



Sangam (India) Limited

CIN: L17118RJ1984PLC003173

Regd. Off: Atun, Chittorgarh Road, Bhilwara-311001 (Raj.) Phone: +91-1482-245400-06

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

Notice

To The Shareholders

Notice is hereby given that the 34th Annual General Meeting of the Members of Sangam (India) Limited will be held on Saturday, the 28th November, 2020 at 4:00 P.M., through Video Conference or any other Audio Visual Means to transact the following business:

A. ORDINARY BUSINESS:

1. To adopt the Audited Financial Statements (including the consolidated financial statements) of the Company for the financial year ended 31st March, 2020 and Reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend for the financial year 2019-20.
3. To appoint a Director in place of Shri S.N. Modani (DIN: 00401498), who retires by rotation and being eligible offer himself for re-appointment.

B. SPECIAL BUSINESS:

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

Appointment of Smt. Jyoti Sharma (DIN: 08741591) as an Independent Director:

"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) Smt. Jyoti Sharma (DIN: 08741591), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 24th June, 2020, in terms of Section 161(1) of the Act and Articles of the Association of the Company and whose term of office expires at this 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 Independent Director of the Company to hold office for a period of five consecutive years commencing from 24th June, 2020 and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized 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."

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

To ratify the Remuneration of the Cost Auditors for the Financial Year 2020-21:

"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 ₹ 80,000/- (Rupees Eighty 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 2020-21 be and is hereby ratified and approved.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized 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."

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

Issue of Equity Shares to promoters of the company on preferential basis:

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the



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Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into by the company with BSE Limited and National Stock Exchange of India Limited (together, the “**Stock Exchanges**”) on which the equity shares of the company having face value of ₹ 10 (₹ Ten) each (“**Equity Shares**”) are listed, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018, as amended (“**ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, as amended (“**Listing Regulations**”) and the law, rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Securities and Exchange Board of India, the Stock Exchanges, Ministry of Corporate Affairs or any other relevant authority (hereinafter referred as “Applicable Regulatory Authorities”) from time to time, to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary or required from any and / or all Government or regulatory authorities and / or all other institutions and bodies provided that such sanctions are acceptable to the Board of Directors of the Company and subject to such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised to accept, the consent and approval of the members of the Company (“**Members**”) be and is hereby accorded to the Board to create, issue, offer and allot upto 40,00,000 Equity Shares at a price of ₹ 50/- per equity shares, aggregating upto ₹ 20.00 crores (₹ Twenty Crores only) on a preferential basis to the following Promoters of the Company in such manner and on such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations and/or other applicable provisions of the law and at such price as will be determined in accordance with Regulation 158 of the SEBI ICDR Regulations:

S. No	Name of the Promoters	No of Equity Shares Proposed
1	Shri Ram Pal Soni	10,00,000
2	Smt. Radha Devi Soni	4,00,000
3	Shri Anurag Soni	10,00,000
4	Shri Niwas Modani	4,00,000
5	Smt. Mamta Modani	4,00,000
6	Smt. Archana Sodani	4,00,000
7	Smt. Anjana Soni Thakur	2,00,000
8	Smt. Antima Soni	2,00,000

RESOLVED FURTHER THAT in accordance with the provisions of the ICDR Regulations, the “Relevant Date” for the purpose of determination of the price of the Equity Shares to be issued and allotted persons forming part of the promoters and the promoters group of the Company (“Proposed allottees”) as above be 29th October, 2020, being the date falling 30 days prior to the date of this Annual General Meeting of the Company, to approve the allotment of Equity Shares in dematerialized form is proposed to be completed within maximum period of 15 days from the date of passing of the special resolution and in case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any Applicable Regulatory Authorities, then the allotment shall be completed within 15 days from the date of receipt of such approval or permission as the case may be.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted to Proposed allottees pursuant to this resolution shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects including dividend and voting rights.

RESOLVED FURTHER THAT the Equity Shares shall remain locked-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, allotment of the Equity Shares, the Board, be and are authorized to

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do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage / appoint lead managers, brokers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, and other consultants and advisors to the issue and to remunerate them by way of commission, brokerage, fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required, and as permitted by law.

RESOLVED FURTHER THAT the Board is authorised to take necessary steps for listing

of the above mentioned Equity Shares on the Stock Exchanges where the Equity Shares of the Company are listed, as per the terms and conditions of the Listing Regulations, ICDR Regulations and other applicable Guidelines, Rules and Regulations.

RESOLVED FURTHER THAT subject to SEBI Regulations and other applicable laws, the Board is authorized to decide and approve terms and conditions of the issue of above mentioned Equity Shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT the Board is authorized to delegate all or any of the powers herein conferred by this resolution to any committee of the Board or any one or more Director(s)/Company Secretary/any other officer(s) of the Company to give effect to the aforesaid resolution including to execute any document on behalf of the Company and to represent the Company before any Governmental authorities and to appoint any professional advisor/ consultants/ lawyers."

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

**A.K. Jain
(Company Secretary)**

Date: 31st October, 2020
Place: Atun, Chittorgarh Road
Bhilwara, (Raj.) 311001

M. No.: F-7842

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 6 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 34th Annual General Meeting (AGM) is convened through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") pursuant to General Circular numbers 14/2020, 17/2020 and 20/2020, dated 08.04.2020, 13.04.2020 and 05.05.2020 respectively, issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020 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 34th 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 34th AGM along with the Annual Report for the financial year 2019-20 is sent only through electronic mode to those Members whose E-mail addresses are registered with the Company / Depositories / RTA as on 30th October, 2020. 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.



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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 21st November, 2020 to Saturday, the 28th November, 2020 (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 20th November, 2020. 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 2020-21 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 FY 2020- 21 obtained from the revenue authorities of country of tax residence duly attested by the member.
- Self Declaration in Form 10-F.
- No-PE [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 20th November, 2020. 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 as per section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividends remain unclaimed for seven consecutive years will 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, 2020, 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 20th November, 2020 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 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 dematerialized 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.

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15. As per Regulation 40 of SEBI (LODR) Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. Hence, the Members holdings hares in physical form are requested to consider converting their holdings in the dematerialized form. The Members who are desirous to convert their physical holdings into dematerialized form, may contract 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.

All documents referred in the accompanying Notice and Statement setting out material facts will be available for electronic inspection for Members on all working days (except Holiday) between 11.00 A.M. and 1.00 P.M. (IST) up to date of 34th 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 the Scrutinizer for the conduct of e-voting and polling 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

Voting through electronic means:

(i) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting

the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Tuesday, 24th November, 2020 (9:00 am) and ends on Friday, 27th November, 2020 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 20th November, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) log on to the e-voting website www.evotingindia.com.
 - (iii) Click on "Members" module.
 - (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) 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.
 - (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.
	<ul style="list-style-type: none"> • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field



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- (x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Sangam (India) Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Members can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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/RTA email id**.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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 **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 **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.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. 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.

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3. 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.
 4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
 5. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- (xix) Note for Non – Individual Shareholders and Custodians**
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@sangamgroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

ITEM NO. 4:

The Board of Directors on 24th June, 2020, on the recommendation of Nomination and Remuneration Committee, appointed Smt. Jyoti Sharma 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 five consecutive years under Section 149 of the Companies Act, 2013. The Company has received a notice from a member proposing Smt. Jyoti Sharma as a candidate for the office of Director of the Company, copy of which is available on the website of the Company www.sangamgroup.com.

Smt. Jyoti Sharma, aged 57 years, is a Non-Executive Independent Director of the Company. She joined the Board of Directors of the Company in June, 2020. She has been working as Senior Vice President with Banking Codes and Standards Board of India since August 2015. She has 21 years' experience in IDBI in Chandigarh, Jaipur and Mumbai office handling various operational and non-operational departments. She was DGM in IDBI handling Corporate Finance Department at the time of quitting it in 2005. Her forte is Corporate finance, resources mobilization and

monitoring of stressed assets. She was nominee director of IDBI on the boards of various companies for seven years. She possesses 15 months experience as Vice-President of India SME Asset Reconstruction Company Ltd (ISARC). She possesses over five years' experience of teaching in various management institutes in Mumbai like NMIMS, CIMR, etc.

She is M.Sc. (Botany) from Panjab University, Chandigarh, MBA with specialization in Financial Management from Indira Gandhi National Open University (IGNOU) and B.Ed. from Panjab University. She is pursuing Ph.D. in Management from IGNOU.

Presently she is not a Director in any other Company. She does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

Smt. Jyoti Sharma has given a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Smt. Jyoti Sharma fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors Rules, 2014) and SEBI (Listing Obligations and Disclosure



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Requirement) Regulation 2015 for her appointment as an Independent Director of the Company and is independent of the management. Copy of the letter for appointment of Smt. Jyoti Sharma 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 her association would be of immense benefit to the Company and it is desirable to continue to avail services of Smt. Jyoti Sharma as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Smt. Jyoti Sharma as an Independent Director for five consecutive years, subject to approval by the shareholders of the Company.

Except Smt. Jyoti Sharma, 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 set out at Item No. 4. 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. 5:

The Board on the recommendation of the Audit Committee 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 2020-21 at a fee of ₹ 80,000/- 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 2020-21.

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 at item no 5 of this notice 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.

Item No. 6:

In accordance with Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules

made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities by way of preferential basis to Promoter(s) of the Company.

The Board of Directors in its meeting held on 31st October, 2020 has approved the offer and issue up to 40,00,000 Equity Shares of the Company of ₹ 10/- each at a Premium of ₹ 40 per share aggregating upto ₹ 20 Crore on Preferential basis to promoters, the Promoter of the company, subject to inter alia, the approval of the shareholders of the company and receipt of applicable regulatory and statutory approvals in relation thereto.

COVID-19 has impacted a lot to the liquidity of the corporate sectors, revenue is going down and fixed expenditures continues. To increase the liquidity in the Listed company, SEBI has taken some new initiative during the Unlock Period. SEBI has permitted to acquire shares beyond five per cent but upto ten per cent of the voting rights by promoter(s) pursuant to preferential issue of equity shares by the listed company for the financial year 2020-21 without making public announcement for acquisition of the equity shares of the company.

The Preferential Issue to its Promoter was considered appropriate to minimize the dilution impact and for a successful and speedy execution in order to immediately help the Company for enhance its liquidity due to Covid impact. Implementation of the plan which includes equity raise and business restructuring plans will strengthen the balance sheet of the Company, which in turn is expected to provide a strong platform for the Company to participate in emerging opportunities in the textile sector.

The details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Act read with the rules issued thereunder, are set forth below:

i) Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors at its meeting held on 31st October, 2020 had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 40,00,000 Equity Shares at a price of ₹ 50 per Equity Share, aggregating upto ₹ 20 Crores (Rupees Twenty crores only) to the following promoters for cash consideration, on a preferential basis:

Notice (Contd.)

S. No	Name of the Promoters	No of Equity Shares Proposed
1	Shri Ram Pal Soni	10,00,000
2	Smt. Radha Devi Soni	4,00,000
3	Shri Anurag Soni	10,00,000
4	Shri Niwas Modani	4,00,000
5	Smt. Mamta Modani	4,00,000
6	Smt. Archana Sodani	4,00,000
7	Smt. Anjana Soni Thakur	2,00,000
8	Smt. Antima Soni	2,00,000

ii) Kinds of securities offered and the price at which security is being offered

Up to 40,00,000 Equity Shares of the Company, at a price of ₹ 50 (including a premium of ₹ 40) per Equity Share aggregating up to ₹ 20 crore (Rupees Twenty crore only), such price being not less than the minimum price as on the Relevant Date determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

iii) Objects of the Preferential Issue and aggregate amount proposed to be raised

The Company proposes to raise an amount aggregating up to ₹ 20 crore through the Preferential Issue. The proceeds of the Preferential Issue will be utilized for enhancement of the liquidity impacted by Covid, meeting future funding requirements and other general corporate purposes of the Company.

iv) Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is 29th October, 2020, being the date 30 days prior to the date of this Annual General Meeting (AGM).

v) Basis on which the price has been arrived at and justification for the price (including premium, if any)

The Equity Shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as the "Stock Exchanges").

The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the said period, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price, at which the Equity Shares shall be issued, is ₹ 50 per Equity Share, being higher of the following:

- Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on NSE, during the twenty-six (26) weeks preceding the Relevant Date, i.e. ₹ 47.90 per Equity Share; or
- Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on NSE, during the two (2) weeks preceding the Relevant Date i.e. ₹ 50 per Equity Share.

SEBI has amended the SEBI (ICDR) Regulations by insertion of New Regulation 164B regarding Pricing in case of Preferential Issue, w.e.f. 1st July, 2020.

In case of frequently traded shares, the price of the equity shares to be allotted pursuant to the preferential issue shall be determined by regulation 164 or regulation 164B, as opted for. The Company has opted Regulation 164 for determining price of the Equity Shares.

The pricing of the Equity Shares to be allotted on preferential basis is ₹ 50 per Equity Share which is not lower than the floor price determined as per Regulation 164 of the SEBI (ICDR) Regulations, 2018.

vi) Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects

The Equity Shares shall be issued to proposed allottees, the Promoter of the Company. The proposed allottees have indicated its intention to subscribe to the Preferential Issue. None of the Directors or Key Managerial Personnel of the Company intend to subscribe to any of the Equity Shares proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

vii) Time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

viii) Principal terms of assets charged as securities

Not applicable.



Notice (Contd.)

ix) Shareholding pattern of the Company before and after the Preferential Issue

Please refer Annexure - A to this Notice for details.

x) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue

The Equity Shares are proposed to be allotted to proposed allottees, Promoters of the Company. Details of shareholding of proposed allottees in the Company, prior to and after the proposed Preferential Issue, are as under:

S. No	Name of the Promoters	Pre-Preferential Issue As on 29 th October, 2020		Post-Allotment of Equity Shares pursuant to the Preferential Issue	
		No. of Equity Shares held	Percentage held	No. of Equity Shares held	Percentage held
1	Shri Ram Pal Soni	453950	1.15	1453950	3.35
2	Smt. Radha Devi Soni	377761	0.96	777761	1.79
3	Shri Anurag Soni	2710397	6.88	3710397	8.55
4	Shri Niwas Modani	99779	0.25	499779	1.15
5	Smt. Mamta Modani	105404	0.27	505404	1.16
6	Smt. Archana Sodani	60774	0.15	460774	1.06
7	Smt. Anjana Soni Thakur	3750	0.01	203750	0.47
8	Smt. Antima Soni	46050	0.12	246050	0.57

There shall be no change in control of the Company pursuant to the aforesaid Preferential Issue. However, the percentage of shareholding and voting rights exercised by proposed allottees, the Promoters of the Company, will change in accordance with the change in the shareholding pattern as set in the **Annexure - A**.

xi) Lock-in Period

The Equity Shares shall be locked-in for such period as specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

The entire Pre-preferential Issue shareholding of proposed allottees shall be locked-in from the Relevant Date up to a period of six months from the date of the trading approval as specified under Regulation 167(6) of the SEBI ICDR Regulations.

Shares allotted to the Proposed allottees on preferential basis shall be locked in from the date of trading approval granted the equity shares allotted, for a period of three years.

xii) Undertakings

- None of the Company, its Directors or Promoter have been declared as wilful defaulter as defined under the SEBI ICDR Regulations.
- None of its Directors is a fugitive economic offender as defined under the SEBI ICDR Regulations.

xiii) Auditors' Certificate

The certificate from Rajendra & Co., Chartered Accountant, being the Statutory Auditors of the Company certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting.

xiv) Other disclosures

- During the period from 1st April 2020 until the date of Notice of this AGM, the Company has not made any preferential issue of Equity Shares.
- Report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue.
- Neither proposed allottees nor any other member of the promoter group of the Company have sold or transferred any Equity Shares during the six months preceding the Relevant Date.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to proposed allottees is being sought by way of a special resolution as set out in the said item of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item No.6 of the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the said resolution.

Annexure-A

THE SHAREHOLDING PATTERN BEFORE AND AFTER THE PREFERENTIAL ISSUE:

The shareholding pattern of the Company pre and post the allotment of Equity Shares under the proposed Preferential Issue is given below:

S. No.	Category	Pre Issue		Post Preferential Issue	
		No of shares	% of Shareholding	No of shares	% of Shareholding
A	Promoter Holding				
1	Indian				
	Individual	42,34,433	10.74	82,34,433	18.96
	Bodies Corporate	1,74,47,968	44.26	1,74,47,968	40.18
	Sub Total	2,16,82,401	55.00	2,56,82,401	59.14
2	Foreign Promoters	NIL	NIL	NIL	NIL
	Sub Total (A)	2,16,82,401	55.00	2,56,82,401	59.14
B	Non Promoter Holding				
1	Institutional Investor	10,13,399	2.57	10,13,399	2.34
2	Non Institution				
	Individual	27,90,960	7.08	27,90,960	6.42
	Bodies Corporate	1,17,72,824	29.86	1,17,72,824	27.12
	Trusts	50	0.00	50	0.00
	Others	21,61,925	5.49	21,61,925	4.98
	Sub Total (B)	1,77,39,158	45.00	1,77,39,158	40.86
	Grand Total	3,94,21,559	100.00	4,34,21,559	100.00



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	Shri S.N. Modani	Smt. Jyoti Sharma
Position/Post	Re-appointment/Director Retire by rotation	Appointment
DIN	00401498	08741591
Date of Appointment	1 st October, 2019	24 th June, 2020
Qualification	B.Sc., (Chem.), MBA & Post-Graduate Diploma in Cement Technology from NCBM, Faridabad	She is M.Sc (Botany), MBA with specialization in Financial Management and B.Ed. She is also pursuing Ph.D in Management from IGNOU.
Expertise in specific functional areas	He has 28 years of experience in the textile industry, having previously held positions in key organizations in the industry, such as Deputy Chairman of The Rajasthan Textile Mills Association, as well as Director, Indian Cotton Mills Federation. He has also held positions as President, Mewar Chamber Of Commerce & Industry and Vice President, Rajasthan Chamber Of Commerce & Industry.	She has been working as Senior Vice President with Banking Codes and Standards Board of India since August 2015. She has 21 year experience in IDBI Bank Ltd in Chandigarh, Jaipur and Mumbai office handling various operational and non-operational departments. 15 month experience as Vice-President of India SME Asset Reconstruction Company Ltd (ISARC).
Directorship held in other public companies (excluding foreign companies)	-	-
Membership/Chairmanship of committees of other Indian public Companies	-	-
Number of share held in the company	99779	-
Relationship with other Directors	-	-