



SIGACHI INDUSTRIES LIMITED

CIN : U24110TG1989PLC009497

AN EXCiPACT GMP, ISO 9001:2015 & FSSC 22000 CERTIFIED COMPANY



NOTICE OF THE ADJOURNED EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 2ND EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF SIGACHI INDUSTRIES LIMITED (which had been convened on 28th March 2022 at 11:00 AM and was adjourned due to want of quorum) will now be held on Monday, 4th Day of April 2022 at 11:00 AM (IST) through Video Conferencing (VC) and Other Audio-Visual means (OAVM) to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1: APPOINTMENT OF MRS. DHANALAKSHMI GUNTAKA (DIN: 09363100) 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, 160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), Mrs. Dhanalakshmi Guntaka (DIN: 09363100), who was appointed as an additional Director of the Company in Independent Category and who holds office upto the date of ensuing annual general meeting or the last date on which annual general meeting is to be held whichever is earlier, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for term of five consecutive years with effect from 18.10.2021 to 17.10.2026.

“**FURTHER RESOLVED THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 2: CONTINUATION OF MR. SWAMI DAS NIGAM (DIN: 02669472), AS CHAIRMAN AND NON-EXECUTIVE 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 Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, consent of the Members of the Company be and is hereby granted for continuation of Mr. Swami Das Nigam (DIN 02669472) as a Chairman and Non-Executive Non- Independent Director of the Company, who has attained the age of Eighty (80) years.”

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“RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard.”

ITEM NO. 3: REVISION IN REMUNERATION OF MR. AMIT RAJ SINHA (DIN: 01263292) CEO AND MANAGING 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 Section 196,197 and 203 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of Articles of Association of the Company and on recommendation of the Nomination & Remuneration Committee and the Board of the Directors of the company, consent of the members of the company be and is hereby accorded for revision in the remuneration of Mr. Amit Raj Sinha (DIN: 01263292), CEO and Managing Director of the Company, w.e.f. 01.01.2022 for his remaining tenure on the terms and conditions including remuneration as mentioned below:

1. Remuneration

₹ 10,00,000/- per month, with effect from 1st January 2022 along with an annual increment of ₹1,00,000/- with effect from 1st April of each financial year for his remaining tenure.

2. Performance incentive (or) Commission

Such remuneration by way of Commission in addition to the salary, perquisites payable 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 for his remaining tenure.

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 (i) & (ii) means, the Spouse, the dependent children and dependent 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.

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- (v) a. Gratuity as per the rules of the Company
b. Company's contribution towards superannuation fund as per the rules of the Company.
The aforesaid perquisites stated in (a) and (b) 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 eleven months 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 for car for use on Company's business and telephone at residence shall not be considered as perquisites, personal long-distance call and use of car for private use shall be billed by the Company.

4. Minimum Remuneration

In the event of loss or inadequacy of profits in any financial year during his tenure, Mr. Amit Raj Sinha shall be entitled to receive a total remuneration including perquisites, etc., not exceeding the ceiling limits as approved by the Board of Directors and the members, 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 the Board be and is hereby authorized to vary or increase the remuneration, perquisites, and allowances etc. within such prescribed limits in terms of Schedule V of the Companies Act, 2013, as amended from time to time."

"RESOLVED FURTHER THAT the Board be and is here by authorized to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable including filing of forms with the Registrar of Companies, Telangana and to settle any question or doubt that may arise in relation thereto and in order to give effect to the foregoing Resolution, or as may be otherwise considered fit by it in the best interest of the Company."

ITEM NO. 4: RATIFICATION OF PAYMENT OF REMUNERATION TO THE COST AUDITOR FOR THE FINANCIAL YEAR 2021-2022.

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. 30,000/- (Rupees Thirty Thousand Only) plus out of pocket

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expenses and applicable taxes 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, 2022.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all necessary steps as may be necessary to give effect to the above Resolution including filing of all such necessary documents as may be required in this regard.”

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

Sd/-

Shreya Mitra

Company Secretary and Compliance officer

Place: Hyderabad

Date:28.03.2022

Notes:

1. In view of the continuing Covid-19 pandemic and consequential restrictions imposed on the movements of people, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 02/2021 dated January 13, 2021 read with Circular No. 20/2020 dated May 05, 2020 in conjunction with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021 (collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/ 11 dated January 15, 2021, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the MCA Circulars granted certain relaxations and thus permitted the holding of Extra Ordinary General Meeting (“EGM”) of the companies through VC/OAVM viz. without the physical presence of the Members at a common venue. Hence in compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA / SEBI Circulars, as applicable, the EGM of the Company is being held through VC / OAVM (e-EGM).
2. In compliance with applicable provisions of the Act read with the MCA Circulars and the Listing Regulations, the EGM of the Company is being conducted through VC/OAVM. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
3. In pursuance of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, details in respect of the Director seeking appointment form part of this Notice.

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4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Extraordinary General Meeting as set out in the Notice is annexed hereto.
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 EGM. 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 EGM through VC/OAVM and cast their votes through e-voting.
6. The Members can join the EGM 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 EGM 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 EGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. The company has appointed Ms. Aakanksha, Practicing Company Secretary, as scrutinizer of the company to scrutinize the voting process.
9. 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 EGM. 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 EGM will be provided by CDSL.
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.sigachi.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. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.

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11. The EGM 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 and MCA Circular No. 2/2021 dated January 13, 2021 and 20/2021 dated December 08, 2021.

12. Since the EGM will be held through VC/OAVM Facility, Proxy form, Attendance Slip and the Route Map is not annexed in this Notice.

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

- (i) Members are requested to attend and participate in the ensuing EGM through VC / OAVM.
- (ii) The facility of e-voting during the EGM will be available to those Members who have not cast their vote by remote e-voting. Members, who have cast their vote by remote e-voting, may attend the EGM through VC /OAVM but will not be entitled to cast their vote once again on resolutions.
- (iii) The remote e-voting period begins on 25th March 2022 (9:00 AM IST) and ends on 27th March 2022 (5:00 PM IST). During this period, members of the Company holding shares either in physical form or in demat form, as on the cut-off date i.e. 21st March 2022, may cast their vote by remote e-voting. Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently. The remote e-voting module was disabled by CDSL for voting on 27th March 2022 (5:00 PM IST).
- (iv) 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.

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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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 are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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

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	<p>“Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e- Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in Demat mode) log in through their depository participants	<p>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.</p>

- (v) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December9, 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 is given below:

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
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

(vi) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 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:

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VIII)

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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. 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 as mentioned in instruction (v).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

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- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; 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.

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

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for Remote 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 Remote 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 EGM.

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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 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@sigachi.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@sigachi.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 EGM 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 EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM 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.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
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.

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If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e- Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 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.

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

Sd/-

**Place: Hyderabad
Date: 28.03.2022**

**Shreya Mitra
Company Secretary and Compliance officer**

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

ITEM NO.1:

APPOINTMENT OF MRS. DHANALAKSHMI GUNTAKA (DIN: 09363100) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Mrs. Dhanalakshmi Guntaka was appointed as an Additional Director of the company on 18.10.2021 in terms of Section 161 (1) of the Companies Act, 2013 in the category of 'Non-Executive Independent' in terms of the Companies Act, 2013. Mrs. Dhanalakshmi Guntaka, an Additional Director shall hold office up to the date of the ensuing Annual General Meeting of the Company or the last date on which annual general meeting should have been held, whichever is earlier and be eligible for appointment to the office of a Director at General Meeting in terms of Section 160 of the Companies Act, 2013.

Mrs. Dhanalakshmi Guntaka is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given her consent to act as Director (in the category of Independent Director). The Company has received a notice from a member under Section 160 of the Companies Act 2013, for appointment of Mrs. Dhanalakshmi Guntaka for the office of Director in Independent category.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Mrs. Dhanalakshmi Guntaka as an Independent Director.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mrs. Dhanalakshmi Guntaka as 'Non-executive Independent Director' for a term up to 5 (five) consecutive years commencing from the date of her appointment as an Additional Director i.e. 18.10.2021 to 17.10.2026.

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Accordingly, the Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the item no.1 of the notice for appointment of Mrs. Dhanalakshmi Guntaka.

Save and except Mrs. Dhanalakshmi Guntaka, Independent Director, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

ITEM NO.2:

CONTINUATION OF MR. SWAMI DAS NIGAM (DIN: 02669472), AS CHAIRMAN AND NON-EXECUTIVE DIRECTOR OF THE COMPANY

Mr. Swami Das Nigam, aged 79 years, is the Chairman of the Board and Non-Executive Director of our Company and has been associated with our Company since the year 2014. He holds a bachelor's degree in Engineering (Electrical) from Birla Engineering College, Pilani. He was initially appointed as an Additional Director on September 18, 2014 and his appointment was regularized on October 31, 2014.

The company got listed on stock exchanges on 15.11.2021 and therefore in view of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018, being applicable to the company thereon, for the continuation of Mr. Swami Das Nigam as a Non-Executive Non-Independent Director, consent of the Members is required by way of a Special Resolution as he has crossed the age of 75 years.

The Board proposes and recommends, that it is in the interest of the Company to continue to avail his valuable expertise by passing the above resolution as a Special Resolution as set out in the item no.2 of the notice for continuation of Mr. Swami Das Nigam as Chairman and Non-Executive Non-Independent Director of the Company.

Save and except Mr. Swami Das Nigam, Non-Executive Non-Independent Director, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

ITEM NO 3:

REVISION IN REMUNERATION OF MR. AMIT RAJ SINHA (DIN: 01263292) CEO AND MANAGING DIRECTOR OF THE COMPANY.

Mr. Amit Raj Sinha, CEO and Managing Director of the Company has completed his MBA from the esteemed "Indian School of Business" (ISB) and took over all operations of the company.

Due to his sustained efforts the Company has achieved greater heights and has successfully completed the IPO of the Company. He has wholesome exposure on all aspects of business of the Company and under his able leadership, Company is constantly thriving to improve upon its R&D capabilities and cost-effective manufacturing processes and thereby continuing to be the manufacturer of choice for excipients with highest quality standards.

Based on the recommendations of the Nomination and Remuneration Committee and having considered the contribution of Mr. Amit Raj Sinha in terms of leadership, strategy formulation and execution, financial planning, maintaining relations both with the board and external entities, improving the turnovers and

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profitability of the company, the Board in its meeting held on 27.12.2021 revised and increased the remuneration of the CEO and Managing Director with effect from 01.01.2022 as mentioned in the resolution. The Board of Directors recommends the passing of the above resolution as a Special Resolution set out in the item no. 3.

None of the other Directors /Key Managerial Personnel and their relatives except Mr. Amit Raj Sinha himself and Mr. Rabindra Prasad Sinha, Chairman of the Company (being a father of Mr. Amit Raj Sinha), is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

Information in accordance with Schedule V of Companies Act, 2013

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 1989.			
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			
	Particulars	2020-21 (Rs. in Lakhs)	2019-20 (Rs. in Lakhs)	2018-19 (Rs. in Lakhs)
	Turnover	18794.23	13882.48	12790.86
	Net profit after Tax	2906.03	2042.23	1967.59
5	Foreign investments or collaborations, if any: Not Applicable			

II. INFORMATION ABOUT THE APPOINTEE:

1.	Background Details: Mr. Amit Raj Sinha, aged 48 years, is the Managing Director, Chief Executive Officer. He is an ex-member of the naval forces and is an alumnus of the Naval College of Engineering. He was appointed as the sub-lieutenant in the Indian Navy by the Hon'ble President of India in the year 1996. He holds a bachelor's degree in technology with a specialization in mechanical engineering from the Jawaharlal Nehru University, New Delhi and is a fellow member of the Institute of Engineers. He has qualified the postgraduate programme in management for senior executives (MBA) from the Indian School of Business. He holds certificates of completion of the competitive marketing strategy and corporate developments on mergers and acquisitions from the Wharton School, University of Pennsylvania. He has been associated with our Company since the year 2006 and plays an instrumental role in strengthening the Research and Development Division of our Company.
2.	Past Remuneration: The remuneration drawn by Mr. Amit Raj Sinha, Managing Director was Rs. 5.50 Lakhs /- per month.
3.	Recognition or awards: Mr. Amit Raj Sinha, Managing Director and Chief Executive Officer of our Company, was awarded with the title of 'Business Leader of the Year (Pharmaceutical Industry)' by Business Television India in the year 2019.
4.	Job Profile and his suitability:

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	Mr. Amit Raj Sinha holds a bachelor's degree in technology with a specialization in mechanical engineering and has qualified the postgraduate programme in management for senior executives (MBA) from the Indian School of Business. He also holds certificates of completion of the competitive marketing strategy and corporate developments on mergers and acquisitions from the Wharton School, University of Pennsylvania. Further, he plays an instrumental role in strengthening the Research and Development Division of our Company. He has over 15 years of professional experience in Sigachi, is more suitable for the top slot in the Company.
5.	Remuneration proposed: As set out in the resolutions for the Item No.3 the remuneration to Mr. Amit Raj Sinha, CEO and Managing Director has the approval of the Nomination and Remuneration Committee and Board of Directors.
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 of the size of the Company, the profile of Mr. Amit Raj Sinha and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Besides the remuneration proposed, he is holding 12,95,310 Equity Shares of the Company.

III. OTHER INFORMATION:

1.	Steps taken or proposed to be taken for improvement: Necessary efforts are being made to increase the production and efficiency which in turn will add to the growth of the business as well as the profitability.
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.

ITEM NO 4:

RATIFICATION OF PAYMENT OF REMUNERATION TO THE COST AUDITOR FOR THE FINANCIAL YEAR 2021-2022

Pursuant to Section 148 of the Companies Act, 2013 and the Rules made thereunder the Board of Directors of the Company in the meeting held on 08.07.2021, on the recommendation of the Audit Committee, had appointed Mr. N V S Kapardhi, Cost Accountant as the Cost Auditor, to conduct the audit of cost records of the Company for the financial year ending 31st March 2022 on a remuneration of Rs. 30,000/- plus tax and out of pocket expenses, which was subsequently ratified by the shareholders in the 32nd Annual General Meeting of the Company held on 20th September 2021.

Due to sudden demise of Mr. N V S Kapardhi, the Board of Directors on the recommendation of the Audit Committee in their meeting held on 3rd March 2022, has approved the appointment of M/s. MPR &

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Associates (Registration No. 000413), Cost Accountants to fill the casual vacancy on the same remuneration and terms and conditions.

As per the provisions of Section 148 of the Act read with the Companies Act, 2013 and as per the Rule 14 of Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, the Board of Directors recommends the passing of the above resolution as an Ordinary Resolution set out in the item no. 4 of the notice for ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March, 2022.

None of the Directors/ Key Managerial Personnel and their relatives of the Company is, in any way, concerned or interested, financially or otherwise in the above said Resolution.

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

Sd/-

Place: Hyderabad

Date: 28.03.2022

Shreya Mitra

Company Secretary and Compliance officer

As required under regulation 36 (3) of the SEBI (LODR), Regulations, 2015, brief particulars of the Directors seeking appointment are given as under:

Name of the Director	Mrs. Dhanalakshmi Guntaka
Date of Birth	March 5, 1978
Brief resume	She holds a Master's and bachelor's degree in Commerce from Nagarjuna University, Andhra Pradesh. She is fellow member of the Institute of Chartered Accountants of India. She is the founding partner of D A Y & Associates, Chartered Accounts, Hyderabad.
Expertise in specific functional areas	Mrs. Dhanalakshmi Guntaka is a Chartered Accountant and is well versed in Accounting, Finance and Taxation.
Names of Listed entities in which the person also holds the Directorship and the membership of Committees of the board along	NIL

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with listed entities from which the person has resigned in the past three years	
Shareholding of non-executive Directors.	NA
Inter se relationship with any Director	NIL

By Order of the Board
Sigachi Industries Limited

Sd/-

Place: Hyderabad

Date: 28.03.2022

Shreya Mitra
Company Secretary and Compliance officer

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