September, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 16th September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 16th September, 2024.

How do I vote electronically using CDSL e-Voting system?

The way to vote electronically on CDSL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to CDSL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

Pursuant to 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:**

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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<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.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period 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
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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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. 1800225533
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.com or call at : 022 - 4886 7000

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

- (i) 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.
 - 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.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

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- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutiniser for verification.

Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser and to the Company at the email address viz; cs@rmcindia.in (designated email address by company), 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:

- The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- 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.
- 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.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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.
- 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 atleast 4 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 7 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.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.

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- 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.
- 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 may 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

Company at secretariaial@sangamgroup.com or to the RTA at vinod.y@bigshareonline.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 AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533.

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. 1800225533.

By the Order of Board of Directors

Arjun Agal

(Company Secretary)

M. No.: A74400

Date: 12th August, 2024

Place: Bhilwara



NOTICE (CONTD.)

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

ITEM NO. 4

Appointment of Mr. Dinesh Chander Patwari (DIN: 10060352) as Non-executive Independent Director

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board has appointed Mr. Dinesh Chander Patwari (DIN: 10060352) as Non-executive Independent Director (Additional Director) not liable to retire by rotation, for a term of three years, i.e., from August 12, 2024 upto August 11, 2027 subject to approval by the Members in this Annual General Meeting.

The Company has, in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Patwari are provided as an Annexure to this Notice.

Mr. Patwari has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and the rules made thereunder, and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act and (iv) he is not aware of any circumstance which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. Patwari is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the Management. Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Patwari on the Board of the Company and accordingly the Board recommends the appointment of Mr. Patwari as Non-executive Independent Director, as proposed in the Special Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members. The terms and conditions of appointment of the Independent Directors is available for inspection during the office hours till the date of AGM.

None of the Directors, Key Managerial Personnel or their respective relatives, except Mr. Dinesh Chander Patwari & his

relatives, are in any way concerned or interested, financially or otherwise, in the said Resolution.

ITEM NO. 5

Appointment of Mr. Upendra Prasad Singh (DIN: 00354985) as Non-executive Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board has appointed Mr. Upendra Prasad Singh (DIN: 00354985) as Non-executive Independent Director (Additional Director) not liable to retire by rotation, for a term of three years, i.e., from August 12, 2024 upto August 11, 2027 subject to approval by the Members in this Annual General Meeting.

The Company has, in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Upendra Prasad Singh (DIN: 00354985) are provided as an Annexure to this Notice.

Mr. Upendra Prasad Singh (DIN: 00354985) has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and the rules made thereunder, and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act and (iv) he is not aware of any circumstance which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. Upendra Prasad Singh (DIN: 00354985) is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the Management. Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Upendra Prasad Singh (DIN: 00354985) on the Board of the Company and accordingly the Board recommends the appointment of Mr. Upendra Prasad Singh (DIN: 00354985) as Non-executive Independent Director, as proposed in the Special Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members. The terms and conditions of appointment of the Independent Directors is available for inspection during the office hours till the date of AGM.

None of the Directors, Key Managerial Personnel or their respective relatives, except Mr. Upendra Prasad Singh (DIN:

NOTICE (CONTD.)

00354985) & his relatives, are in any way concerned or interested, financially or otherwise, in the said Resolution.

ITEM NO. 6:

Appointment of Mrs. Irina Garg (DIN: 10732703) as Non-executive Independent Woman Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board has appointed Mrs. Irina Garg (DIN: 10732703) as Non-executive Independent Director (Additional Director) not liable to retire by rotation, for a term of three years, i.e., from August 12, 2024 upto August 11, 2027 subject to approval by the Members in this Annual General Meeting.

The Company has, in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mrs. Irina Garg (DIN: 10732703) are provided as an Annexure to this Notice.

Mrs. Irina Garg (DIN: 10732703) has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and the rules made thereunder, and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act and (iv) he is not aware of any circumstance which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. He has also given his consent to act as a Director.

In the opinion of the Board, Mrs. Irina Garg is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the Management. Given his experience, the Board considers it desirable and in the interest of the Company to have Mrs. Irina Garg (DIN: 10732703) on the Board of the Company and accordingly the Board recommends the appointment of Mrs. Irina Garg

(DIN: 10732703) as Non-executive Independent Director, as proposed in the Special Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members. The terms and conditions of appointment of the Independent Directors is available for inspection during the office hours till the date of AGM.

None of the Directors, Key Managerial Personnel or their respective relatives, except Mrs. Irina Garg (DIN: 10732703) & his relatives, are in any way concerned or interested, financially or otherwise, in the said Resolution.

ITEM NO. 7:

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 2024-25 at a fee of ₹ 1,10,000/- 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 2024-25.

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 as set out at Item No.7.

None of the Directors and Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

By the Order of Board of Directors

Arjun Agal
(Company Secretary)
M. No.: A74400

Date: 12th August, 2024

Place: Bhilwara

ANNEXURE

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING

[PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS]

Name of Directors	Dr. Shri Niwas Modani	Dinesh Chander Patwari	Upendra Prasad Singh	Irina Garg
Designation / Category of Director	Whole Time Director & Vice Chairman	Additional, Non-Executive Independent Director	Additional, Non-Executive Independent Director	Non-Executive, Independent Woman Director
DIN	00401498	10060352	00354985	10732703
Date of First Appointment on the Board	20 th June, 1989	12 th August, 2024	12 th August, 2024	12 th August, 2024
Qualification	Mr. Modani holds 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	Mr. D. C. Patwari holds a prestigious MBA degree from the Indian Institute of Management (IIM), Ahmedabad. He has also completed Treasury & Forex Management from ICFAI. His specialisation in treasury and forex management suggests expertise in financial risk management, foreign exchange markets, and treasury operations. He has also pursued M.Com and B.Com in Accounts & Business Statistics, Financial Management from Rajasthan University	Mr. Singh secured third rank in the State at the Bihar Secondary School Examination Board. He did his B. Tech in Mechanical Engineering and M. Tech in Industrial & Management Engineering from prestigious IIT Kanpur. He belongs to 1985 batch of Indian Administrative Service, borne in Odisha Cadre	Mrs. Garg is Post Graduate in Psychology (Gold Medalist) < Lucknow University and PhD in Finance and Tax Planning from Rajasthan University, Retired as Principal Chief Commissioner of Income Tax, Rajasthan
Expertise in specific functional areas	He has rich and varied experience of more than 35 years in the textile industry, having previously held positions in key organisations in the industry.	He is an Indian Revenue Service (IRS) officer having a rich experience of over 36 years and also having served various salient positions across various Government Departments pan India. Author to a book titled as 'Options & Futures in an Indian Perspective'. Mr. D. C. Patwari has had an extensive and varied career in the field of income tax administration across different roles and locations	After a distinguished service of more than 37 years in IAS, Shri Singh superannuated as Secretary to Government of India, Ministry of Textiles, on 31 st October, 2022. Prior to becoming Secretary Ministry of Textiles Shri Singh served as Secretary, Department of Water Resources, River Development and Ganga Rejuvenation, Ministry of Jalshakti for more than three years. As Secretary, Ministry of Textiles, Mr Singh was responsible for formulation of policies and programmes and their implementation for overall development of Textile industry in the Country including export promotion. Major initiative as Secretary, Textiles included launch of PLI Scheme for Textiles and PM – MITRA park (Mega Textiles Park) scheme. Shri Singh is regarded as an expert of water sector. He has spent above 6 years in water sector, both in the State and the Centre, including more than 03 years as Secretary to Govt of India. As Joint Secretary/Additional Secretary in the Ministry of Petroleum and Natural Gas, Shri Singh is credited with formulation of policies include Pricing Policy for Natural Gas, Uniform Licensing Policy, Open Acreage Licensing Policy, Small Margin Field Policy, Coal Bed Methane (CBM) Pricing Policy etc.	She was IRS officer of 1988 batch who has served in various positions of responsibility in the Income Tax Department in Rajasthan, Mumbai and Delhi. She was on deputation as a Director of Higher Technical Education in the Ministry of HRD for 5 years. Further she was Director General of National Institute of Agriculture Marketing in the Ministry of Agriculture and Farmers Welfare for 3 years. Have travelled extensively and done trainings in India and abroad.

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Name of Directors	Dr. Shri Niwas Modani	Dinesh Chander Patwari	Upendra Prasad Singh	Irina Garg
Directorship held in other public companies (excluding foreign companies)	None	*-METROPOLITAN STOCK EXCHANGE OF INDIA LIMITED *-JANA SMALL FINANCE BANK LIMITED	*- PARAS HEALTHCARE LIMITED *-SARDA ENERGY & MINERALS LIMITED *- JINDAL FERROUS LIMITED	None
Membership/ Chairmanship of Committees of other Indian public Companies	None	None	*- SARDA ENERGY & MINERALS LIMITED: Nomination & Remuneration Committee (Member) Corporate Social Responsibility Committee (Chairperson)	None
Shareholding of Director [including shareholding as beneficial owner]	6,24,779 Equity Shares	Nil	Nil	Nil
Name of listed entities from which the person has resigned in the past three years	None	None	None	None
Terms and Conditions of appointment / reappointment	Re-appointment as Director	Appointment as a Director and Independent Director	Appointment as a Director and Independent Director	Appointment as a Director and Independent Woman Director
Details of Remuneration sought to be paid	As per the terms of appointment as a Whole Time Director approved by the Shareholders.	He shall be paid a fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings.	He shall be paid a fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings.	She shall be paid a fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings.
Remuneration last drawn (including sitting fees, if any) for 2023-24	₹ 202.42 Lakhs	Not Applicable	Not Applicable	Not Applicable
Number of Board meetings attended during the 2023-24	4	Not Applicable	Not Applicable	Not Applicable
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Dr. S.N. Modani is son-in-law of Mr. Rampal Soni, Chairman of the Company	Not related to any Director Managers, and other Key Managerial Personnel of the Company	Not related to any Director Managers, and other Key Managerial Personnel of the Company	Not related to any Director Managers, and other Key Managerial Personnel of the Company