

**NOTICE**

NOTICE is hereby given that the **NINETEENTH ANNUAL GENERAL MEETING** of the Members of **SANGINITA CHEMICALS LIMITED** will be held as scheduled below:

Date	: 4 <sup>th</sup> September, 2024
Day	: Wednesday
Time	: 12.00 Noon
Place	: At the Registered Office: 301, 3 <sup>rd</sup> Floor, Shalin Complex, Sector 11, Gandhinagar – 382011 (Gujarat)

to transact the following business:

**ORDINARY BUSINESS:**

- To receive and adopt Audited Financial Statements of the Company for the financial year 2023-24 and to pass the following resolution, with or without modification, as an ORDINARY RESOLUTION:  
“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year 2023-24 comprising of Balance Sheet as on 31<sup>st</sup> March, 2024 and Profit and Loss Statement for the Financial year ended on 31<sup>st</sup> March, 2024 together with all annexure and attachments thereto including Directors’ Report and Auditors’ Report thereon, which have already been circulated to the Members and as laid before this meeting, be and the same, are hereby approved and adopted.”
- To appoint Director in place of Mr. Vijaysinh D. Chavda (DIN: 00479413), who retires by rotation and being eligible, offers himself for re-appointment and to pass following resolution, with or without modification as an ORDINARY RESOLUTION:  
“**RESOLVED THAT** the retiring Director, Mr. Vijaysinh D. Chavda (DIN: 00479413), be and is hereby reappointed, as Director of the Company, liable to retire by rotation.”
- To appoint Auditors in place of M/s. Devpura Navlakha & Co., Chartered Accountants and to pass following resolution, with or without modification, as an ORDINARY RESOLUTION:  
“**RESOLVED THAT** pursuant to provisions of Section 140 (4) read with Section 139 and other applicable provisions, if any of the Companies Act, 2013 and Rules made thereunder and as per the Special Notice received from the member of the Company, M/s. B. K. Chavda & Co., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting i.e. 19<sup>th</sup> AGM till the conclusion of 24<sup>th</sup> AGM (from F.Y. 2024-25 to 2028-29) in place of M/s. Devpura Navlakha & Co., Chartered Accountants, who have completed their term as Statutory Auditors of the Company.  
**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorised to fix their remuneration in consultation with the said Auditors and also to take all other actions as may be required in this regard.”

**SPECIAL BUSINESS:**

- To consider and if thought fit to pass with or without modification, the following resolution as a Special Resolution:  
**RE-APPOINTMENT OF MR. DINESHSINH B. CHAVADA (DIN: 01497977) AS MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 YEARS W.E.F. 23<sup>RD</sup> NOVEMBER, 2024:**  
“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder and as recommended by the Nomination and Remuneration Committee, consent of the Members be and is hereby accorded to the re-appointment of Mr. Dineshsinh B. Chavada (DIN: 01497977) as Managing Director of the Company for the period of three years w.e.f 23<sup>rd</sup> November, 2024.  
**RESOLVED FURTHER THAT** the terms and conditions of such appointment including the remuneration and perquisite payable to Mr. Dineshsinh B. Chavada (DIN: 01497977) shall be as mentioned herein below:

**TERMS AND CONDITIONS**

- Subject to the superintendence, direction and control of the Board of Directors of the Company, Dineshsinh B. Chavada (DIN: 01497977), Managing Director of the Company shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.
- The Managing Director shall not be liable to retire by rotation.
- The Managing Director shall be entitled to receive the remuneration and perquisites as stated below even in the event of inadequacy or absence or profit by the Company in any year.
- The Managing Director shall be paid remuneration and perquisites as under:  
**(A) Salary:** A Salary of Rs. 50,000/- per month with liberty to the Board to increase or decrease the salary within the limits laid down in Schedule V of the Companies Act, 2013.

- (B) **Bonus:** Discretionary bonus as may be decided by Remuneration Committee/ Board of Directors, depending upon the performance of appointee, working of the Company and other relevant factors subject to the ceiling of 100% of annual salary.
- (C) **Perquisites:** The Managing Director may be paid perquisites including but not limited to the Medical reimbursement, Children education allowance, Leave travel concession, Contribution to P.F., Gratuity, Super Annuation fund, Use of Company's car with Driver, Telephone/Mobile facility, Club Membership etc., as may be decided by the Board of Directors from time to time in line with the norms applicable to the employees of the Company.

Provided however that the overall remuneration including all the perquisites shall not exceed the limits laid down under Para A of Section II of Part II of the Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the extent and scope of salary and perquisites as specified in this resolution may be altered or varied by the Board of Directors in accordance with the relevant provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 for the payment of managerial remuneration in force during the tenure of the Managing Director without the matter being referred to the Company in General Meeting again.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby authorised to take all necessary action as may be required in this regard."

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

**RE-APPOINTMENT OF MR. VIJAYSINH D. CHAVDA (DIN: 00479413) AS WHOLE TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 YEARS W.E.F. 23<sup>RD</sup> NOVEMBER, 2024:**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder and as recommended by the Nomination and Remuneration Committee, consent of the Members be and is hereby accorded to the re-appointment of Mr. Vijaysinh B. Chavda (DIN: 00479413) as Whole Time Director of the Company for the period of three years w.e.f 23<sup>rd</sup> November, 2024.

**RESOLVED FURTHER THAT** the terms and conditions of such appointment including the remuneration and perquisite payable to Mr. Vijaysinh D. Chavda (DIN: 00479413) shall be as mentioned herein below:

**TERMS AND CONDITIONS**

- I. Subject to the superintendence, direction and control of the Board of Directors of the Company, Mr. Vijaysinh D. Chavda (DIN: 00479413), Whole Time Director of the Company shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.
- II. Whole Time Director shall be liable to retire by rotation.
- III. The Whole Time Director shall be entitled to receive the remuneration and perquisites as stated below even in the event of inadequacy or absence or profit by the Company in any year.
- IV. Whole Time Director shall be paid remuneration and perquisites as under:
  - (A) **Salary:** A Salary of Rs. 50,000/- per month with liberty to the Board to increase or decrease the salary within the limits laid down in Schedule V of the Companies Act, 2013.
  - (B) **Bonus:** Discretionary bonus as may be decided by Remuneration Committee/ Board of Directors, depending upon the performance of the appointee, working of the Company and other relevant factors subject to the ceiling of 100% of the annual salary.
  - (C) **Perquisites:** The Whole Time Director may be paid perquisites including but not limited to the Medical reimbursement, Children education allowance, Leave travel concession, Contribution to P.F., Gratuity, Super Annuation fund, Use of Company's car with Driver, Telephone/Mobile facility, Club Membership etc., as may be decided by the Board of Directors from time to time in line with the norms applicable to the employees of the Company.

Provided however that the overall remuneration including all the perquisites shall not exceed the limits laid down under Para A of Section II of Part II of the Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors are at liberty to alter and vary the terms and conditions of the Remuneration and Perquisites so as not to exceed the limit specified in Schedule V of the Companies Act, 2013 or any amendments of modification that may hereafter be made thereto by the Central Government and as may be agreed between the Board of Directors and Mr. Vijaysinh D. Chavda and without referring the matter to the members of the Company in general meeting once again.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is 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."

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

**RATIFICATION OF REMUNERATION OF COST AUDITORS:**

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies

Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the members of the Company do hereby approve/ratify the remuneration of Rs. 25,000/- plus applicable tax & out of pocket expense on actual basis p.a. to M/s. A. G. Tulsian and Co., Cost Accountant/s for the FY 2023-24 and onwards.

**RESOLVED THAT** pursuant to provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules 2014, the Board of Directors of the Company, be and is hereby authorized to appoint and fix the remuneration of Cost auditors from time to time and such remuneration shall be considered as ratified by the Shareholders until the remuneration of such cost auditors crossed the limit of Rs. 30,000/- p.a. plus applicable tax & out of pocket expense on actual basis for each cost audit period.

**RESOLVED FURTHER THAT** Board of Directors, be and is hereby authorized to fix the remuneration of cost auditors from time to time not exceeding the limit of Rs. 30,000/- p.a. plus applicable tax for each cost audit period and reimburse the out of pocket expenses as may be incurred by the cost auditor during the course of their audit and performance of their duties as cost auditors of the Company.

**RESOLVED FURTHER THAT** any one of the Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and other things as may be required or considered necessary, expedient or incidental thereto for giving effect to aforesaid resolution.”

**Registered Office:**

301, 3<sup>rd</sup> Floor, Shalin Complex, Sector-11,  
Gandhinagar - 382011 (Gujarat)

**Date: 30<sup>th</sup> May, 2024**

**CIN:L24100GJ2005PLC047292**

**By Order of the Board**

sd/-

**Dineshsinh B Chavada**

**(DIN: 01497977)**

**Chairperson & Managing Director**

**NOTES:**

- In view of Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, Circular No. 02/2021-22 dated 13<sup>th</sup> January, 2021, Circular No. 02/2022 dated 5<sup>th</sup> May, 2022, Circular No. 10/2022 dated 28<sup>th</sup> December, 2022 and Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 (collectively referred to as ‘MCA Circulars’) and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 15<sup>th</sup> January, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13<sup>th</sup> May, 2022, SEBI/HO/CFD/PoD-2/P/CIR/P/2023/4 dated 5<sup>th</sup> January, 2023 and Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2023/167 dated 7<sup>th</sup> October, 2023 issued by the Securities and Exchange Board of India (collectively referred to as ‘SEBI Circulars’), inter alia, permitted the holding of Annual General Meeting (“AGM”) through Video Conferencing (“VC”) without physical presence of the Members at a common venue. Hence, the Company is providing VC option to the members of the company to attend the meeting through video conferencing. However, the members attending the meeting through VC shall not be entitled to attend proxy. The credentials of attending the meeting through VC are given elsewhere in this Notice.**
- Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.
- Pursuant to the provisions of SEBI (LODR) Regulations, 2015 and Section 91 of the Companies Act, 2013, Register of Members and Shares Transfer Books of the Company will remain closed from Wednesday, 28<sup>th</sup> August, 2024 to Wednesday, 4<sup>th</sup> September, 2024 (both days inclusive).
- Members intending to require information about accounts at the meeting are requested to write to the Company at least 10 days in advance of the Annual General Meeting.
- Shareholders holding shares in dematerialized form should communicate the change of address, if any, to their Depository Participant and other who hold shares in physical form (if any) should communicate the change of address, to the Registrar and Share Transfer Agent of the Company at the following address:  
  
Purva Sharegistry (India) India Pvt. Ltd.  
Unit No. 9, Shiv Shakti Inds. Estate, J R Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai – 400011.
- The Notice of 19<sup>th</sup> AGM along with the Financial Statements are being sent by electronic mode to all the members whose email addresses are registered with Company/ Depository Participant(s) unless a member has requested for a hard copy of the same.
- The members whose email ids are not registered in their Demat Account with their Depository Participant and who have not provided their email ids to the Company/RTA, are requested to provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company ([sanginitachemicals@yahoo.com](mailto:sanginitachemicals@yahoo.com)) / RTA ([support@purvashare.com](mailto:support@purvashare.com)).

**8. REMOTE E-VOTING AND ALSO E-VOTING DURING THE AGM:**

Pursuant to provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to offer Remote E-Voting facility to the members to cast their votes electronically on all resolutions set forth in the notice convening 19<sup>th</sup> Annual General Meeting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the E-voting facility (both Remote E-voting and E-voting during the AGM). The complete details of the instructions for E-voting are annexed to this Notice.

9. The instructions for shareholders voting on the day of the AGM on E-voting system and instructions for attending the AGM through VC / OAVM are also annexed to this Notice separately.
10. Members, Directors, Auditors and other eligible persons to whom this Notice is being circulated can attend this AGM through video conferencing at least 15 minutes before the schedule time and shall be closed after expiry of 15 minutes from the scheduled time.
11. The attendance of Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Attendance of members will be recorded on the CDSL platform at the time when the member login to attend the AGM through VC/OAVM.
12. Additional information pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and para 1.2.5 of Secretarial Standard on General Meeting (SS-2) notified under the Companies Act, 2013 in respect of the directors seeking appointment/reappointment at the AGM are furnished and annexed to the notice.

**EXPLANATORY STATEMENT:****ITEM NO. 3:**

M/s. Devpura Navlakha & Co., Chartered Accountants, the existing auditors of the Company were appointed as Statutory Auditors of the Company at the 14<sup>th</sup> AGM for holding the office from the conclusion of that 14<sup>th</sup> AGM till the conclusion of 19<sup>th</sup> AGM.

Hence, the term of appointment of five years of M/s. Devpura Navlakha & Co., Chartered Accountants ends at this Annual General Meeting. Therefore the Company needs to appoint any other Statutory Auditor for a term of five years.

The Company has received a Special Notice u/s 140 (4) of the Companies Act, 2013 from a member of the Company for appointing M/s. B. K. Chavda & Co., Chartered Accountant, Gandhinagar as Statutory Auditor of the Company. Further M/s B. K. Chavda & Co., Chartered Accountants are Peer reviewed Auditors and hence the Company will not require to Audit the Accounts separately from Peer Reviewed Auditors. Moreover, M/s. B. K. Chavda & Co., Chartered Accountant, Gandhinagar has given their consent to act as Statutory Auditor of the Company and also provided declaration that their appointment, if made shall be within the limit prescribed.

The Company needs to appoint Statutory Auditor for a term of five years as per the applicable provisions of the Companies Act, 2013.

This statement shall be considered as circulation of Special Notice as received by the Company from a member for appointment of Statutory Auditors of the Company in place of existing Auditors.

Documents relating to this Agenda item are open for inspection at the Registered Office of the Company by members during normal business hours on all working days till the conclusion of Annual General Meeting. None of the Directors, KMP or their relatives are in any way concerned or interested in this resolution.

The Board recommends the Ordinary Resolution set out on Item No. 3 of Notice for approval by members.

**ITEM NO. 4:**

At the Annual General Meeting held on 30<sup>th</sup> August, 2022, Mr. Dineshsinh B. Chavada was re-appointed as Managing Director of the Company for a period of 3 years commencing from 23<sup>rd</sup> November, 2021 to 22<sup>nd</sup> November, 2024 on the terms and conditions as approved by the shareholders at the said General meeting. Moreover, the present term of appointment of Mr. Dineshsinh B. Chavada as Managing Director will expire on 22<sup>nd</sup> November, 2024. The Board of Directors at their meeting held on 30<sup>th</sup> May, 2024 have, subject to the approval of the members, re-appointed Mr. Dineshsinh B. Chavada as Managing Director of the Company with effect from 23<sup>rd</sup> November, 2024 for further period of 3 years on the remuneration, terms and conditions recommended by the Nomination and Remuneration Committee and Audit Committee as set out in the resolution mentioned at Item No. 4.

The Board is of the opinion that his services should continue to be available to the Company to achieve still greater heights, by re-appointing him as Managing Director as mentioned in the resolution, subject to the approval of shareholders. The Board at their meeting held on 30<sup>th</sup> May, 2024 approved the remuneration, terms and conditions of reappointment of Mr. Dineshsinh B. Chavada as Managing Director of the Company, for a period of three (3) years from 23<sup>rd</sup> November, 2024 on the terms and conditions as set out in the resolution set out in the Notice of 19<sup>th</sup> AGM, subject to approval of the shareholders.

The Board recommends the adoption of the Special Resolution contained in Item no. 4 of the Notice.

Mr. Dineshsinh B. Chavada, Managing Director, Mrs. Hansaben D. Chavada, Director and Mr. Vijaysinh D. Chavda, Whole Time Director are deemed to be concerned or interested in the said resolution. No other Director, key managerial personnel or their relatives are concerned or interested in passing of Special Resolution as set out at Item No. 4 of the Notice convening 19<sup>th</sup> Annual General Meeting. The above proposal is in the interest of the Company and the Directors recommend the Resolution in Item No. 4 of the Notice for approval of the Members.

**ITEM NO. 5:**

At the Annual General Meeting held on 30<sup>th</sup> August, 2022, Mr. Vijaysinh D. Chavda was appointed as Whole Time Director of the Company for a period of 3 years commencing from 23<sup>rd</sup> November, 2021 to 22<sup>nd</sup> November, 2024 on the terms and conditions as approved by the shareholders at the said General meeting. Moreover, the present term of appointment of Mr. Vijaysinh D. Chavda as Whole Time Director will expire on 22<sup>nd</sup> November, 2024. The Board of Directors at their meeting held on 30<sup>th</sup> May, 2024 have, subject to the approval of the members, re-appointed Mr. Vijaysinh D. Chavda as Whole Time Director of the Company with effect from 23<sup>rd</sup> November, 2024 for further period of 3 years on the remuneration, terms and conditions recommended by the Nomination and Remuneration Committee and Audit Committee as set out in the resolution mentioned at Item No. 5.

The Board is of the opinion that his services should continue to be available to the Company to achieve still greater heights, by re-appointing him as Whole-Time Director as mentioned in the resolution, subject to the approval of shareholders. The Board at their meeting held on 30<sup>th</sup> May, 2024 approved the remuneration, terms and conditions of the reappointment of Mr. Vijaysinh D. Chavda as Whole Time Director of the Company, for a period of three (3) years from 23<sup>rd</sup> November, 2024 on the terms and conditions as set out in the resolution set out in the Notice of 19<sup>th</sup> AGM, subject to approval of the shareholders.

The Board recommends the adoption of the Special Resolution contained in Item no. 5 of the Notice.

Mr. Vijaysinh D. Chavda, Whole Time Director, Mr. Dineshsinh B. Chavada, Managing Director and Mrs. Hansaben D. Chavada, Director are deemed to be concerned or interested in the said resolution. Except this, no other Director, key managerial personnel or their relatives are concerned or interested in passing of Special Resolution as set out at Item No. 5 of the Notice convening 19<sup>th</sup> AGM.

The above proposal is in the interest of the Company and the Directors recommend the Resolution in Item No. 5 of the Notice for approval of the Members.

**ITEM NO. 6:**

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to have the audit of its cost records conducted by a cost accountant in practice.

The Board has approved the appointment of M/s. A. G. Tulsian and Co., Cost Accountant for the FY 2023-24.

Further, according to Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules 2014, the Board of Directors are authorized to appoint the cost auditors of the Company and approve the remuneration of cost auditors subject to ratification by shareholders.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item no. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2023-24 and onwards.

Moreover, in respect of financial year 2024-25 and onwards, in order to give flexibility to the Board of Directors for fixing the remuneration of cost auditors from time to time, it is proposed to obtain approval of shareholders authorizing Board of Directors to approve remuneration of cost auditors, not exceeding the limit as approved by the shareholders.

The Directors recommend this resolution to be passed as an Ordinary Resolution.

None of the Directors or KMP or their relatives are in any way concerned or interested in the resolution except to the extent of their respective shareholding in the Company.

**Registered Office:**

301, 3<sup>rd</sup> Floor, Shalin Complex, Sector-11,  
Gandhinagar - 382011 (Gujarat)

**Date: 30<sup>th</sup> May, 2024**

**CIN:L24100GJ2005PLC047292**

**By Order of the Board**

sd/-

**Dineshsinh B Chavada**

**(DIN: 01497977)**

**Chairperson & Managing Director**

**Details of Director/s Seeking Appointment/Re-appointment at the Annual General Meeting**

<b>Particulars</b>	<b>Mr. Vijaysinh D. Chavda (DIN: 00479413)</b>
Date of Birth	27/10/1980
Date of the first Appointment on the Board	15/12/2005
Qualification	Chemical Engineer
Expertise in Specific functional areas	Mr. Vijaysinh D. Chavda has rich experience in Chemical business
Directorships held in other Companies	Nil
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	The Company has been paying remuneration to Mr. Vijaysinh D. Chavda as Whole-time Director in accordance with the terms and conditions approved by the members at the AGM held on 30 <sup>th</sup> August, 2022. For financial year 2023-24, Mr. Vijaysinh Chavda was paid remuneration of Rs. 6,75,000/- p.a. as Whole-time Director.
Number of Board Meetings attended during the year	5
Memberships/ Chairmanships of committees of Board of Directors of Company	1
Memberships/ Chairmanships of committees of Board of Directors of other Companies in which he is director	Nil
Number of shares held in the Company	447221
Disclosure of relationship between directors inter-se	None of the Directors are related inter-se except Mr. Dineshsinh B. Chavada, Managing Director and Mr. Vijaysinh D. Chavda, Whole-Time Director being father & son and Mrs. Hansaben D. Chavada, Director being mother and son.

**Additional information required to be given alongwith Notice calling AGM as per sub-Para (B) of Para 1 of Section II of Part II of Schedule V of the Companies Act, 2013 is given hereunder:**

I.	General Information:						
	(1)	Nature of Industry:	The Company is engaged mainly in production of Cuprous Chloride, Cupric Chloride and Copper Sulphate				
	(2)	Date or expected date of commencement of Commercial production:	The Company is already in operation.				
	(3)	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable				
	(4)	Financial performance based on given indicators					
		Turnover	2019-20	2020-21	2021-22	2022-23	2023-24
		Net profit/ (loss) as per Statement of Profit & Loss	15978.08	16466.06	19806.82	14856.41	15150.30
		Amount of Dividend paid	336.62	76.26	34.80	41.61	76.98
		Rate of Dividend declared	-	-	-	-	-
		Earnings before taxes	450.01	102.21	46.54	55.21	104.40
% of EBT to turnover	2.82	0.62	0.23	0.37	0.69		
(5)	Foreign investments or collaborations, if any.	NIL					

II.	Information about the appointee 1:	
(1)	Background details	Name: Mr. Dineshsinh B. Chavada Designation: Managing Director Father's name: Shri Bhimsinh Chavada Nationality: Indian Date of Birth: 04/11/1958 Qualifications: B. Sc. Experience: 17 Years
(2)	Past remuneration	He was appointed as a Managing Director w.e.f. 23 <sup>rd</sup> November, 2021. Earlier, he was drawing Rs. 60,000 p.m. as MD
(3)	Recognition or awards	NIL
(4)	Job profile and his suitability	The Managing Director shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time. Considering the above and having regard to age, qualifications, ability and experience and looking to the business requirement the proposed remuneration is in the interest of the Company.
(5)	Remuneration proposed	A gross remuneration of Rs. 50,000/- per month with liberty to Board to increase or decrease the remuneration. Discretionary bonus as may be decided by Nomination and Remuneration Committee/ Board of Directors, depending upon the performance of the appointee, working of the Company and other relevant factors subject to Maximum of 100% of Annual Salary which may be increased/ decreased by the Board from time to time within the maximum permissible limits.
(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)	Compared to the remuneration with respect to the industry, size of the Company etc. the remuneration proposed to be paid to him is just adequate.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Dineshsinh B. Chavada is father of Mr. Vijaysinh D. Chavda, Whole Time Director and husband of Mrs. Hansaben D. Chavada, Director of the Company.
III	Other information:	
(1)	Reasons of loss or inadequate profits	NA
(2)	Steps taken or proposed to be taken for improvement.	NA
(3)	Expected increase in productivity and profits in measurable terms	NA

III.	Information about the appointee 2:	
(1)	Background details	Name: Mr. Vijaysinh D. Chavda Designation: Whole Time Director Father's name: Shri Dineshsinh B. Chavada Nationality: Indian Date of Birth: 27/10/1980 Qualifications: Diploma in Chemical Engineering Experience: 19 Years
(2)	Past remuneration	He was appointed as a Whole Time Director w.e.f. 23 <sup>rd</sup> November, 2021. Earlier, he was drawing Rs. 60,000 p.m. as WTD
(3)	Recognition or awards	NIL
(4)	Job profile and his suitability	The Whole Time Director shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time. Considering the above and having regard to age, qualifications, ability and experience and looking to the business requirement the proposed remuneration is in the interest of the Company.
(5)	Remuneration proposed	A gross remuneration of Rs. 50,000/- per month with liberty to Board to increase or decrease the remuneration. Discretionary bonus as may be decided by Nomination and Remuneration Committee/ Board of Directors, depending upon the performance of the appointee, working of the Company and other relevant factors subject to Maximum of 100% of Annual Salary which may be increased/ decreased by the Board from time to time within the maximum permissible limits.
(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)	Compared to the remuneration with respect to the industry, size of the Company etc. the remuneration proposed to be paid to him is just adequate.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Vijaysinh D. Chavda is son of Mr. Dineshsinh B. Chavada, Managing Director and Mrs. Hansaben D. Chavada, Director of the Company.
III	Other information:	
(1)	Reasons of loss or inadequate profits	NA
(2)	Steps taken or proposed to be taken for improvement.	NA
(3)	Expected increase in productivity and profits in measurable terms	NA



**INSTRUCTIONS FOR REMOTE E-VOTING:**

The instructions for members for voting electronically are as under:

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The Remote E-voting period begins on 1<sup>st</sup> September, 2024 (Sunday) at 9.00 a.m. (IST) and ends on 3<sup>rd</sup> September, 2024 (Tuesday) at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 28<sup>th</sup> August, 2024 may cast their vote electronically. The Remote E-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on 3<sup>rd</sup> September, 2024.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the AGM.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 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.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

(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:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</li> </ol>

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022- 48867000 and 022- 24997000

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(v) Login method of e-Voting for **shareholders other than individual shareholders & physical shareholders.**

- 1) The shareholders should log on to the e-voting website: [www.evotingindia.com](http://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. Members holding shares in Physical Form should enter Folio Number registered with 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](http://www.evotingindia.com) and voted on an earlier 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:

<b>For Shareholders holding shares in Demat Form other than Individual and Physical Form</b>	
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 (iv).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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 Members 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 **SANGINITA CHEMICALS 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 Resolutions Details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **ADDITIONAL FACILITY FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS – FOR REMOTE EVOTING ONLY**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non-Individual shareholders are required 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; [sanginitachemicals@yahoo.com](mailto:sanginitachemicals@yahoo.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at “toll free no. 1800 22 55 33”.

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

- (xviii) Any person who acquires the shares of the Company and becomes the Member of the Company after dispatch of Notice and holding shares as on the cut-off date i.e. 28th August, 2024 may obtain the login Id and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if you are already registered with CDSL for remote e-voting, then person becoming member can use their existing user ID and password for casting their vote.

- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xx) The Company shall be making arrangements for the members to cast their votes in respect to the businesses through poll/ballot, for members attending the meeting who have not cast their vote by remote voting.
- (xxi) The Company has appointed Mr. Manoj Hurkat, a Practicing Company Secretary, Ahmedabad as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxii) The scrutinizer shall, immediately after the conclusion of voting at AGM, first count the votes casted at the meeting, thereafter unblock the votes casted through Remote E-Voting in presence of at least two witnesses not in employment of the Company and make not later than two days of conclusion of the meeting a consolidated Scrutinizer’s Report of the total votes casted in favour or against, if any, to the Chairperson or a person authorized by him in writing who shall countersign the same and Chairperson shall declare the results of voting forthwith, which shall not be later than 5:00 p.m., 6th September, 2024.
- (xxiii) The result declared, along with the Scrutinizer’s Report shall be placed on the Company’s website: [www.sanginitachemicals.co.in](http://www.sanginitachemicals.co.in) and on the website of CDSL after the result is declared by the Chairperson and also be communicated to the National Stock Exchange where the equity shares of the Company are listed.

**INSTRUCTIONS FOR E-VOTING DURING AGM:**

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) Only those Members/ shareholders, who will be 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 in the AGM.
- (iii) If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
- (iv) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM:**

- (i) Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- (ii) Members are encouraged to join the Meeting through Laptops for better experience.
- (iii) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) 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.
- (v) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id i.e. [sanginitachemicals@yahoo.com](mailto:sanginitachemicals@yahoo.com).
- (vi) Shareholders who would like to express their views/have questions may send their questions in advance 7 days prior to meeting mentioning their name demat account number/folio number, email id, mobile number at company email id i.e. [sanginitachemicals@yahoo.com](mailto:sanginitachemicals@yahoo.com). The same will be replied by the company suitably.