



CIN: U24110TG1989PLC009497

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 is hereby given that the 33rd Annual General Meeting of the members of Sigachi Industries Limited will be held on , Monday, 29th August, 2022 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, 2022, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Report of Auditors and Directors thereon.
2. 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.
3. To appoint a director in place of Mr. Chidambaranathan Shanmuganathan (DIN:485497), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **RATIFICATION OF REMUNERATION TO THE COST AUDITOR FOR THE FINANCIAL YEAR 2022-23:**

To consider and if, thought fit to pass with or without modification(s), the following resolution as a 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 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 2023.

RESOLVED FURTHER THAT Mr. Amit Raj Sinha, Managing Director, or Ms. Shreya Mitra, Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution."



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5. **REVISION OF REMUNERATION OF MR. RABINDRA PRASAD SINHA (DIN: 00413448) CHAIRMAN AND WHOLETIME DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT in accordance with the provisions of Sections 197,198 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2016, as amended from time to time, consent of the members of the Company be and is hereby accorded to increase the remuneration of Mr. Rabindra Prasad Sinha, Chairman and Whole-time Director of the Company to Rs. 4,80,000/- p.m. w.e.f. 01.04.2022 for the remaining period i.e., up to 30.11.2024 and the Board of Directors 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 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 Mr. Amit Raj Sinha, Managing Director or Ms. Shreya Mitra, the Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution including filing of all such necessary documents as may be required in this regard.”

6. **REVISION OF REMUNERATION OF MR. CHIDAMBARANATHAN SHANMUGANATHAN (DIN: 00485497) VICE CHAIRMAN AND WHOLE TIME DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT in accordance with the provisions of Sections 197,198 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2016, as amended from time to time, consent of the members of the Company be and is hereby accorded to increase the remuneration of Mr. Chidambaranathan Shanmuganathan, Vice Chairman and Whole time Director of the Company to Rs. 4,80,000/- p.m. w.e.f. 01.04.2022 for the remaining period i.e., upto 30.11.2024 and the Board of Directors be and is hereby authorized to vary or increase the remuneration,



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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** in the event of losses or inadequacy of profits in any financial year during his tenure, the Company shall pay to Mr. Chidambaranathan Shanmuganathan, Vice 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** Mr. Amit Raj Sinha, Managing Director or Ms. Shreya Mitra, the Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution including filing of all such necessary documents as may be required in this regard.”

7. **RE-APPOINTMENT OF MR. SARVESWAR REDDY SANIVARAPU [DIN: 00459605] AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** in accordance with 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), approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Sarveswar Reddy Sanivarapu as an Independent Director of the Company, who has submitted a declaration confirming the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term of five consecutive years and is not liable to retire by rotation w.e.f. 26th August 2022 to 25th August 2027.

RESOLVED FURTHER THAT Mr. Amit Raj Sinha, Managing Director or Ms. Shreya Mitra, the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

8. **TO APPROVE ‘SIGACHI STOCK APPRECIATION RIGHTS SCHEME 2022’:**

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

“**RESOLVED THAT** pursuant to section 62(1)(b) of the Companies Act, 2013 read with rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, including any statutory modification or re-enactment thereof, for the time being in force and subject to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [“**SEBI (SBEBSE) Regulations**”], the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [all together referred to as “**Applicable Law**”], the Memorandum and Articles of Association of the Company and subject to such



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approvals, permissions, sanctions and subject to such conditions and modifications as may be prescribed or imposed by the above authorities while granting such approval, permissions and sanctions, and which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include Nomination and Remuneration Committee of the Board herein after referred to as "the Committee"), approval of the members be and is hereby accorded for "**Sigachi Stock Appreciation Rights Scheme 2022**" (hereinafter referred to as "the Scheme") the salient features of which are detailed in the explanatory statement, to this Notice and to offer, grant and issue such number of Employee Stock Appreciation Rights (ESARs) under the scheme, to such persons who may be eligible from time to time for benefits of Eligible Employees in accordance with the **SEBI (SBEBSE) Regulations/** Guidelines or any other applicable provisions as may be prevailing at that time, if any.

RESOLVED FURTHER THAT the SARs shall be granted in accordance with the Scheme directly to eligible employees of Sigachi Industries Limited.

***Employee -**

(i) a permanent employee as designated by the company, who is exclusively working in India or outside India; or

(ii) a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or

(iii) an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the company, but does not include—

(a) an employee who is a promoter or a person belonging to the promoter group; or

(b) a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company;

RESOLVED FURTHER THAT the Board of Directors may authorize Nomination & Remuneration Committee ("Committee"), to be designated as the Compensation Committee in pursuance of the SEBI (SBEB&SE) Regulations, 2021 and to formulate, evolve, decide upon and bring into effect Sigachi Stock Appreciation Rights Scheme 2022, on such terms and conditions as contained in relevant explanatory statement and to make any change(s), modifications, variations, revisions in the terms and conditions of the Sigachi Stock Appreciation Rights Scheme 2022 from time to time.

RESOLVED FURTHER THAT the Company shall conform to the applicable accounting policies, guidelines or accounting standards prescribed from time to time including the disclosure requirements under the SEBI (SBEBSE) Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/ Committee be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper including to appoint Merchant Bankers, Solicitors, Registrars and other advisors, Consultants or Representatives, being incidental to the effective implementation and administration of **Sigachi Stock Appreciation Rights Scheme 2022**, if any applicable, and to settle any questions, difficulties or doubts that may arise in this regard at any stage



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without requiring the Board to secure any further consent or approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Board/ Committee is authorized to do so for the purpose of giving effect to this resolution.”

9. **TO APPROVE EXTENDING BENEFITS OF STOCK APPRECIATION RIGHTS SCHEME TO THE EMPLOYEES OF GROUP COMPANY (IES), SUBSIDIARY, ASSOCIATE AND/OR HOLDING COMPANY (IES)**

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 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [**“SEBI (SBEBSE) Regulations”**], the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred as **“Applicable Laws”**), the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary from any other authorities, if any, and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **“the Board”** which term shall include the Nomination & Remuneration Committee or any other Committee, to exercise its powers, including the powers conferred by this Resolution and SEBI (SBEBSE) Regulations to grant, offer and issue, in one or more tranches ESARs, to such eligible employees of the Group Company(ies), Subsidiary, Associate and/or Holding Company(ies) of the Company, who are eligible to participate as per the Applicable Laws and as may be decided by the Board/ Committee, under a scheme titled **Sigachi Employees Stock Appreciation Rights Scheme 2022** (referred to as **“ESARs 2022”/ “Scheme”**) the salient features of which are detailed in explanatory statement, and on such terms and conditions as may be determined by the Board / Committee in accordance with the Applicable Law as may be prevailing from time to time.”

RESOLVED FURTHER THAT the Company shall conform to the applicable accounting policies, guidelines or accounting standards prescribed from time to time including the disclosure requirements under the SEBI (SBEBSE) Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/ Committee be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper including to appoint Merchant Bankers, Solicitors, Registrars and other advisors, Consultants or Representatives, being incidental to the effective implementation and administration of **Sigachi Stock Appreciation Rights Scheme 2022**, if any



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applicable, and to settle any questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Board/ Committee is authorized to do so for the purpose of giving effect to this resolution."

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

Sd/-

**Date: 22.07.2022
Place: Hyderabad**

**Shreya Mitra
Company Secretary & Compliance Officer**



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NOTES:

1. In view of the continuing COVID-19 pandemic, 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 and 21/2021 dated January 13, 2021 and December 14, 2021 Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 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 33rd 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 2021-2022 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 2021-22 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 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.



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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 Special 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 23.08.2022 to 29.08.2022 (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 5 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 2021-22 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 33rd Annual General Meeting of the company being conducted through Video Conferencing (VC) herein after called as "e-AGM".
17. 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.



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18. 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.

19. 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.

20. Up to 10000 members will be able to join on a FIFO basis to the e-AGM.

21. 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.

22. The company has appointed Ms. Aakanksha, Practicing Company Secretary, as scrutinizer of the company to scrutinize the voting process.

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

- (i) The voting period begins on 26.08.2022 at 09.00 A.M and ends on 28.08.2022 at 05.00 P.M. During this period shareholders of the Company, holding shares as on the cut-off date i.e. 22.08.2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 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.



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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.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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	<p>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-</p>



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	<p>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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e- Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</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>

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode 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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Website: www.sigachi.com; Email: investors@sigachi.com

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 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

(v) 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) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date Of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(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 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



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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) **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 AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM 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 AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.



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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 AGM 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 AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- 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 AGM & e-Voting from the CDSL e- Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022- 23058542/43.

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

Sd/-

**Place: Hyderabad
Date: 22.07.2022**

**Shreya Mitra
Company Secretary and Compliance officer**



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EXPLANATORY STATEMENT

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

FOR ITEM NO. 4

The Board in its meeting held on 13.05.2022, 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 for the year ending 31st March 2023, at a remuneration of ₹ 30,000 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 his 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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the year ending 31st March 2023.

The Board recommends the Resolution at Item No. 4 of the Notice for approval by the Members.

None of the directors or Key Managerial personnel of the Company or their respective relatives is concerned or interested financially or otherwise, in the Resolution set out at Item No. 4.

ITEM NO. 5 and 6:

At the Annual General Meeting held on 28.09.2019, Mr. Rabindra Prasad Sinha (DIN: 00413448) and Mr. S Chidambaranathan (DIN: 00485497) were reappointed as the Whole-Time Directors of the Company with effect from 01st December, 2019 for a period of five years at remuneration of Rs. 3,60,000 each per month with an annual increment of Rs. 40,000/- per month as mentioned below:

Details of remuneration are:

Salary: In the scale of Rs. 3,60,000 /-, Rs. 4,00,000 /-, Rs. 4,40,000/-, Rs. 4,80,000/- and Rs. 5,20,000/- P.M. for the 1st, 2nd, 3rd, 4th and 5th year respectively and so on.

Based on the recommendations of the Nomination and Remuneration Committee, and having considered the contribution of Mr. Rabindra Prasad Sinha (DIN: 00413448) and Mr. S Chidambaranathan (DIN: 00485497) 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, the Board in its meeting held on 3rd March 2022 increased their remuneration to Rs. 4,80,000 per month and so on as mentioned above w.e.f 01.04.2022 for the remaining period of their tenure i.e., 30.11.2024.



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The Board of Directors recommends the passing of the above resolutions as Special Resolutions as set out in the item no. 5 & 6.

None of the other Directors /Key Managerial Personnel and their relatives except Mr. Rabindra Prasad Sinha, Mr. Amit Raj Sinha, being his relative and Mr. S Chidambarnathan, are in any way interested or concerned financially or otherwise, in the Resolutions 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 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)														
	<table border="1"><thead><tr><th>Particulars</th><th>2021-22</th><th>2020-21</th><th>2019-20</th></tr></thead><tbody><tr><td>Turnover</td><td>24940.47</td><td>18794.23</td><td>13882.48</td></tr><tr><td>Net profit /loss after Tax</td><td>3802.88</td><td>2906.03</td><td>2042.23</td></tr></tbody></table>	Particulars	2021-22	2020-21	2019-20	Turnover	24940.47	18794.23	13882.48	Net profit /loss after Tax	3802.88	2906.03	2042.23		
Particulars	2021-22	2020-21	2019-20												
Turnover	24940.47	18794.23	13882.48												
Net profit /loss after Tax	3802.88	2906.03	2042.23												

II. INFORMATION ABOUT THE APPOINTEES:

S. No	Particulars	Mr. Rabindra Prasad Sinha	Mr. Chidambarnathan Shanmuganathan
1.	Background Details	Mr. Rabindra Prasad Sinha, aged about 72 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,	Mr. Chidambarnathan Shanmuganathan aged about 79 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,



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		expansion activities, business development and management of overall business. He has an experience of over three decades in the cellulose and fine chemicals industry.	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. 3,60,000/- per month	Rs. 3,60,000/- per month
3.	Job Profile and his suitability	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.
4.	Remuneration proposed	Rs. 4,80,000/- per month	Rs. 4,80,000/- per month
5.	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. 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



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6.	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.	Not Applicable
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III. OTHER INFORMATION:

1.	Steps taken or proposed to be taken for improvement: The Company successfully completed IPO during the year 2021-2022 and raised a sum of Rs. 125.43 crores with an object of expansion of production facilities of MCC at Dahej and Jhagadia and for general corporate purposes. Thus, all 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 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. 7:

The Members of the Company in the Annual General Meeting held on 28th September 2020 approved the appointment of Mr. Sarveswar Reddy Sanivarapu as an Independent Director of the Company for a period of 2 years with effect from 26th August 2020 to 25th August 2022. Mr. Sarveswar Reddy Sanivarapu shall complete his tenure on 25th August 2022.

The Board of Directors of the Company ("the Board") at the meeting held on 22nd July 2022, based on the recommendation of the Nomination & Remuneration Committee ("the Committee"), recommended to the Members, the re-appointment of Mr. Sarveswar Reddy Sanivarapu as an Independent Director of the Company with effect from 26th August 2022, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ("the Act") for a period of 5 years.

The Committee and the Board are of the view that, given the knowledge, experience and performance of Mr. Sarveswar Reddy Sanivarapu and contribution to Board processes by him, his continued association would benefit the Company. Declaration has been received from him that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. In the opinion of the Board, he fulfils the conditions specified in the Act, for re-appointment as an Independent Director and he is independent of the management of the Company.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Sarveswar Reddy Sanivarapu, in terms of Section 149 of the Act.

None of the Directors and Key Managerial Personnel of the Company except Mr. Sarveswar Reddy Sanivarapu or their relatives, are interested in the above Resolution.

ITEM NO. 8 and 9:

TO APPROVE 'SIGACHI STOCK APPRECIATION RIGHTS SCHEME 2022':

In today's competitive world, employees are company's most important resource and asset. The Company fully recognizes the above fact and wants its employees to participate and share the fruits of growth and prosperity along with the Company. The Company believes in rewarding its employees and employees of the Subsidiary Company(ies) including Directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the Company for their continuous hard work, dedication and support, which has led the Company on the growth path.

Sigachi Industries Limited ("the company") acknowledges that its growth may be attributed to the direction and contributions of the employees and would therefore like to provide them the option to participate and share in the wealth created similar to other stakeholders i.e., clients, investors, governments, and society. As a gesture aligned to this objective, Stock Appreciation Rights Scheme shall be implemented:

- a. To promote success of the Company by rewarding and motivating the employees;



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- b. To attract and retain talents;
- c. To link interests of employees with Shareholders;
- d. To foster ownership; and
- e. To reward for loyalty.

Given the objectives, the Company proposes to implement an employee stock appreciation rights scheme, namely the '**Sigachi Stock Appreciation Rights Scheme 2022 ("ESARs 2022"/ "Scheme")**'.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, [SEBI (SBEB & SE) Regulations, 2021] the Company seeks your approval for implementation of the Scheme and grant SARs thereunder to the eligible employees.

Features of the proposed Scheme are specified under:

a) Brief description of the Scheme:

The Scheme seeks to reward eligible employees by way of granting stock appreciation rights, with a view to reward their association and loyalty which has resulted in corporate growth and value creation over a long period of time. The Scheme shall also be instrumental in making such eligible employees as co-owners with appropriate vesting period, which would motivate them for ensuring higher corporate growth and creation of value for all stakeholders.

The scheme shall be called as 'Sigachi Stock Appreciation Rights Scheme 2022 ("ESARs 2022"/ "Scheme").

The purpose of the scheme includes the following:

- a. To motivate the employees to contribute to the growth and profitability of the Company.
- b. To retain the key Employees and reduce the attrition rate of the Company.
- c. To achieve sustained growth and the creation of shareholder value by aligning the interests of the Employees with the long term interests of the Company.
- d. To create a sense of ownership and participation amongst the Employees to share the value they create for the Company in the years to come, and
- e. To provide additional deferred rewards to the Employees.

The Company shall issue SARs to the eligible employees, which may be accepted by them within the grant period. Upon acceptance of the offer, the eligible employees shall be required to satisfy the vesting conditions specified in the Sigachi Stock Appreciation Rights Scheme 2022.

The Scheme is a cash-settled incentive scheme. The incentive is linked to the appreciation in the market price of the equity shares of the Company over the tenure of the Scheme. The Scheme will be regulated, implemented and administered by the Board of Directors and/or the Company's Nomination and Remuneration Committee. The Scheme of the Company will be governed by SEBI (SBEB & SE) Regulations, 2021 (including any circulars, notifications,



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clarifications issued thereunder) and the provisions of the Companies Act, 2013 and the Rules made thereunder ("Act").

The Nomination and Remuneration Committee or any other empowered committee of the Board of Directors of the Company, as constituted or reconstituted, shall act as the Compensation Committee ("Committee") for the superintendence and undertaking the general administration of the Scheme. All questions of interpretation of the Scheme shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Scheme.

b) Total number of SARs to be granted:

The maximum number of SARs that may be granted pursuant to the scheme shall not exceed 10,00,000 (ten lakhs only).

If any SAR Unit granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such SAR Unit shall be available for further grant under the Scheme unless otherwise determined by the Board of Directors (which term shall be deemed to include Nomination and Remuneration Committee).

c) Identification of classes of employees entitled to participate and be Beneficiaries in the Scheme:

The following classes of employees ("**Employees**"), subject to their selection as per eligibility criteria, as may be decided by the Committee, shall be entitled to participate in the Scheme:

- an employee as designated by the Company, exclusively working in India or out of India; or
- a Director of the Company, whether a whole time Director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an Independent Director; or
- an employee as defined in sub-Clause (a) and (b) above of a group company including subsidiary or its associate company, in India or outside India or of a holding company of the Company, but does not include:
 - i. an employee who is a Promoter or a person belonging to the Promoter Group; or
 - ii. a director who either himself or through his Relative or through anybody corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

d) Requirements of vesting and period of vesting:

Vesting period shall commence from the date of grant subject to maximum of 1 (One) year from grant date and a maximum period of 4 (four) years or such other period from the grant date, at the discretion of and in manner prescribed by the Board.



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The actual vesting will be subject to continued employment of the Grantee (i.e., an eligible employee to whom SARs have been granted under the Scheme) and may further be linked with certain performance criteria's as determined by the Board.

e) Maximum period within which the units shall bevested:

The maximum period within which the SARs shall be vested is 4 (four) years or such other period from the grant date, at the discretion of and in manner prescribed by the Board.

f) Exercise price or pricing formula:

Upon duly exercise of SARs, the Board of Directors/ NRC shall calculate the amount of appreciation occurred which shall be the difference between the Exercise Date Price and the SAR price.

SAR price shall be calculated on the basis of the Market Price, as per the discretion of the Board, with or without providing suitable discount/ charging premium, if deems fit.

Further, the Exercise Date price shall be the Market Price of the Shares of the Company as on the date of exercise.

Upon valid exercise of SAR Units, the Committee shall calculate the value which shall be equivalent to the appreciation. For this purpose, the appreciation in terms of the value shall be calculated in a manner given below:

Total Value = No. of SAR Units vested is multiplied by the Market Price i.e., the difference between Market price as on Vesting Date and as on ESARs grant date. Vesting date shall be deemed to be the exercise date.

g) Exercise period/offer period, and process of exercise/ acceptanceof Shares:

The vested SAR Units can be exercised by Grantees within the Exercise Period, either wholly or in part, after submitting the exercise application, within the overall exercise period from the date of respective vesting, as may be decided by the Board of Directors/ NRC.

The mode and manner of the Exercise shall be communicated to the Grantees individually upon vesting of SAR Units. The Units shall automatically stand exercised upon vesting.

h) Appraisal process for determining the eligibility ofemployees under the Scheme:

The appraisal process for determining the eligibility of the employees will be in accordance with the Scheme or as may be determined by the Committee at its sole discretion. The quantum of SARs offered will vary depending on the designation, level and grade, future potential of the eligible employee in success of theCompany, etc.

The Board of Directors/ NRC may on the basis of all or any of the following criteria, decide on the Employees who are eligible for the grant of SAR Units under the Scheme and the terms and conditions thereof.



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- **Loyalty:** It will be determined on the basis of tenure of employment of an Employee in the Company/ Group Company/ Subsidiary Company/ Associate Company/ Holding Company.
 - **Performance of Employee:** Employee's performance during the financial year in the Company/ Group Company/ Subsidiary Company/ Associate Company/ Holding Company on the basis of decided parameters.
 - **Performance of Company:** Performance of the Company as per the standards set by the Board of Directors.
 - Any other criteria as decided by the Committee in consultation with Board of Directors from time to time.
- i) **Maximum number of SARs to be offered per Employee and in aggregate:**
The maximum number of SARs Units that may be granted pursuant to this Scheme shall not exceed 10,00,000 (Ten Lakhs Only).

Subject to availability of SAR Units in the pool under the Scheme, the maximum number of SAR Units that can be granted to any eligible Employee during any one year shall not be equal to or exceeding 1% of the issued capital of the Company at the time of grant.

Maximum number of SARs to be granted to an eligible employee will be determined by the Compensation Committee/ Nomination and Remuneration Committee on case-to-case basis in terms of the resolutions passed by the shareholders.
- j) **Maximum quantum of benefits to be provided per employee under the Scheme:**
The Scheme does not contemplate any benefit other than allowing eligible employee to receive cash from the Company upon exercise of SARs.
- k) **Whether the Scheme is to be implemented and administered directly by the Company or through a trust:**
This Scheme shall be administered by the Company directly through Committee working under the powers delegated by the Board or in accordance with the SEBI Regulations and not through Trust.
- l) **Whether the Scheme involves new issue of shares by the Company or secondary acquisition by trust or both:**
This scheme neither involves new issue of shares by the Company nor secondary acquisition by trust.
- m) **The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc:**

Not applicable, since the Scheme is proposed to be implemented by direct route.
- n) **The maximum percentage of secondary acquisition (subject to limits specified under the**



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regulations) that can be made by the Trust for the purposes of the Scheme:

Not applicable, since the Scheme is proposed to be implemented by direct route.

o) Accounting and Disclosure Policies:

The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB & SE) Regulations.

p) Method of SARs valuation:

The Company shall comply with the requirements of IND – AS.

The SARs are valued at the market price of the equity shares of the Company (corresponding to the SARs) as at the end of the reporting period. The intrinsic value of the SARs (i.e., the excess of the market value of the shares as at the end of the reporting period and the grant price of the SARs) is recognized as employee compensation cost over the vesting period.

q) Statement with regard to Disclosure in Director's Report:

As per applicable requirements, the company shall make all such necessary disclosures in the Directors' Report.

r) the conditions under which SARs vested in employees may lapse e.g., in case of termination of employment for misconduct;

In a case where the employment of SAR Grantee is terminated due to Cause (defined herein), all SARs which are Vested or Unvested, on the date of termination shall stand cancelled forthwith and that SAR Grantee shall not be permitted to Exercise any right for the benefit granted to him. Date of the cessation of employment of a Grantee shall mean the date of termination of the employment specified by the Employer in the letter of termination issued to that Grantee.

"Cause" shall mean, as determined by the NRC/ Compensation Committee,

- (i) The continued failure of the Grantee to substantially perform his duties to the Company (other than any such failure resulting from retirement, death or disability as provided below); or*
- (ii) The engaging by the Grantee in willful, reckless or grossly negligent misconduct which is determined by the NRC/ Compensation Committee to be detrimental to the interest of the Company or any of its affiliates, monetarily or otherwise; or*
- (iii) Fraud, misfeasance, breach of trust or wrongful disclosure by the Grantee of any secret or confidential information about the Company; or*
- (iv) The Grantee is found to be of or becomes unsound mind; or*
- (v) The Grantee commits an act of insolvency; or*
- (vi) The Grantee is convicted by court of any offence; or*
- (vii) The Grantee found to be involved in any activity of morale turpitude.*



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s) the specified time period within which the employee shall exercise the vested SARs in the event of a proposed termination of employment or resignation of employee;

- In the event of resignation or termination of an employee, all the SARs or another benefit which are granted and yet not vested as on that day, shall expire:

Provided that an employee shall, subject to the terms and conditions formulated by the NRC / compensation committee under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, be entitled to retain all the vested SARs or any other benefit covered by these regulations.

- In the event of separation from employment for reasons of normal retirement or a retirement specifically approved by the Company,
 - (i) all Vested SARs should be Exercised by the grantee immediately, but in no event later than six months from the date of such grantee's retirement, and
 - (ii) all Unvested SARs will lapse as on the date of such retirement, unless otherwise determined by the NRC / Compensation Committee whose determination will be final and binding.

However, in case of retirement by an employee after the end of 5th year from the date of grant, all options (all tranches) will vest immediately on such retirement and will be available for exercise not later than six months of such Grantee's retirement.

- In the event of cessation of employment by death or Permanent Incapacitation of an grantee whilst in employment, all SARs granted to such Grantees till the date of death or Permanent Incapacitation, shall vests in him/ legal heir, as applicable, on that day. In case of the death or Permanent Incapacitation of any grantee, all SARs which are Vested SARs on the date of death or permanent incapacitation shall be Exercised by the nominee/ beneficiary, or the legal heir or such grantee or his legal guardian as the case may be, before the expiry of one year from the date of the death or Permanent Incapacitation of such grantee or the generally prescribed Exercise Period for such SARs, whichever is earlier, failing which all the unexercised SARs shall lapse irrevocably and the rights there under shall be extinguished. However, the Unvested SARs can be Exercised only after one year from the date of Grant.
- SAR benefit granted to an employee under the regulations shall not be transferable to any person other than the events mentioned below.

t) Mandatory lock-in period under the Scheme: Not Applicable

u) Terms & conditions for buyback, if any, of specified securities:



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The Board of Directors has the power to determine the procedure for buy-back of SAR Units granted under the Scheme, if to be undertaken at any time by the Company, and the applicable terms and conditions, in accordance with the applicable laws.

Consent of the shareholder is being sought pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Regulation 6 of the SEBI (SBEB & SE) Regulations.

None of the Directors, Key Managerial Personnel of the Company, and any relatives of such Director, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the SARs Units may be granted under the Scheme.

A copy of the Scheme is available for inspection electronically during official hours on all working days till the conclusion of ~~the~~

The Board of Directors recommends the passing of the proposed Special Resolutions nos. 8 & 9 for the approval of the Shareholders by way of Special Resolutions.

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

Sd/-

**Place: Hyderabad
Date: 22.07.2022**

**Shreya Mitra
Company Secretary and Compliance officer**



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ANNEXURE-A: ITEM. 2 & 3 OF THE NOTICE.

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Mr. Rabindra Prasad Sinha	Mr. Chidambaranathan Shanmuganathan
Date of Birth	01/09/1950	10/05/1943
Address	Plot No. 40, Ushodaya Enclave BHEL HIG Phase-2, Madinaguda, Tirumalagiri, Miyapur, Hyderabad 500049	Plot No.33, Ushodaya Enclave, HIG Phase-2, Madinaguda, Tirumalagiri, Miyapur, Hyderabad - 500049
Email-id	chairman@sigachi.com	scn445@gmail.com
Nationality	Indian	Indian
Date of Appointment on the Board	19/01/1990	30/06/1990
Qualifications	He holds a bachelor's degree in science (chemical engineering) from Bihar Institute of Technology and a master's degree in chemical engineering from Banaras Hindu University	He holds a bachelor's degree in science from University of Madras. He has qualified the postgraduate diploma in business administration from Annamalai University and the national certificate examination in supervision held by National Productivity Council, New Delhi. He has also cleared the associate membership examination held by the Indian Institute of Chemical Engineers.
Expertise in specific functional area	Has been associated with the company since 1990 i.e., since inception as an Executive Director, thus is well versed with the functions and Management of the Company. He has an experience of over three decades in the cellulose and fine chemicals industry.	Has been associated with the company since 1990 i.e., since inception as an Executive Director, thus is well versed with the functions and Management of the Company. He has an experience of more than five decades in the field of variety of chemicals and derivatives of cellulose
Number of shares held in the Company	15,21,840 equity shares	19,40,835 equity shares



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List of the directorships held in other listed companies*	Nil	Nil
Relationships between Directors inter-se	Mr. Rabindra Prasad Sinha, Executive Chairman and Whole time Director is the father of Mr. Amit Raj Sinha, CEO and Managing Director of the Company.	Not Applicable
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	NIL	NIL
Remuneration details (Including Sitting Fees & Commission)	Rs. 1,44,80,000/-	Rs. 1,44,80,000/-

*Excluding Sigachi Industries Limited

ITEM. 7 OF THE NOTICE.

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Sarveswar Reddy Sanivarapu
Date of Birth	June 2, 1965
Address	8-2-603/23/20 and 21 Flat No-402, HSR Tulips, Road No-10, Opp Ias and Ips Quarters, Banjara Hills, Hyderabad 500 034, Telangana, India
Email-id	ssrfcs@gmail.com
Nationality	Indian
Date of Appointment on the Board	26 th August 2020
Qualifications	CS & LLB
Expertise in specific functional area	Has been associated with the company since 2020 as Non-executive Director, thus is well versed with the functions and Management of the Company.



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	He has an expertise in corporate laws, legal and finance functions.
Number of shares held in the Company	5000 Equity Shares
List of the directorships held in other listed companies*	Nil
Relationships between Directors inter-se	NONE
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	None
Remuneration details (Including Sitting Fees & Commission)	As approved by the Board i.e., Rs. 30,000/- per Board Meeting and per Committee Meeting.

*Excluding Sigachi Industries Limited

Place: Hyderabad

Date: 22.07.2022

For Sigachi Industries Limited

Sd/-

Shreya Mitra

Company Secretary & Compliance Officer