



SIGACHI INDUSTRIES LIMITED

CIN: L24110TG1989PLC009497

Regd. Off 229/1 & 90, KALYAN'S TULSIRAM CHAMBERS, MADINAGUDA, HYDERABAD- 500 049,
Telangana

Tel: 040-23396817, 23327723/ 29; Fax: 040-23314158

Website: www.sigachi.com; Email: investors@sigachi.com

NOTICE

Notice is hereby given that the 35th Annual General Meeting of the Members of Sigachi Industries Limited for FY 2023-24 will be held on Wednesday, 04th September, 2024 at 11.00 A.M. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at 31st March, 2024, the Standalone and Consolidated Statement of Profit and Loss and Standalone and Consolidated Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To declare dividend of 10% i.e., Re. 0.10/- on equity shares of face value of Re. 1/- for the financial year ended 31st March 2024.
3. To appoint a Director in place of Mr. Rabindra Prasad Sinha (DIN: 00413448), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Chidambarnathan Shanmuganathan (DIN: 00485497), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. Appointment of Statutory Auditors of the Company for a period of five years.

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

“RESOLVED THAT pursuant to Sections 139, 140(4), 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and SEBI (LODR) Regulations,2015 and pursuant to the approvals and recommendations of the Audit Committee and Board of Directors, M/s. Yelamanchi & Associates, Chartered Accountants, who had submitted their written consent and a certificate indicating that they satisfy the prescribed criteria and in respect of whom company has received a special notice under section 140(4) of companies Act,2013 proposing their appointment in place of retiring auditors, be and is hereby appointed as Statutory Auditors of the Company for a period of five (5) years to hold office from the conclusion of this 35th Annual General Meeting until the conclusion of the 40th Annual General Meeting of the Company at a remuneration as may be decided by the Board of Directors of the Company.”

“RESOLVED FURTHER THAT Mr. Amit Raj Sinha, CEO and Managing Director and Mr. Vivek Kumar, Company Secretary and Compliance Officer be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, including filing of the necessary forms with the Registrar of Companies, Telangana at Hyderabad.”

6. RATIFICATION OF PAYMENT OF REMUNERATION TO THE COST AUDITOR FOR THE FINANCIAL YEAR 2024-25:

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactments thereof, for the time being in force), and on recommendations of the Audit Committee and as approved by the Board of Directors, consent of the Members be and is here by accorded for payment of remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) per annum plus GST and out of pocket expenses to **M/s MPR & Associates**, (Registration No. 000413) Cost Accountants to conduct the audit of the Cost Records of the Company for the Financial Year ended 31st March 2025.

RESOLVED FURTHER THAT Mr. Amit Raj Sinha, CEO and Managing Director and Mr. Vivek Kumar, the Company Secretary and compliance officer of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be

necessary, including filing of the necessary forms with the Registrar of Companies, Telangana at Hyderabad.”

7. RE-APPOINTMENT OF MS. BINDU VINODHAN [DIN:02882210] AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions if any, of the Companies Act, 2013 (“the Act”), the Rules made thereunder and read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Nomination and Remuneration Policy of the Company, the performance evaluation made by Board of Directors earlier and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Ms. Bindu Vinodhan who was appointed as an Independent Director of the Company for a term of 2 (Two) consecutive years commencing from 27.10.2022 up to 26.10.2024 (both days inclusive) and who being eligible for re-appointment as an Independent Director who has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) consecutive years on the Board of the Company commencing from 27.10.2024 up to 26.10.2029 (both days inclusive).

RESOLVED FURTHER THAT Mr. Amit Raj Sinha, CEO and Managing Director or Mr. Vivek Kumar, the Company Secretary and compliance officer of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary for the re-appointment of Ms. Bindu Vinodhan as an Independent Director of the Company, including filing of the necessary forms with the Registrar of Companies, Telangana at Hyderabad.”

8. RE-APPOINTMENT OF MR. RABINDRA PRASAD SINHA [DIN: 00413448] AS WHOLE-TIME DIRECTOR AND CHAIRMAN OF THE COMPANY.

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

“RESOLVED THAT pursuant to Sections 196(3),197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Nomination and Remuneration Policy of the Company, the performance evaluation made by Board of Directors earlier and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company and subject to such consents and permissions, as may be required, approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Rabindra Prasad Sinha [DIN: 00413448] as Whole-time Director and Chairman of the Company who attained the age of 70 years, for a further period of 3 (three) years with effect from 01st December 2024, on such terms and conditions including remuneration as set out in this resolution.

“RESOLVED FURTHER THAT the remuneration payable to Mr. Rabindra Prasad Sinha, Whole-time Director shall be as under:

1. Remuneration:

₹ 5,60,000/- per month, with effect from 1st December, 2024 along with an annual increment of ₹40,000/- with effect from 01st April of each financial year during his tenure.

2. Performance incentive (or) commission

Such remuneration by way of Commission in addition to the salary, perquisites payable, as may be decided by the Board of Directors for each financial year calculated with reference to net profits of the Company, payable at such intervals, as may be decided by the Board of Directors, subject to a maximum of 2% for each financial year commencing from 2024-25.

3. Perquisites

Perquisites shall be restricted to an amount equal to the above salary:

- i. Medical Reimbursement: Reimbursement of the expenses incurred for self and family or medical insurance for self and family subject to a ceiling of one month’s salary in a year or three months salary over a period of three years.
- ii. Leave Travel Concession: Leave travel concession for self and family once in a year incurred in accordance with rule of the Company.

Explanation: Family for the i & ii means, the Spouse, the dependent children and parents

- iii. Club Fees: Fees of Club subject to maximum of two clubs. No admission and life membership fee shall be paid.
- iv. Personal Accident Insurance: Personal accident insurance of an amount, the annual premium of which does not exceed Rs. 25,000 per annum.
- v.
 - a. Gratuity as per the rules of the Company
 - b. Company's contribution towards superannuation fund as per the rules of the Company.
 - c. Provident Fund employers contribution as per the Act.

The aforesaid perquisites stated in a, b and c shall not be included in the computation of aforesaid ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

- vi. Earned Leave: On full pay and allowance and perquisites as per the rules of the company, but not exceeding one-month salary for every eleven months of service. Encashment of leave at the end of the tenure shall not be included in the computation of the aforesaid ceiling on perquisites and/or salary.
- vii. Provision of Chauffeur Driven Car at the Expense of the Company which would be maintained by the Company and Mobile Phone facility which shall not be considered as perquisites for the aforesaid ceiling.

“RESOLVED FURTHER THAT in the event of losses or inadequacy of profits in any financial year during his tenure, the Company shall pay to Mr. Rabindra Prasad Sinha, Chairman and Whole-time Director of the Company, remuneration by way of salaries and allowances as specified above as minimum remuneration and in accordance with the limits specified under the Companies Act, 2013 read with Schedule V to the Companies Act 2013, or such other limit as may be prescribed by the Government from time to time.”

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V of the Act, the Board of Directors be and is hereby authorized to vary or increase the remuneration (including the minimum remuneration), i.e. the salary, perquisites, allowances, etc, within such prescribed limit to give effect to such modification, relaxation or variation, subject to approvals as may be required under law.

RESOLVED FURTHER THAT Mr. Amit Raj Sinha, CEO and Managing Director or Mr. Vivek Kumar, the Company Secretary and compliance officer of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary for the re-appointment of Mr. Rabindra Prasad Sinha, Whole-time Director and Chairman of the Company, including filing of the necessary forms with the Registrar of Companies, Telangana at Hyderabad.”

9. RE-APPOINTMENT OF MR. S CHIDAMBARNATHAN [DIN: 00485497] AS WHOLE-TIME DIRECTOR AND VICE-CHAIRMAN OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to Sections 196(3),197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Nomination and Remuneration Policy of the Company, the performance evaluation made by Board of Directors earlier and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company and subject to such consents and permissions, as may be required, approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. S Chidambarnathan [DIN:00485497] as Executive Vice Chairman and Whole-time Director of the Company, who had attained the age of 70 (Seventy) years for a further period of 3 (three) years with effect from 01st December 2024, on such terms and including remuneration as set out in this resolution.

“**RESOLVED FURTHER THAT** the remuneration payable to Mr. S Chidambarnathan [DIN 00485497], Executive Vice Chairman, shall be as under:

1. Remuneration

₹ 5,60,000/- per month, with effect from 1st December, 2024 along with an annual increment of ₹40,000/- with effect from 01st April of each financial year during his tenure.

2. Performance incentive (or) Commission Such remuneration by way of Commission in addition to the salary, perquisites payable, as may be decided by the Board of Directors for each financial year calculated with reference to net profits of the Company, payable at such intervals, as may be decided by the Board of Directors, subject to a maximum of 2% for each financial year commencing from 2024-2025.

3. Perquisites

Perquisites shall be restricted to an amount equal to the above salary:

- i. Medical Reimbursement: Reimbursement of the expenses incurred for self and family or medical insurance for self and family subject to a ceiling of one month's salary in a year or three months salary over a period of three years.
- ii. Leave Travel Concession: Leave travel concession for self and family once in a year incurred in accordance with rule of the Company.

Explanation: Family for the i & ii means, the Spouse, the dependent children and parents

- iii. Club Fees: Fees of Club subject to maximum of two clubs. No admission and life membership fee shall be paid.
- iv. Personal Accident Insurance: Personal accident insurance of an amount, the annual premium of which does not exceed Rs. 25,000 per annum.
 - a. Gratuity as per the rules of the Company
 - b. Company's contribution towards superannuation fund as per the rules of the Company.
 - c. Provident Fund employers contribution as per the Act.

The aforesaid perquisites stated in a, b and c shall not be included in the computation of aforesaid ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

- v. Earned Leave: On full pay and allowance and perquisites as per the rules of the company, but not exceeding one-month salary for every eleven months of service. Encashment of leave at the end of the tenure shall not be included in the computation of the aforesaid ceiling on perquisites and/or salary.
- vi. Provision of Chauffeur Driven Car at the Expense of the Company which would be maintained by the Company and Mobile Phone facility which shall not be considered as perquisites for the aforesaid ceiling.

“RESOLVED FURTHER THAT in the event of losses or inadequacy of profits in any financial year during his tenure, the Company shall pay Mr. S Chidambarnathan, Wholetime Director and Vice Chairman of the Company, remuneration by way of salaries and allowances as specified above as minimum remuneration and in accordance with the limits specified under the Companies Act, 2013 read with Schedule V to the Companies

Act 2013, or such other limit as may be prescribed by the Government from time to time”.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V of the Act, the Board of Directors be and is hereby authorized to vary or increase the remuneration (including the minimum remuneration), i.e. the salary, perquisites, allowances, etc, within such prescribed limit to give effect to such modification, relaxation or variation, subject to approvals as may be required under law.

RESOLVED FURTHER THAT Mr. Amit Raj Sinha, CEO and Managing Director or Mr. Vivek Kumar, the Company Secretary and compliance officer of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary for the re-appointment of Mr. S Chidambarnathan, Whole-time Director and Vice Chairman of the Company, including filing of the necessary forms with the Registrar of Companies, Telangana at Hyderabad.”

10. RE-APPOINTMENT OF MR AMIT RAJ SINHA [DIN: 01263292] AS MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY

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

“**RESOLVED THAT** pursuant to Sections 196(3),197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Nomination and Remuneration Policy of the Company, the performance evaluation made by Board of Directors earlier and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company and subject to such consents and permissions, as may be required, approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Amit Raj Sinha [DIN 01263292] as Managing Director and Chief Executive Officer of the Company for a further period of 3 (three) years with effect from 01st December 2024, on such terms and conditions including remuneration as set out in this resolution.

“**RESOLVED FURTHER THAT** the remuneration payable to Mr. Amit Raj Sinha, Managing Director & Chief Executive Officer shall be as under:

1. Remuneration ₹ 14,00,000/- per month, with effect from 1st December, 2024 along with an annual increment of ₹2,00,000/- with effect from 01st April of each financial year during his tenure.

2. Performance incentive (or) Commission Such remuneration by way of Commission in addition to the salary, perquisites payable, as may be decided by the Board of Directors for each financial year calculated with reference to net profits of the Company, payable at such intervals, as may be decided by the Board of Directors, subject to a maximum of 2% for each financial year commencing from 2024-2025.

4. Perquisites

Perquisites shall be restricted to an amount equal to the above salary:

- i. Medical Reimbursement: Reimbursement of the expenses incurred for self and family or medical insurance for self and family subject to a ceiling of one month's salary in a year or three months salary over a period of three years.
- ii. Leave Travel Concession: Leave travel concession for self and family once in a year incurred in accordance with rule of the Company.

Explanation: Family for the i & ii means, the Spouse, the dependent children and parents

- iii. Club Fees: Fees of Club subject to maximum of two clubs. No admission and life membership fee shall be paid.
- iv. Personal Accident Insurance: Personal accident insurance of an amount, the annual premium of which does not exceed Rs. 25,000 per annum.
 - a. Gratuity as per the rules of the Company
 - b. Company's contribution towards superannuation fund as per the rules of the Company.
 - c. Provident Fund employers contribution as per the Act.

The aforesaid perquisites stated in a, b and c shall not be included in the computation of aforesaid ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

- v. Earned Leave: On full pay and allowance and perquisites as per the rules of the company, but not exceeding one-month salary for every eleven months of

service. Encashment of leave at the end of the tenure shall not be included in the computation of the aforesaid ceiling on perquisites and/or salary.

- vi. Provision of Chauffer Driven Car at the Expense of the Company which would be maintained by the Company and Mobile Phone facility which shall not be considered as perquisites for the aforesaid ceiling.

“RESOLVED FURTHER THAT in the event of losses or inadequacy of profits in any financial year during his tenure, the Company shall pay to Mr. Amit Raj Sinha, Managing Director and Chief Executive Officer of the Company, remuneration by way of salaries and allowances as specified above as minimum remuneration and in accordance with the limits specified under the Companies Act, 2013 read with Schedule V to the Companies Act 2013, or such other limit as may be prescribed by the Government from time to time”.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V of the Act, the Board of Directors be and is hereby authorized to vary or increase the remuneration (including the minimum remuneration), i.e. the salary, perquisites, allowances, etc, within such prescribed limit to give effect to such modification, relaxation or variation, subject to approvals as may be required under law.

RESOLVED FURTHER THAT Mr. Oruganti Subbarami Reddy, Chief Financial Officer and Mr. Vivek Kumar, the Company Secretary and compliance officer of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary for the re-appointment of Amit Raj Sinha, Managing Director and Chief Executive Officer of the Company of the Company, including filing of the necessary forms with the Registrar of Companies, Telangana at Hyderabad.”

11. TO SPONSOR MR. AMIT RAJ SINHA, CEO AND MANAGING DIRECTOR TO THE ADVANCED MANAGEMENT PROGRAMME CONDUCTED BY HARVARD BUSINESS SCHOOL AND REMIT THE FEE AND ALL INCIDENTAL EXPENSES

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

“RESOLVED THAT pursuant to the provisions of Sections 188, 196 and 197 and other applicable provisions of the Companies Act, 2013, Regulation 17 of the SEBI LODR Regulations 2015 and pursuant to the recommendations of the Audit Committee, Nomination and Remuneration Committee and the Board of Directors, approval of the Members be and is hereby accorded to sponsor Mr. Amit Raj Sinha, CEO and Managing Director to the Advanced Management Programme conducted by Harvard Business School from February 09, 2025 - May 16, 2025 by remitting a fee of \$92,000.00 and all

the other expenses including Travel, Boarding, Lodging, conveyance and incidentals on actual basis, not exceeding \$35,000 (excluding course fee).”

RESOLVED FURTHER THAT Mr. Oruganti Subbarami Reddy, Chief Financial Officer and Mr. Vivek Kumar, the Company Secretary and compliance officer of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, including filing of the necessary forms with the Registrar of Companies, Telangana at Hyderabad.”

**By order of the Board
For Sigachi Industries Limited**

Sd/-

**Vivek Kumar
Company Secretary & Compliance Officer**

Date: August 06,2024

Place: Hyderabad

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid -19”, General Circular no. 20/2020 dated May 5, 2020, General Circular nos. 02/2021, 21/2021 dated January 13, 2021 December 14,2021 and 09/2023 dated September 25,2023, Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM.

Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

2. The Deemed Venue of the 35th AGM of the Company shall be its Registered Office.
3. Since the AGM will be held through VC/OAVM (e-AGM), the Route Map for venue of AGM is not annexed to the Notice.
4. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum of the AGM under Section 103 of the Act.
5. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the AGM along with the Annual Report (viz. Financial Statement) for Financial Year 2023-2024 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/R&T Agent. Members may note that the Notice and Annual Report for Financial Year 2023-24 will also be available on the Company’s website www.sigachi.com, websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com respectively and on the website of R&T Agent of the Company viz. Bigshare Services Pvt. Ltd at www.bigshareonline.com.

Alternatively, Member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy, DP ID (in case of electronic mode shares),

via e-mail at the Email Id – Bigshare Services Pvt. Ltd for obtaining the Annual Report and Notice of e-AGM of the Company electronically.

6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
7. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
8. The Register of Members and Share Transfer Books of the Company will remain closed from August 29,2024 to September 04,2024 (including both days).
9. To avoid fraudulent transaction(s), the identity / signature of the Members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/ CDSL and members holding shares in physical form is verified as per the records of the R&T Agent of the Company. Members are requested to keep the same updated.
10. Members holding shares in the electronic form are requested to inform any changes in address/ bank mandate directly to their respective Depository Participants.
11. The Securities and Exchange Board of India issued a circular for submission of Aadhar number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadhar Card details to the Depository Participants with whom they have demat accounts.
12. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
13. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13, and to their respective depository participant, if held in electronic form.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, which extended vide SEBI circular dated January 15, 2021, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
15. For any communication, the shareholders may also send requests to the Company's investor email id: investors@sigachi.com

16. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars the 35th Annual General Meeting of the company being conducted through Video Conferencing (VC) herein after called as “e-AGM”.
17. Members may note that the Board of Directors, in its meeting held on May 27, 2024 has recommended a dividend of Re. 1/- per share for fiscal year 2023-24. The record date for the purpose of dividend will be August 28,2024. The dividend, once approved by the members in the ensuing AGM will be paid within 30 days from the date of AGM, electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses. To avoid delay in receiving the dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company’s Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the pay-out date.
18. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from 1st April 2020, dividend declared and paid by the Company is taxable in the hands of its members and the Company is required to deduct tax at source (TDS) from dividend paid to the members at the applicable rates. A separate email will be sent at the registered email ID of the members describing about the detailed process to submit the documents/ declarations along with the formats in respect of deduction of tax at source on the dividend payout. Sufficient time will be provided for submitting the documents/ declarations by the members who are desiring to claim beneficial tax treatment. The intimation will also be uploaded on the website of the Company www.sigachi.com. Shareholders holding shares in physical form may write to the company/ company’s R&T agents for any change in their address and bank mandates; shareholders holding shares in electronic form may inform the same to their depository participants immediately, where applicable.
19. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on or before September 25,2024 as under: i. to all the Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the Depositories viz. National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as at the close of business hours on August 28,2024 (viz. the “Record Date”);
20. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates as applicable to various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments made thereto from time to time. Some of the major features of the latest tax provisions on dividend distribution are stated as hereunder for a quick reference.

For Resident Shareholders, tax shall be deducted at source under Section 194 of the Income Tax Act, 1961 at 10% on the amount of Dividend declared and paid by the Company during financial year 2023-24 provided PAN is provided by the shareholder. If PAN is not submitted, TDS would be deducted @ 20% as per Section 206AA of the Income Tax Act, 1961.

However, no TDS shall be deducted on the dividend payable to a resident Individual if the total dividend to be received by them during Financial Year 2023-2024 does not exceed Rs. 5,000/-. Please note that this includes the previous dividend(s) paid, if any, and future dividend(s) which may be paid, during the Financial Year 2023-2024, if declared.

21. Pursuant to the requirement of Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and respective provisions of Secretarial Standard-2, the brief profile/ particulars of the Directors of the Company seeking their appointment or re-appointment at the Annual General Meeting (AGM) is annexed hereto..
22. e-AGM: Company has appointed CDSL to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
23. Pursuant to the provisions of the circulars of AMC on the VC/OVAM(e-AGM):
 - a. Members can attend the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required.
 - b. Appointment of proxy to attend and cast vote on behalf of the member is not available.
 - c. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
24. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
25. Up to 10000 members will be able to join on a FIFO basis to the e-AGM.
26. No restrictions on account of FIFO entry into e-AGM in respect of 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.
27. The attendance of the Members (members logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

28. The company has appointed Ms. Aakanksha, Practicing Company Secretary, as scrutinizer of the company to scrutinize the voting process. The Scrutinizer report shall be uploaded on the website of the Company and on the website of the Stock Exchanges within 24 hours from the conclusion of the Meeting.

29. THE INTRUCTIONS FOR THE SHAREHOLDERS FOR REMOTE E-VOTING AND E- VOTING DURING AGM AND JOINING MEETING THROUGH VC/ OAVM ARE AS UNDER:

1. The voting period begins on September 01,2024 at 9:00 A.M. and ends on September 03,2024 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., on August 28, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, 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.

In case of Individual shareholders holding shares in demat mode:

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 above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

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

	<p>website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(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 <Sigachi Industries Limited> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non-Individual Shareholders and Custodians –For Remote Voting only
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@sigachi.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
2. 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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

**By order of the Board
Sigachi Industries Limited**

Sd/-

**Date: 06.08.2024
Place: Hyderabad**

**Vivek Kumar
Company Secretary & Compliance Officer**

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 5.

APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY FOR A PERIOD OF FIVE YEARS

The Company received Special Notice on 02.08.2024 from Ms. Sushma Toshniwal holding more than 500000 shares together with the Resolution proposed to be passed at the forthcoming 35th Annual General Meeting to appoint a person other than a Retiring Auditor i.e., to appoint M/s. Yelamanchi & Associates, Chartered Accountants as Statutory Auditors, for a period of 5 years from conclusion of this 35th Annual General Meeting until the conclusion of 40th Annual General Meeting, under Section 140(4) of the Companies Act, 2013 read with Section 115 of the Companies Act, 2013. A copy of the said Special Notice together with the proposed resolution is annexed hereto.

The Audit Committee and Board of Directors considered and noted the Special Notice together with the proposed resolution and also noted that the same were already sent to the Retiring Auditor M/s. Rakesh S Jain & Associates on 05th August, 2024.

The Audit Committee recommended the appointment of M/s Yelamanchi & Associates, Chartered Accountants, as the Company's new Statutory Auditor. The Board in its meeting held on 06.08.2024 approved the appointment of M/s Yelamanchi & Associates, Chartered Accountants, Hyderabad (FRN.00041S), as Statutory Auditor of the Company subject to approval of shareholders of the Company.

Accordingly, it is recommended to appoint M/s Yelamanchi & Associates., Chartered Accountants as Statutory Auditors of the Company for a period of 5 years from conclusion of this 35th Annual General Meeting until the conclusion of 40th Annual General Meeting of the Company at a remuneration of Rs. 12,00,000/- p.a. plus GST and out of pocket expenses on actual basis.

The Company has received consent letter and eligibility certificate from M/s. Yelamanchi & Associates., Chartered Accountants to act as Statutory Auditor of the Company along with confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Brief Profile

M/s. Yelamanchi & Associates is a Chartered Accountancy firm registered with Institute of Chartered Accountants of India (ICAI) having its registered office at Hyderabad. Yelamanchi is a team of experienced, young and energetic Professionals having positive approach to provide expert and professional services with due care of professional ethics.

M/s. Yelamanchi & Associates offers fast and reliable services in the field of income tax consultancy, auditing, accountant certification, business formation consultancy services,

chartered accounting services, NGO/Trust etc. The firm is engaged in the activities in the line of Corporate Law, Secretarial Compliances, Tax Matter, audit and accountancy covering a wide range of sub activities related to the profession.

Details as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 are as under:

Sl No.	Particulars	Details
1.	Proposed fees payable to the statutory auditor(s) along with terms of appointment	Proposed fees payable is Rs. 12,00,000/- p.a. plus GST and out of pocket expenses on actual basis. Terms of appointment – from conclusion of this 35 th Annual General Meeting until conclusion of 40 th Annual General Meeting for FY 2028-29.
2.	Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	The proposed fee payable to the auditor commensurate with the coverage, functions, size of the Company & volume of operations and is relatively lower than the fee payable to the ceased auditor.
3.	Basis of Recommendation for appointment/ Re-appointment	The Audit Committee and the Board of Directors, while recommending the appointment of M/s. Yelamanchi & Associates as the Statutory Auditor of the Company, have taken into consideration, among other things, the profile of the firm and partners, proven track record for the firm and eligibility criteria prescribed under the Act.
4.	Credentials of the statutory auditor	As mentioned above

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

The Board of Directors recommends the Special Resolution as set out in item no.5 of the Notice of AGM for approval of the members.

Sl.no. 1

From

Date: 03.08.2024

Ms. Sushma Toshniwal
Holding 10,00,000 Equity Shares of Re.1/- each
DP ID 12054500 Client ID 00159941
20-4-791/793
Chowk Kasarhatta, Hyderabad-500002, Telangana

To

Sigachi Industries Limited

Hyderabad

Kind attn.: Mr. Vivek Kumar, Company Secretary and Compliance Officer

Sub: Special Notice of Resolution to be passed at the forthcoming 35th Annual General Meeting to appoint a person other than a Retiring Auditor as Statutory Auditors under Section 140(4) of the Companies Act, 2013 read with Section 115 of the Companies Act, 2013

Dear Sir,

I, the undersigned shareholder of M/s Sigachi Industries Limited, holding 10,00,000 Equity Shares constituting 0.30 percentage of shareholding of the paid-up Share capital of the Company under the Client ID 00159941 and DP ID 12054500.

I hereby propose the appointment of M/s. Yelamanchi & Associates, Chartered Accountants as Statutory Auditors of the Company for a period of Five (5) years to hold office from the conclusion of the forth coming 35th Annual General Meeting until the conclusion of the 40th Annual General Meeting of the Company, at a remuneration as may be decided by the Board of Directors of the Company.

I enclose herewith the draft resolution to be proposed at the forthcoming Annual General Meeting for the appointment of M/s. Yelamanchi & Associates, Chartered Accountants as Statutory Auditors of the Company for a period of Five (5) years.



Sushma Toshniwal

DP ID CLIENT ID: 12054500 00159941

Holding 10,00,000 Equity shares of Re.1/- each of Sigachi Industries Limited

Encl. Draft Resolution

TEXT OF THE SPECIAL RESOLUTION PROPOSED TO BE PASSED AT FORTH COMING 35TH ANNUAL GENERAL MEETING OF SIGACHI INDUSTRIES LIMITED

Appointment of Statutory Auditors of the Company w.e.f from the conclusion of the forth coming 35th Annual General Meeting for a period of Five (5) years.

“**RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and SEBI (LODR) Regulations,2015 and pursuant to the approvals and recommendations of the Audit Committee and Board of Directors, M/s. Yelamanchi & Associates, Chartered Accountants, who had submitted their written consent and a certificate indicating that they satisfy the prescribed criteria, be and is hereby appointed as Statutory Auditors of the Company for a period of Five (5) years to hold office from the conclusion of this 35th Annual General Meeting until the conclusion of the 40th Annual General Meeting of the Company at a remuneration as may be decided by the Board of Directors of the Company.”

“**RESOLVED FURTHER THAT** Mr. Amit Raj Sinha, CEO and Managing Director and Mr. Vivek Kumar, Company Secretary and Compliance Officer be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, including filing of the necessary forms or returns with the Registrar of Companies, Telangana at Hyderabad.”

ITEM NO.6

RATIFICATION OF REMUNERATION TO THE COST AUDITOR FOR THE FINANCIAL YEAR 2024-25:

The Board in its meeting held on 27.05.2024, has approved the appointment of **M/s. MPR & Associates (Registration No. 000413) as Cost Auditors** to examine and conduct audit of cost records of the Company relating to all applicable products, Pharmaceuticals products for the year ending 31st March 2025, at a remuneration of Rs. 40,000 per annum plus tax and out of pocket expenses incurred in connection with the audit.

M/s. MPR & Associates, has furnished a certificate that it is not disqualified under the provisions of Section 148(5) read with Sections 139 and 141(3) of the Act and their appointment will be within the limits prescribed under Section 141(3)(g) of the Act.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is being sought for passing an Ordinary Resolution at item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the year ending 31st March 2025.

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

The Board of Directors recommends the Ordinary Resolution as set out in item no.6 of the Notice of AGM for approval of the members.

ITEM NO. 7:

RE-APPOINTMENT OF MS. BINDU VINDODHAN [DIN:02882210] AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Ms. Bindu Vinodhan is currently an Independent Director of the Company, Chairperson of the Nomination and Remuneration Committee and member of the Stakeholders Relationship Committee and Transformation Committee.

Ms. Bindu Vinodhan was appointed as an Independent Director of the Company by the Members at the Extra Ordinary General Meeting of the Company held on 23.01.2023 for a period of 2 (two) consecutive years commencing from 27.10.2022 upto 26.10.2024 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on 06.08.2024, proposed the re-appointment of Ms. Bindu Vinodhan as an Independent Director of the Company for a second term of 5 (Five) consecutive years commencing from 27.10.2024 upto 26.10.2029 (both days inclusive), not liable to retire by rotation, for approval of the Members by way of a Special Resolution.

Ms. Bindu Vinodhan is a social entrepreneur, business consultant and a leadership development facilitator specializing in area of high impact transformation in both the business and social sector. Ms. Bindu Vinodhan is a trained executive coach and an HR professional with over two decades of experience in Learning and Development. In her second stint, Bindu is the founder of a leadership transformation consulting firm called TILLT where she works extensively with senior leadership to facilitate powerful interventions that allow individuals, leaders and businesses to grow into their highest resonant potential. Along with TILLT Bindu is also the founder of an NGO called the 'Mauna Dhvani' foundation where she works with the severally marginalized women of the tribal communities of eastern Odisha.

Bindu holds a Bachelors degree in Engineering from Mumbai University and a Masters degree in Learning technology from Oxford University.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board in view of her rich experience in the above mentioned areas and special skill set and capabilities.

The Board is of the opinion that Ms. Bindu Vinodhan continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her continued association would be of immense benefit to the Company.

The Company has received a declaration from Ms. Bindu Vinodhan confirming that she continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

In terms of Regulation 25(8) of the SEBI Listing Regulations, Ms. Bindu Vinodhan has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

Ms. Bindu Vinodhan has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Ms. Bindu Vinodhan has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director, subject to re-appointment by the Members.

Ms. Bindu Vinodhan has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to

her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Ms. Bindu Vinodhan fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that she is independent of the Management. The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at www.sigachi.com

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Ms. Bindu Vinodhan as an Independent Director is now placed for the approval of the Members by a Special Resolution.

Pursuant to Regulation 25 (2A) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the appointment / re-appointment of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

The Board commends the Special Resolution set out in Item No. 7 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Ms. Bindu Vinodhan are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

ITEM NO. 8 RE-APPOINTMENT OF MR RABINDRA PRASAD SINHA [DIN: 00413448] AS WHOLE-TIME DIRECTOR AND EXECUTIVE CHAIRMAN OF THE COMPANY

At the Annual General Meeting held on 28th September 2019, Mr. Rabindra Prasad Sinha was re-appointed as Executive Chairman and Whole-Time Director for a period of 5 years with effect from 01st December 2019 to 30th November 2024.

Pursuant to the recommendation of the Nomination and Remuneration Committee and performance evaluation conducted by the Board of Directors earlier, the Board in its Meeting held on 06.08.2024 re-appointed Mr. Rabindra Prasad Sinha as Whole-time Director and Executive Chairman of the Company with effect from 01st December 2024 for a period of 3 (three) years up to 30th November 2027 subject to the approval of the shareholders.

Mr. Rabindra Prasad Sinha has a rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to continue Mr. Rabindra Prasad Sinha as Executive Chairman and Whole-time Director of the Company.

In terms of Section 196(3) of Companies Act, 2013, the approval of members by way of special resolution is sought for re-appointment of Mr. Rabindra Prasad Sinha, aged 74 years, as a Whole-time Director for a period of Three (3) years.

The terms and conditions of re-appointment along with details of remuneration are provided in the proposed resolution.

Mr. Rabindra Prasad Sinha has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Rabindra Prasad Sinha has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Whole-time Director, subject to re-appointment by the Members.

The Board commends the Special Resolution set out in Item No. 8 of the accompanying Notice for approval of the Members.

None of the directors or Key Managerial personnel of the Company or their respective relatives except Mr. Rabindra Prasad Sinha, appointee and Mr. Amit Raj Sinha, Managing Director, being the relative of the appointee are concerned or interested financially or otherwise, in the Resolution set out at Item No. 8.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

ITEM NO. 9 RE-APPOINTMENT OF MR. S CHIDAMBARNATHAN [DIN: 00485497] AS WHOLE-TIME DIRECTOR AND VICE-CHAIRMAN OF THE COMPANY.

At the Annual General Meeting held on 28th September 2019, Mr. S Chidambarnathan [DIN: 00485497] was re-appointed as Vice Chairman and Whole-Time Director for a period of 5 years with effect from 01st December 2019 to 30th November 2024.

Pursuant to the recommendation of the Nomination and Remuneration Committee and performance evaluation, the Board of Directors at its Meeting held on 06.08.2024 re-appointed Mr. S Chidambarnathan as Whole-time Director and Vice Chairman of the Company with effect from 01st December 2024 for a period of 3 (three) years up to 30th November 2027 subject to the approval of the shareholders.

Mr. S Chidambarnathan has a rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to continue Mr. S Chidambarnathan as Vice Chairman and Whole-time Director of the Company.

In terms of Section 196(3) of Companies Act, 2013, the approval of members by way of special resolution is sought for re-appointment of Mr S Chidambarnathan, aged 81 years, as a Whole-time Director for a period of Three (3) years.

The terms and conditions of re-appointment along with details of remuneration are provided in the proposed resolution.

Mr. S Chidambarnathan has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. S Chidambarnathan has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Whole-time Director, subject to re-appointment by the Members.

The Board commends the Special Resolution set out in Item No. 9 of the accompanying Notice for approval of the Members.

None of the directors or Key Managerial personnel of the Company or their respective relatives except Mr. S Chidambaranathan are concerned or interested financially or otherwise, in the Resolution set out at Item No. 9.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

ITEM NO. 10: RE-APPOINTMENT OF MR AMIT RAJ SINHA [DIN: 01263292] AS MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY

At the Annual General Meeting held on 28th September 2019, Mr. Amit Raj Sinha was re-appointed as CEO and Managing Director for a period of 5 years with effect from 01st December 2019 to 30th November 2024.

Pursuant to the recommendation of the Nomination and Remuneration Committee and performance evaluation, the Board of Directors at its Meeting held on 06.08.2024 re-appointed Mr. Amit Raj Sinha as CEO and Managing Director of the Company with effect from 01st December 2024 for a period of 3 (three) years up to 30th November 2027 subject to the approval of the shareholders.

The terms and conditions of re-appointment along with details of remuneration are provided in the proposed resolution.

Mr. Amit Raj Sinha has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Amit Raj Sinha has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Managing Director, subject to re-appointment by the Members.

The Board commends the Special Resolution set out in Item No. 10 of the accompanying Notice for approval of the Members.

None of the directors or Key Managerial personnel of the Company or their respective relatives except Mr. Amit Raj Sinha, appointee and Mr. Rabindra Prasad Sinha, Whole-time Director, being the relative of the appointee are concerned or interested financially or otherwise, in the Resolution set out at Item No. 10.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

Information in accordance with Schedule V of Companies Act, 2013 for Item nos. 8,9 & 10:

I. GENERAL INFORMATION

1	Nature of Industry : Pharmaceutical Industry		
2	Date or expected date of commencement of commercial: The Company started its commercial operations in the year 1990.		
3	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: Not Applicable		
4	Financial performance based on given indications (Rs. In lakhs)		
	Particulars	2023-24	2022-23
	Turnover	31749.97	29032.37
	Net profit /loss after Tax	4103.43	3802.88
5	Foreign investments or collaborations, if any: Not Applicable		

II. INFORMATION ABOUT THE APPOINTEES:

S. No	Particulars	Mr. Amit Raj Sinha	Mr. Rabindra Prasad Sinha	Mr. Chidambarnathan Shanmuganathan
1.	Background Details	Mr. Amit Raj Sinha is a Veteran with 10 years of service in Indian Navy. He has 18 years of experience in fine pharma chem and is part of editorial board of two leading pharma International Journals.	Mr. Rabindra Prasad Sinha, aged about 74 years, is associated with the Company since its inception. He is the founding member and is actively involved in the strategic decision making for our Company, pertaining to corporate and administrative affairs, financial operations, expansion activities, business development and management of overall business. He has an experience of over three decades in the cellulose and fine chemicals industry.	Mr. Chidambarnathan Shanmuganathan aged about 81 years, is associated with the Company since its inception. He is the founding member and is actively involved in the strategic decision making for our Company, pertaining to corporate and administrative affairs, financial operations, expansion activities, business development and management of overall business. He has an experience of more than five decades in the field of variety of chemicals and derivatives of cellulose.
2.	Past Remuneration	Rs 13,00,000/- per month	Rs. 5,20,000/- per month	Rs. 5,20,000/- per month
3.	Recognition or awards	-	-	-
4.	Job Profile and his suitability	Contribution in terms of leadership, strategy formulation and execution, financial planning, maintaining relations both with the board	Contribution in terms of leadership, strategy formulation and execution, financial planning, maintaining relations both with the board and external entities, improving the turnovers and profitability of the company.	Contribution in terms of leadership, strategy formulation and execution, financial planning, maintaining relations both with the board and external entities, improving the turnovers and profitability of the company.

		and external entities.		
5.	Remuneration proposed	Rs. 14,00,000/- per month	Rs. 5,60,000/- per month	Rs. 5,60,000/- per month
6.	Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):	Taking into consideration the size of the Company, the profile of Mr. Amit Raj Sinha, Managing Director and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to such positions in other companies.	Taking into consideration the size of the Company, the profile of Mr. Rabindra Prasad Sinha, Whole-time Director and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to such positions in other companies.	Taking into consideration the size of the Company, the profile of Mr. Chidambarnathan Shanmuganathan, Whole-time Director and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to such positions in other companies
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Rabindra Prasad Sinha is the father of Mr. Amit Raj Sinha, CEO and Managing Director of the Company.	Mr. Rabindra Prasad Sinha is the father of Mr. Amit Raj Sinha, CEO and Managing Director of the Company.	Nil

III. OTHER INFORMATION:

1.	Steps taken or proposed to be taken for improvement: The Board is striving to strengthen the turnover of the Company and development of the Business.
2.	Expected increase in productivity and profit in measurable terms: The company is committed to build the business operations within budget and considering that the

business operates on a going concern basis, it is believed that financial position of the company will increase considerably in the coming years with the effective utilization of IPO proceeds towards expansion of the existing capacities in addition to the creation of new capacities in terms of production.
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ITEM NO. 11: TO SPONSOR MR. AMIT RAJ SINHA, CEO AND MANAGING DIRECTOR TO THE ADVANCED MANAGEMENT PROGRAMME CONDUCTED BY HARVARD BUSINESS SCHOOL AND REMIT THE FEE AND ALL INCIDENTAL EXPENSES

Mr. Amit Raj Sinha, Managing Director and CEO has shown interest to pursue a course of Advanced Management Programme from Harvard Business School. The fees of this course is \$92,000.00. The Board observed that the said course shall also be beneficial for the Company.

Pursuant to recommendation of Nomination and Remuneration Committee and prior approval of the Audit Committee, the Board of Directors in its meeting held on 27.05.2024 approved to sponsor Mr. Amit Raj Sinha, CEO and Managing Director to the advanced management programme conducted by Harvard Business School and remit all other expenses including Travel, Boarding, Lodging, conveyance and incidentals on actual basis, not exceeding \$35,000 (excluding course fee).”

In this regard as recommended by the Audit Committee and the Board, following information relating to the proposed Related Party Transaction as per the provisions of SEBI LODR Regulations, 2015 is as follows:

Sl. No.	Particulars	Details
1	Type, material terms and particulars of the proposed transaction.	Type: Perquisites payable to Managing Director Material Terms: To sponsor Mr. Amit Raj Sinha, CEO and Managing Director to the Advanced Management Programme from February 09, 2025 - May 16, 2025 by remitting a fee of \$92,000.00 to Harvard Business School. The Company would make arrangements for his travel, lodging and boarding and other conveyance etc on actual basis not exceeding \$35,000 (excluding course fee).

2	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise).	<p>Name of the Related Party and Relationship: Mr. Amit Raj Sinha, Promoter and Managing Director and CEO</p> <p>Nature of interest: The Company will sponsor him to the advanced management programme being conducted by Harvard Business School by meeting all expenses on actual and remitting the course fee.</p>
3	Tenure of the proposed transaction (particular tenure shall be specified)	Within 12 months from the date of passing of Board Resolution
4	Value of the proposed transaction	The Value of the proposed transaction is \$92000 towards course fee and all the other expenses including travel, lodging and boarding and other conveyance etc on actual basis, not exceeding \$35000 (excluding course fee).
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided).	Consolidated Turnover of the Company as per audited financials for the year ended 31.03.2024 is Rs. 410.6 crores and the proposed transaction value i.e., Rs.1.25 Crores (approx.) constitutes 0.4% of the above said turnover.
6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.	Not Applicable
	i) details of the source of funds in connection with the proposed transaction	Not Applicable
	ii) where any financial indebtedness is incurred to	Not Applicable

	<p>make or give loans, inter- corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; 	
	<p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p>	Not Applicable
	<p>iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	Not Applicable
7	<p>Justification as to why the RPT is in the interest of the listed entity.</p>	<p>Since the Course relates to Advanced Management programme conducted by renowned organisation, Harvard Business School, it would add to the expertise and management skills of the CEO and Managing Director, Mr. Amit Raj Sinha which will be advantageous to the Company and contributes for better growth and governance of the Company.</p>
8	<p>A copy of the valuation or other external party report, if any such report has been relied upon</p>	Not Applicable
9	<p>Percentage of the counter- party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis.</p>	Not Applicable
10	<p>Any other information that may be relevant.</p>	Nil

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No related Party can vote on the resolution whether or not the entity is a party to the transaction or not.

The Board commends the Special Resolution set out in Item No. 11 of the accompanying Notice for approval of the Members.

None of the directors or Key Managerial personnel of the Company or their respective relatives except Mr. Amit Raj Sinha and Mr. Rabindra Prasad Sinha, Whole-time Director, being related to him are concerned or interested financially or otherwise, in the Resolution set out at Item No. 11.

**By order of the Board
For Sigachi Industries Limited
Sd/-**

**Date: August 06,2024
Place: Hyderabad**

**Vivek Kumar
Company Secretary & Compliance Officer**

Annexure A
DETAILS OF THE DIRECTORS SEEKING REAPPOINTMENT/APPOINTMENT AT
THE
FORTHCOMING ANNUAL GENERAL MEETING

Name of the Director	Mr. Rabindra Prasad Sinha	Mr. S Chidambarnathan	Mr. Amit Raj Sinha	Ms. Bindu Vinodhan
Date of Birth	01/09/1950	10/05/1943	18/09/1973	03.02.1971
Date of first Appointment	19/01/1990	30/06/1990	29/11/2014	27/10/2022
Expertise in specific functional areas	45 Years of experience in Cellulose and fine Chem Industry considered as a Cellulose Veteran.	50 Years of experience in heavy chemical and pharma fine Chemical Industry	Mr. Amit Raj Sinha is a Veteran with 10 years of service in Indian Navy. He has 18 years of experience in fine pharma chem and is part of editorial board of two leading pharma International Journals.	Bindu Vinodhan is a trained executive coach and an HR professional with over two decades of experience in Learning and Development
Qualification	M.Tech (ITBHU), FIE	B.Sc, PGDBA	M.Tech, MBA (ISB), FIE, Ch. Eng(I)	HR, Learning & Development
Shareholding of the Company as on 31st March 2024	4.65%	5.91%	3.95%	Nil
Directorship of other Boards as on 31st March	RPS Industries	1)Chian Bio Pvt Ltd	1) RPS Industries	Nil

2024	Private Limited	2)Pashamylaram Common Infra Structure Pvt Ltd	Ltd 2) Trimax Bio Sciences Pvt Ltd	
Membership/Chairmanship of Committees of other Boards as on 31st March 2024	Nil	Nil	Nil	
Details of the last remuneration drawn.	Rs 5,20,000/- per month	Rs. 5,20,000/- per month	Rs. 13,00,000/- per month	NA
Relationship with other Directors/ KMP	Father of Mr. Amit Raj Sinha	Nil	Son of Mr. Rabindra Prasad Sinha, Executive Chairman	Nil
Terms and conditions of appointment	Refer Item no.7 of the Notice	Refer Item no.8 of the Notice	Refer Item no.9 of the Notice	