



Sangam (India) Limited

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

CIN: L17118RJ1984PLC003173 Phone: +91-1482-245400-06

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

NOTICE

To The Shareholders,

Notice is hereby given that the 35th Annual General Meeting of the Members of Sangam (India) Limited will be held on Thursday, September 23, 2021 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 March 31, 2021 together with the Reports of the Board of Directors and Auditors thereon.

2. Re-appointment of Shri V.K. Sodani (DIN: 00403740) as a Director, liable to retire by rotation

To appoint a Director in place of Shri V.K. Sodani (DIN: 00403740), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

3. Declaration of Dividend

To declare a dividend of ₹ 1.00 per equity share for the year ended March 31, 2021

SPECIAL BUSINESS:

4. Re-appointment of Shri R.P. Soni (DIN:00401439) as Whole-time Director designated as Chairman 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 196, 197 and 198 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or reenactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, the consent of the members of the Company, be and is hereby accorded to the re-appointment of Shri R.P. Soni (DIN: 00401439) as Whole-time Director designated as Chairman of the Company for a period

of three years effective from September 01, 2021 at the remuneration and on such other terms and conditions as set out in the statement annexed to the Notice convening this Meeting.

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

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

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby 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. Appointment of Shri Anurag Soni (DIN: 03407094) as Whole-time Director of the Company:

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any



NOTICE (Contd.)

statutory modification(s) or reenactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, the approval of the members of the Company, be and is hereby accorded to the appointment of Shri Anurag Soni (DIN: 03407094) who was appointed as an Additional Director of the Company by the Board of Directors with effect from January 21, 2021, in terms of Section 161(1) of the Act and Article of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Whole-time Director of the Company for a period of three years effective from January 21, 2021 at the remuneration and on such other terms and conditions as set out in the statement annexed to the Notice convening this Meeting.

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

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

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

6. Appointment of Shri Yaduvendra Mathur (DIN: 00307650) as an Independent Director:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 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), Shri Yaduvendra Mathur (DIN: 00307650), who was appointed as an Additional Director of the Company by the Board of Directors with effect from January 21, 2021, in terms of Section 161(1) of the Act and Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Non-executive Independent Director of the Company to hold office for a period of five consecutive years commencing from January 21, 2021 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."

7. To ratify the Remuneration of the Cost Auditors for the Financial Year 2021-22:

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 read with Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time

NOTICE (Contd.)

being in force), the payment of the remuneration of ₹ 1,00,000/- (Rupees One Lakhs only) plus applicable GST and reimbursement of actual out of pocket expenses to M/s K.G. Goyal & Co., Cost Accountants (Firm Registration No. 000017), who were appointed by the Board of Directors of the Company as "Cost Auditors" to conduct the audit of the cost records of all the units of the Company for the financial year 2021-22 be and is hereby ratified and approved.

RESOLVED FURTHERTHAT 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."

By Order of the Board of Directors

A.K. Jain

(Company Secretary)

M. No.: F-7842

Date: 21st July, 2021

Place: Atun, Chittorgarh road

Bhilwara, (Raj.) 311001

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 35th Annual General Meeting (AGM) is convened through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") pursuant to General Circular numbers 14/2020, 17/2020, 20/2020 and 02/2021 dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 respectively, issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular dated May 12, 2020 and January 15, 2021 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 35th AGM shall be the Registered Office of the Company at Atun, Chittorgarh Road, Bhilwara-311001 (Rajasthan).
3. In compliance with the aforesaid Circulars, the Notice of 35th AGM along with the Annual Report for the financial year 2020-21 is sent only through electronic mode to those Members whose E-mail addresses are registered with the Company / Depositories / RTA as on Friday, August 27, 2021. The AGM notice and Annual Report of the Company are made available on the Company's website at www.sangamgroup.com and also on the website of the Stock Exchanges where the shares of the Company have been listed viz., BSE Limited - www.bseindia.com and National Stock Exchange of India Limited www.nseindia.com.
4. Though a Member entitled to attend and vote at the meeting, is entitled to appoint one or more proxies (proxy need not be a member of the Company to attend and vote instead of himself / herself), the facility of appointment of Proxies is not available as the AGM is convened through VC / OAVM.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In case of joint holders only such joint holder who is higher in the order of names will be entitled to vote during the meeting.
7. The Company's Register of members and share transfer books shall remain closed from Saturday, the September 18, 2021 to Thursday, the September 23, 2021 (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 April 01, 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 18th September, 2021. 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 2021-22 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-



NOTICE (Contd.)

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 2021-22 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 September 18, 2021. 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 March 31, 2021, 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 September 17, 2021 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.
15. As per Regulation 40 of SEBI (LODR) Regulations, 2015 as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. Hence, the Members holdings shares 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 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

NOTICE (Contd.)

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 remote e-voting and e-voting process to be carried out at the AGM of the Company in a fair and transparent manner.
20. Since the AGM being held through VC/OAVM, the Route Map, Attendance Slip and proxy form are not attached to this Notice.
21. Voting Options

e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
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 authorized 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.
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 at least 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.sangamgroup.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM 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 of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before December



NOTICE (Contd.)

30, 2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January 13, 2021.

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

- (i) The voting period begins on Monday September 20, 2021 at 9.00 AM and ends on Wednesday September 22, 2021 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday September 17, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) 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:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |

NOTICE (Contd.)

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542-43. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 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,



NOTICE (Contd.)

- 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 | 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"> • 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) | 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. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant "Sangam (India) Limited" on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **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 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.

NOTICE (Contd.)

- 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; bksharma162@gmail.com and secretarial@sangamgroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **5 (Five) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 (Five) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@sangamgroup.com. These queries will be replied to by the company suitably by email.

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

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@sangamgroup.com
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

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 on 022-23058542/43.



NOTICE (Contd.)

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

ITEM NO. 4:

Shri R.P. Soni was appointed as Whole-time Director designated as Chairman of the Company for a period of three year w.e.f. September 01, 2018 at the 32nd Annual General Meeting of the Company held on September 29, 2018.

On the recommendation of Nomination and Remuneration Committee of the Board, the Board of Directors of the Company in their meeting held on dated July 21, 2021 has approved the re-appointment of Shri R.P. Soni as Whole-time Director designated as Chairman of the Company for a period of three year effective from September 01, 2021, subject to the approval of the shareholders.

Section 196(3) read with schedule V of the Companies Act, 2013, provides that a person, who has attained the age of 70 years, can be appointed as a Whole time Director, if approved by the members by passing Special Resolution.

Keeping in view that Shri R.P. Soni has rich and varied experience of more than 34 years in the textile industry and has been leading and guiding the operations of the Company, over a long period of time, it would be in the interest of the Company to continue the employment of Shri R.P. Soni as a Whole-time Director designated as Chairman of the Company. The Board is confident about Shri R.P. Soni being able to function and discharge his duties in an able and competent manner.

Shri R.P. Soni is a B.Sc., Diploma in Civil Engineering and has extensive working experience of about 34 years in Textile Industry. He is also Managing Trustee of Smt. Kesarbai Soni Charitable Trust, which runs a 100 bedded facility Hospital namely Smt. Kesarbai Soni Hospital. Shri Badri Lal Soni Charitable Trust, established with a view to provide Technical and Management education to the youths of the Region and is running an University, namely, Sangam University.

Shri R.P. Soni also associated with Engineers Association, Bhilwara, Shree Aditya Vikram Birla Memorial Vyapaar Sahyog Kendra, Chennai, P.H.D. Chamber of Commerce and Industries, Confederation of Indian Textile Industry, New Delhi, Synthetic Weaving Mills Association, Mewar Chamber of Commerce & Industries, Rajasthan Chamber of Commerce and Industries, Indian Agro Industries Foundation, Pune and FICCI, New Delhi.

Shri R.P. Soni was also the President, Rajasthan Pradeshik Maheshwari Sabha, President, Harni Mahadev Vikas Samiti, Bhilwara, Vice President, Patron, Manav Seva Sansthan, Bhilwara, Member (WC) Akhil Bhartiya Maheshwari Seva Sadan, Pushkar, Trustee, Shri Krishna Das Jajoo Smarak Trust, Kolkata, Founder Member & Trustee, Giriraj Dharan

Maheshwari Seva Trust, Vrindavan, President, Akhil Bharat Varshiya Maheshwari Maha Sabha, Senior Vice President (National), All India Vaish Federation, New Delhi, Director, Advisory Board Pacific College, Udaipur, Affiliated to MLS University, Udaipur, Director, Advisory Board Pacific Institute of Management, Udaipur Affiliated to MLS University, Udaipur & Approved by AICTE, New Delhi, Member, Governing Body, MLV Textile & Engineering College, Bhilwara (Nominated by Government of Rajasthan) and many more.

Shri R.P. Soni is the Chairman of CSR Committee and the Members of Nomination & Remuneration Committee, Stakeholders' Relationship Committee and Audit Committee of the Board of Directors of the Company.

In view of the substantial time and effort required to be spent by the Chairman in the affairs relating to the Company, the Board of Directors upon recommendation of Nomination and Remuneration Committee of the Board at their meeting held on July 21, 2021 have re-appointed Shri R. P. Soni as Whole time Director designated as Chairman of the Company.

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

Basic Salary

₹ 17,16,000/- per month w.e.f. September 01, 2021 which shall be increased 10% of Basic Salary in every year thereafter.

Commission

Commission upto 1% of Net Profit as computed in the manner laid down in the Companies Act, 2013.

Perquisite

- Suitable residential accommodation, free of cost with all facilities, amenities and services (including gas, electricity, water and furnishing). In case he does not opt for company provided accommodation at any time, he shall be paid house rent allowance of a sum not exceeding 30% of his basic salary. The expenditure incurred by the Company on gas, electricity, water and furnishings provided to him shall be evaluated as per the Income-tax Rules, 1962.
- Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization.
- Personal accident insurance premium not to exceed ₹ 10,000/- per annum.

NOTICE (Contd.)

- d. Servant allowance not exceeding ₹ 60,000/- per annum.
- e. Club fees payable subject to a maximum of two clubs except entrance and life membership fees.
- f. Encashment of leave as per policy of the Company.
- g. Contribution to provided fund, superannuation fund or annuity fund and any other retirement benefits as per policy of the Company.
- h. Gratuity payable as per policy of the Company.
- i. Free use of the Company's car along with the driver, personal use of car shall be billed by the Company.
- j. Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Shri R. P. Soni.

NOTES

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

Minimum Remuneration

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

Shri R. P. Soni, satisfies all the conditions as set out in Part I of Schedule V referred to in Section 196 of the Companies Act, 2013 for being eligible to be re-appointed as a whole time director (designated as "Chairman") of the Company. He is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board of Directors, the re-appointment of Shri R.P. Soni as Whole-time Director designated as Chairman is in the best interest of the Company and accordingly, Board of Directors recommend this Resolution for approval of the Members.

The foregoing may be treated as an abstract of the draft agreement for the appointment of Shri R.P. Soni as a whole-time director designated as Chairman of the Company.

Save and except Shri R.P. Soni and his relatives, namely Shri Anurag Soni, CFO & Whole-time Director, Son and Shri S. N. Modani, Managing Director, and Shri V.K. Sodani, Executive Director being son-in-law of Shri R.P. Soni, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the proposed Resolution set out at Item no. 4 of this Notice.

The specified information while seeking approval/consent of the shareholders as required under Part-II of Schedule V of the Companies Act, 2013 is given below:



NOTICE (Contd.)

| I. General Information : | | | |
|--|---|---|-----------------------|
| 1. | Nature of Industry | Manufacturing of diversified products viz. Textiles including Yarn, Fabrics and Readymade Garments. | |
| 2. | Date or expected date of commencement of commercial production | Commercial operations commenced in the year 1984. | |
| 3. | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not applicable. | |
| 4. | Financial performance based on given indicators | | |
| | Particulars | As per Audited Financial Results for the year (₹ in Lakhs) | |
| | | March 31, 2021 | March 31, 2020 |
| | | March 31, 2019 | |
| | Revenue from operations | 136337 | 179145 |
| | Total Expenses | 135994 | 177128 |
| | Profit before taxation (PBT) | 343 | 2017 |
| | Profit after taxation (PAT) | 538 | 1330 |
| | | 1561 | |
| 5. | Foreign Investment or collaboration, if any : Nil | | |
| II. Information about the Appointee | | | |
| 1. | Background details | Shri R.P. Soni, aged 75 years holds a Bachelor's degree in Science and he is also a Diploma in Civil Engineering. Further, His Director Identification Number is 00401439. He is the Whole-time Director designated as Chairman of the Company and has rich experience about the affairs of the Company. | |
| 2. | Past remuneration | Financial Year | Remuneration Paid |
| | | 2020-21 | 207.12 Lakhs |
| | | 2019-20 | 265.90 Lakhs |
| | | 2018-19 | 247.04 Lakhs |
| 3. | Recognition or awards | The Company has received various awards and recognition during his tenure as a Chairman of the Company. | |
| 4. | Job profile and his suitability | He is rendered multifarious services and guidance to the Company on a continuous basis, to the tangible advantage of the Company. The Company attributes its business performance and growth to the leadership, efforts and contribution provided by the Executive Chairman, on a sustained and continuous basis. Thus, he is ideally suited for the job. | |
| 5. | Remuneration proposed | As per Explanatory Statement | |

| | | |
|----|--|--|
| 6. | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person | The proposed remuneration is in tune with the current remuneration packages of managerial personnel of companies belonging to the similar industry, size and with effective capital comparative to the company. Further, it is commensurate with the qualification and experience of the appointee and in accordance with the highly competitive business scenario requiring recognition and reward of performance and achievement for retention of best talent and motivation towards meeting the objectives of the company |
| 7. | Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any | Besides the remuneration proposed, Shri R.P. Soni, does not have any pecuniary relationship with the Company. Shri Anurag Soni, CFO & Whole-time Director is son and Shri S.N. Modani, Managing Director & CEO and Shri V.K. Sodani, Executive Director of the Company are Son in Law of Shri R.P. Soni. |

III. Other Information :

| | | |
|----|---|---|
| 1. | Reasons of loss or inadequate profits | Due to Covid19 pandemic, economic slowdown and consequent adverse market conditions prevailing, there was lower profitability in textiles. |
| 2. | Steps taken or proposed to be taken for improvement | The Company has initiated certain steps such as better product mix, cost control, borrowing at cheaper rates, and improving efficiency etc. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins. |
| 3. | Expected increase in productivity and profits in measurable terms | The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms. |

IV. Disclosures :

| | |
|----|---|
| 1. | Requisite information has been given under the section on Corporate Governance in the Annual Report |
|----|---|

ITEM NO. 5:

The Company had appointed Shri Anurag Soni as Chief Financial Officer of the Company with effect from June 24, 2020.

On recommendation of Nomination and Remuneration Committee of the Board, Shri Anurag Soni was appointed as an Additional Director of the Company by the Board of Directors with effect from January 21, 2021, in terms of Section 161(1) of the Act and Article of the Articles of Association of the Company and whose term of office expires at 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.

Further, on the recommendation of Nomination and Remuneration Committee of the Board, the Board of Directors of the Company in their meeting held on dated January 21,

NOTICE (Contd.)

2021 has also approved the appointment of Shri Anurag Soni as Whole-time Director of the Company for a period of three year effective from January 21, 2021, subject to the approval of the shareholders of the Company. The appointment as Whole-time Director of the Company of Shri Anurag Soni is hereby proposed to be approved by the members of the Company.

Shri Anurag Soni is a well-qualified by profession and has adequate experience of process of system integration practices, establishing Management Information Systems, establishing IT and database infrastructures, strategic planning, business restructuring, resources raising and investor relations.

He is a Commerce Graduate and has completed his MS Finance Degree. Apart from his professional expertise, he is also the Member of All India Maheshwari Mahasabha, Trustee and Member of board at Sangam University.

The remuneration and terms and conditions of appointment of Shri Anurag Soni, as approved and recommended by the Nomination & Remuneration Committee of the Board of Directors of the Company in pursuance to the Schedule V of the Companies Act, 2013 is as under:

Basic Salary

₹ 3,85,000 per month w.e.f. October 1, 2021 which shall be increased 10% of basic salary every year thereafter.

Commission

Commission upto 1% of Net Profit as computed in the manner laid down in the Companies Act, 2013.

Perquisite

- a. Suitable residential accommodation, free of cost with all facilities, amenities and services (including gas, electricity, water and furnishing). In case he does not opt for company provided accommodation at any time, he shall be paid house rent allowance of a sum not exceeding 30% of his basic salary. The expenditure incurred by the Company on gas, electricity, water and furnishings provided to him shall be evaluated as per the Income-tax Rules, 1962.
- b. Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization.
- c. Personal accident insurance premium not to exceed ₹ 10,000/- per annum.
- d. Servant allowance not exceeding ₹ 60,000/- per annum.
- e. Club fees payable subject to a maximum of two clubs except entrance and life membership fees.
- f. Encashment of leave as per policy of the Company.
- g. Contribution to provided fund, superannuation fund or

annuity fund and any other retirement benefits as per policy of the Company.

- h. Gratuity payable as per policy of the Company.
- i. Free use of the Company's car along with the driver, personal use of car shall be billed by the Company.
- j. Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Shri Anurag Soni.

NOTES

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

Minimum Remuneration

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

Shri Anurag Soni, satisfies all the conditions as set out in Part I of Schedule V referred to in Section 196 of the Companies Act, 2013 for being eligible to be appointed as whole-Time



NOTICE (Contd.)

Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board of Directors, the appointment of Shri Anurag Soni as Whole-time Director is in the best interest of the Company and accordingly, Board of Directors recommend the Resolution set out in Item No. 5 for approval of the Members.

The foregoing may be treated as an abstract of the draft agreement for the appointment of Shri Anurag Soni as Whole-time Director of the Company.

Save and except Shri Anurag Soni and his relatives, namely Shri R. P. Soni, Chairman of the Company being father of Shri Anurag Soni, none of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Resolution set out at Item no. 5 of this Notice.

The specified information while seeking approval/consent of the shareholders as required under Part-II of Schedule V of the Companies Act, 2013 is given below:

| I. General Information : | | | | |
|---------------------------------|---|---|-----------------------|-----------------------|
| 1. | Nature of Industry | Manufacturing of diversified products viz. Textiles including Yarn, Fabrics and Readymade Garments. | | |
| 2. | Date or expected date of commencement of commercial production | Commercial operations commenced in the year 1984. | | |
| 3. | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not applicable. | | |
| 4. | Financial performance based on given indicators | | | |
| | Particulars | As per Audited Financial Results for the year (₹ in Lakhs) | | |
| | | March 31, 2021 | March 31, 2020 | March 31, 2019 |
| | Revenue from operations | 136337 | 179145 | 188264 |
| | Total Expenses | 135994 | 177128 | 185818 |
| | Profit before taxation (PBT) | 343 | 2017 | 2446 |
| | Profit after taxation (PAT) | 538 | 1330 | 1561 |
| 5. | Foreign Investments or Collaborations, if any : Nil | | | |

II. Information about the Appointee

| | | | |
|----|--|--|-------------------|
| 1. | Background details | Shri Anurag Soni is a well-qualified by profession and has adequate experience of process of system integration practices, establishing Management Information Systems, establishing IT and database infrastructures, strategic planning, business restructuring, resources raising and investor relations. He is a Commerce Graduate and has completed his MS Finance Degree. | |
| 2. | Past remuneration | Financial Year | Remuneration Paid |
| | | 2020-21 | 46.83 Lakhs |
| 3. | Recognition or awards | N.A. | |
| 4. | Job profile and his suitability | Shri Anurag Soni aged 33 years, hold a Commerce Graduate and has completed his MS Finance degree. His Director Identification No. is 03407094. | |
| 5. | Remuneration proposed | As per Explanatory Statement | |
| 6. | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person | The proposed remuneration is in tune with the current remuneration packages of managerial personnel of companies belonging to the similar industry, size to the company. | |
| 7. | Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any | Besides the remuneration proposed, Shri Anurag Soni does not have any pecuniary relationship with the Company. Shri R.P. Soni, Chairman of the Company is father of Shri Anurag Soni. | |

III. Other Information :

| | | |
|----|---|---|
| 1. | Reasons of loss or inadequate profits | Due to Covid19 pandemic, economic slowdown and consequent adverse market conditions prevailing, there was lower profitability in textiles. |
| 2. | Steps taken or proposed to be taken for improvement | The Company has initiated certain steps such as better product mix, cost control, borrowing at cheaper rates, and improving efficiency etc. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins. |
| 3. | Expected increase in productivity and profits in measurable terms | The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms. |

IV. Disclosures :

| | |
|----|---|
| 1. | Requisite information has been given under the section on Corporate Governance in the Annual Report |
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NOTICE (Contd.)

ITEM NO. 6:

The Board of Directors on January 21, 2021, on the recommendation of Nomination and Remuneration Committee, appointed Shri Yaduvendra Mathur 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 Shri Yaduvendra Mathur as a candidate for the office of Director of the Company.

Mr. Yaduvendra Mathur, aged 62 years, is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company during January, 2021. He was Officer of the Indian Administrative Service and retired in the year 2019 from the rank of Secretary to Govt. of India, Neeti Aayog, New Delhi.

Mr. Mathur was also associated with Exim Bank as CMD, with Rajasthan Financial Corporation as CMD, as Director General Revenue Intelligence, Principal Secretary Budget, Secretary Expenditure, Dy Secretary Finance as an Income Tax Officer, IRS and he was also associated with African Development Bank.

Mr. Mathur have extensive experience as a Full time Director / Board Member having been CMD of Export Import Bank of India. This was a very high powered Board (Secretaries to GOI - DIPP, Commerce, External Affairs ER, Chief Economic Adviser, Secretary DFS/Joint Secretary including Chairman SBI and CMD's of India's four other large Banks, and ED RBI and CMD ECGC Limited).

Mr. Mathur has international experience representing India (DEA) as its nominee, on the Board of Directors of African Development Bank, at Abidjan/Tunis. As CMD Exim Bank, he was on the BRICS Inter Bank Forum for three years representing India.

Mr. Mathur has a basic Degree in Economics (1979) and a post-graduation in Management (MBA Finance 1981), he has strong competencies working with financial performance data including interpreting summarizing and communicating high-level outputs. Commerce & Accountancy was his subject in the UPSC Main Exams. He ranks first in the 1986 IAS seniority and was awarded three gold medals during probation.

Presently Shri Yaduvendra Mathur is a Director in one other Company. Shri Yaduvendra Mathur does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

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

In the opinion of the Board, Shri Yaduvendra Mathur fulfils the conditions specified in the Companies Act, 2013, the

Companies (Appointment and Qualification of Directors Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirement) Regulation 2015 for his appointment as an Independent Director of the Company and is independent of the management. Copy of the letter for appointment of Shri Yaduvendra Mathur as an Independent Director is available. On the website of the Company www.sangamgroup.com.

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

Except Shri Yaduvendra Mathur, 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. 6. 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. 7:

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 for the financial year 2021-22 at a fee of ₹ 1,00,000/- to M/s K.G. Goyal & Co, subject to TDS, GST etc., as applicable, apart from out of pocket expenses, as remuneration for cost audit services for the financial year 2021-22.

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 7 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.

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

A.K. Jain

(Company Secretary)

M. No.: F-7842

Date: 21st July, 2021

Place: Atun, Chittorgarh road

Bhilwara, (Raj.) 311001



ANNEXURE

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

| Name of Director | Shri R.P. Soni | Shri V.K. Sodani | Shri Anurag Soni | Shri Yaduvendra Mathur |
|---|--|--|---|---|
| Position/Post | Chairman | Executive Director | Whole-time Director | Independent Director |
| Date of Appointment | September 01, 2018 | October 01, 2017 | January 21, 2021 (appointed as Director) | January 21, 2021 |
| DIN | 00401439 | 00403740 | 03407094 | 00307650 |
| Qualification | B.Sc., Diploma in Civil Engineering | B.Com, FCA | Commerce Graduate and MS Finance | Basic Degree in Economics Post-graduation in Management (MBA Finance) |
| Expertise in specific functional areas | He has rich and varied experience more than 34 years in textile industry. | Managing business of P/V suiting with domestic & overseas marketing, process division and seamless garments division. | He has adequate experience of process of system integration practices, establishing Management Information Systems, establishing IT and database infrastructures, strategic planning, business restructuring, resources raising and investor relations. | 25 years of combined experience in projects banking & institutional finance, financial market operations (As CMD Exim Bank 3 years ; With African Development Bank 2 years ; As CMD Rajasthan Financial Corporation 3 years ; As Director General Revenue Intelligence, Principal Secretary Budget, Secretary Expenditure, Dy.Secretary Finance 6 years and 2 years as an Income Tax Officer, IRS) |
| Directorship held in other public companies (excluding foreign companies) | <ul style="list-style-type: none"> - Sangam Capital Services Limited - Sangam E-Com Limited - Sangam Infratech Limited - Keti Sangam Infrastructure (India) Limited - Kalyan Sangam Infratech Limited | <ul style="list-style-type: none"> - Suchitra Finance & Trading Co. Limited - Sangam Lifestyle Ventures Limited - Sangam Infratech Limited | <ul style="list-style-type: none"> - Sangam Business Credit Limited - Sangam Lifespaces Limited - Keti Sangam Infrastructure (India) Limited - Sangam Lifestyle Ventures Limited | <ul style="list-style-type: none"> - Consulting Engineers Group Limited |
| Membership/ Chairmanship of committees of other Indian public Companies | N.A. | Audit Committee - Member Suchitra Finance & Trading Co. Limited Stakeholders Relationship Committee – Member Suchitra Finance & Trading Co. Limited Nomination and Remuneration Committee – Member Suchitra Finance & Trading Co. Limited | Nil | Nil |
| Number of share held in the company | 1453950 | Nil | 3838665 | |