



# SANGINITA CHEMICALS LTD.

(Erstwhile known as Sanginita Chemicals Pvt. Ltd.)

## MANUFACTURERS & SUPPLIERS OF CHEMICALS

**Regd. Office** : 301, Shalin Complex, B/H Megh Malhar Complex, Sector-11,  
Gandhinagar - 382 011, Gujarat State.  
**Factory** : Block No. 1133, Nr.GIDC-Chhatral Phase IV, At.: Chhatral, Ta. Kalol,  
Dist. Gandhinagar, Gujarat State.  
**Phone** : (O.& Fax) 079-23240270, M.: 98240 65056, 93270 23982, 98792 30034  
**e-mail** : dbchavada@yahoo.co.in / sanginitachemicals@yahoo.com  
**Website** : www.sanginitachemicals.co.in.  
**CIN** : L24100GJ2005PLC047292

22<sup>nd</sup> January, 2022

To,  
The National Stock Exchange of India Limited  
Bandra Kurla Complex (Bandra East)  
Mumbai-400051

### SYMBOL - SANGINITA

Dear Sir,

#### **Sub: Passing of Resolutions by Postal Ballot through E-voting.**

In continuation to our letter dated 11<sup>th</sup> January, 2022, please find enclosed herewith copy of Postal Ballot Notice along with Explanatory Statement being dispatched through E-mail to the shareholders of the Company seeking consent of shareholders through postal ballot pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

Remote E-voting period will commence on Monday, 24<sup>th</sup> January, 2022 at 9:00 p.m. (IST) and ends on Tuesday, 22<sup>nd</sup> February, 2022 at 5:00 pm (IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. Friday, 14<sup>th</sup> January, 2022), only shall be entitled to avail the facility of Remote E-voting.

This is to further inform that the results of Postal Ballot through E-voting will be announced on Thursday, 24<sup>th</sup> February, 2022 barring unforeseen circumstances.

The Board has appointed Mr. Manoj Hurkat, Practicing Company Secretary, Ahmedabad, as Scrutinizer, at its meeting held on 11<sup>th</sup> January, 2022 for conducting the E-voting in a fair and transparent manner.

This is in compliance of the applicable Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully,  
For SANGINITA CHEMICALS LIMITED

**DINESHSINH B CHAVADA (DIN: 01497977)**  
**CHAIRPERSON AND MANAGING DIRECTOR**





**SANGINITA CHEMICALS LIMITED**  
**(CIN: L24100GJ2005PLC047292)**

**Registered Office:**

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

**NOTICE OF POSTAL BALLOT**

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 along with the MCA and SEBI Circulars detailed as under)

Dear Members,

Notice is hereby given that the resolutions set out below are proposed to be passed by the members of Sanginita Chemicals Limited (“Company”) by means of Postal Ballot through Remote E-voting facility, pursuant to the provisions of Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 02/2021 dated January 13, 2021 and Circular No. 20/2021 dated December 8, 2021, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“Listing Regulations”) and also SEBI Circular dated May 12, 2020 and SEBI Circular dated January 15, 2021 (collectively referred to as “SEBI Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations for the time being in force and as amended from time to time.

The Board of Directors of the Company proposes to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Special Resolution appended below. The Explanatory Statement, pursuant to Section 102(1) of the Companies Act 2013 (‘Act’), pertaining to the said Resolutions, setting out the material facts concerning the items and the reasons thereof are annexed hereto for your consideration.

The Board of Directors have appointed Mr. Manoj R. Hurkat (Membership No. F4287 and Certificate of Practice No. 2574), Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot through electronic voting (Remote E-voting) process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot through electronic voting shall be final.

In view of the current pandemic situation of Covid-19 and in compliance with the requirements of MCA and SEBI Circulars, this Notice is being sent through electronic mode only, and hard copy of Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot.

In compliance with the provisions of Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of Listing Regulations and any other applicable provisions, if any, the Company is pleased to provide members (whether holding shares in physical or in dematerialized form) the facility to cast their vote electronically for the resolution proposed to be passed through postal ballot.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing Remote e-voting facility to the Members of the Company. The Remote e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com). Members desiring to opt for the Remote e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder.

The scrutinizer will submit his report, after completion of the scrutiny, to the Chairperson of the Company or any other person authorized by the Chairperson. The result of the voting on the Resolutions will be declared on Wednesday, 23<sup>rd</sup> February, 2022 at 5.00 p.m. at the Registered Office of the Company and will be displayed on the Company's website [www.sanginitachemicals.co.in](http://www.sanginitachemicals.co.in) and will be communicated to National Stock Exchange of India Limited, where the Company's equity shares are listed and Central Depository Services (India) Limited (CDSL).

The resolutions, if approved by the requisite majority, will be deemed to have been passed on the last date specified for e-voting i.e. Tuesday, 22<sup>nd</sup> February, 2022.

## **SPECIAL BUSINESS**

### **ITEM NO. 1:**

#### **RE-APPOINTMENT OF MR. FAIYAZKHAN Y. PATHAN (DIN: 07702208) AS AN INDEPENDENT DIRECTOR FOR SECOND TERM OF 5 CONSECUTIVE YEARS.**

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

**“RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors in their respective meetings held on 11<sup>th</sup> January, 2022 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations including Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Company, be and is hereby accorded for the re-appointment of Mr. Faiyazkhan Y. Pathan (DIN: 07702208) as an Independent Director of the Company, whose current period of office is up to 9<sup>th</sup> January, 2022 and who has submitted a declaration confirming that he meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and Rules made thereunder and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company from 10<sup>th</sup> January, 2022 to 9<sup>th</sup> January, 2027.

**RESOLVED FURTHER THAT** any one Director 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.”

### **ITEM NO. 2:**

#### **RE-APPOINTMENT OF MR. JAGDISHKUMAR V. THAKOR (DIN: 07702521) AS AN INDEPENDENT DIRECTOR FOR SECOND TERM OF 5 CONSECUTIVE YEARS.**

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

**“RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors in their respective meetings held on 11<sup>th</sup> January, 2022 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations including Regulation 17(1C) of the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Company, be and is hereby accorded for the re-appointment of Mr. Jagdishkumar V. Thakor (DIN: 07702521) as an Independent Director of the Company, whose current period of office is up to 9<sup>th</sup> January, 2022 and who has submitted a declaration confirming that he meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and Rules made thereunder and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company from 10<sup>th</sup> January, 2022 to 9<sup>th</sup> January, 2027.

**RESOLVED FURTHER THAT** any one Director 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.”

**Registered Office:**

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

**Date: 17<sup>th</sup> January, 2022**

**CIN: L24100GJ2005PLC047292**

**By Order of the Board**

**Dineshsih B. Chavada**

**(DIN: 01497977)**

**Chairperson and Managing Director**

**NOTES:**

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with Section 110 of the Act and any other applicable provisions in respect of the Resolutions are annexed hereto.
2. The Postal Ballot Notice is being sent to the members by the prescribed mode under the Rules, whose names appear in the Register of Members/ Record of Depositories as on Friday, 14<sup>th</sup> January, 2022 i.e. the cut-off date for dispatch of Postal Ballot Notice. It is however, clarified that all members of the Company as on the closure of cut-off date (including those members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice .
3. The Postal Ballot Notice is being sent electronically by e-mail to those members whose name appears on the Register of Members/List of Beneficial Owners received from the Depositories as on Friday, 14<sup>th</sup> January, 2022.
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 14<sup>th</sup> January, 2022 will be considered for the purpose of voting. A person who is not a Member of the Company as on cut-off date for reckoning voting rights, should treat this Notice for information purposes only.
5. The voting period will commence on Monday, 24<sup>th</sup> January, 2022 at 09.00 a.m. (IST) and ends on Tuesday, 22<sup>nd</sup> February, 2022 at 05.00 p.m. (IST) (inclusive of both days) for the Members exercising their voting by Postal Ballot through electronic voting. The Remote e-voting module shall be disabled by Central Depository Services (India) Limited (CDSL) for voting thereafter.
6. The Members can opt for only one mode of voting, i.e. Postal Ballot through Remote e-voting. In case members cast their votes by any other means, the same will be treated as invalid. The Company will send Postal Ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the Company, their Registrars and Transfer Agents or Depository/Depository Participants and the

communication of assent/ dissent of the Members will only take place through the E-voting system not later than 5:00 pm Tuesday, 22<sup>nd</sup> February, 2022 failing which it will be strictly considered that no reply has been received from the Member.

7. A member desiring to cast vote by remote e-voting is requested to carefully read the instructions printed in the Postal Ballot Notice, as applicable, and cast their votes in electronic mode on or before 05:00 p.m. on Tuesday, 22<sup>nd</sup> February, 2022.
8. A Member cannot exercise his vote by proxy on postal ballot. However, Corporate and Institutional Members shall be entitled to vote through their authorised representatives. Corporate and Institutional Members are requested to provide a proof of authorization (i.e. Board Resolution/Authority Letter/Power of Attorney etc.) in favour of the authorised representatives by sending an email to the Company at [sanginitachemicals@yahoo.com](mailto:sanginitachemicals@yahoo.com) not later than 5.00 pm on Tuesday, 22<sup>nd</sup> February, 2022.
9. A Members who has not received the Postal Ballot Notice by e-mail and wish to obtain a copy of the Postal Ballot Notice, can obtain the same, by sending e-mail to [sanginitachemicals@yahoo.com](mailto:sanginitachemicals@yahoo.com).
10. Barring unforeseen circumstances, the results of the Postal Ballot will be declared on Wednesday, 23<sup>rd</sup> February, 2022 at the Registered Office of the Company. The results of Postal Ballot along with the scrutinizer's report will be placed on the Company's website [www.sanginitachemicals.co.in](http://www.sanginitachemicals.co.in) and on the website of CDSL and will be communicated to National Stock Exchange of India Limited, where the Company's equity shares are listed.
11. The resolution will be taken as passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting i.e. Tuesday, 22<sup>nd</sup> February, 2022, "deemed date of passing of the resolution", if the resolutions is approved by the members with the requisite majority.

All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during 02:00 p.m. to 04:00 p.m. on all working days from date of dispatch until the last date of receipt of votes by Postal Ballot through Remote e-voting i.e. Tuesday, 22<sup>nd</sup> February, 2022. Shareholders willing to inspect such documents can send an e-mail to [sanginitachemicals@yahoo.com](mailto:sanginitachemicals@yahoo.com).

12. Voting through electronic means:
  - a) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of Listing Regulations and any other applicable provisions, the Company is pleased to provide members the facility to its members, to cast their vote electronically for the resolution proposed to be passed through postal ballot. The Company has appointed Central Depository Services (India) Ltd. (CDSL) to provide Remote E-voting facility to its members.
  - b) The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cut-off date i.e. Friday, 14<sup>th</sup> January, 2022.
  - c) The remote e-voting period commences at 9:00 a.m. on Monday, 24<sup>th</sup> January, 2022, and ends at 5:00 p.m. on Tuesday, 22<sup>nd</sup> February, 2022, (inclusive of both days). The Remote E-voting module shall be disabled by CDSL for voting thereafter. During the Remote E-voting period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 14<sup>th</sup> January, 2022, may cast their vote electronically.

**THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E- VOTING ARE AS UNDER:**

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

In order to increase the efficiency of the voting process, all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants, able to cast their vote without having to register again with the e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**A. Pursuant to said SEBI Circular, login method for e-Voting for Individual Members holding securities in Demat mode is given below:**

Type of Members	Login Method
Individual Members holding securities in Demat mode with <b>CDSL</b>	<p>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the E voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <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 provided links for the respective ESP where the E Voting is in progress.</p>
Individual Members holding securities in demat mode with <b>NSDL</b>	<p>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.</p> <p>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>

	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
Individual Members (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.

- (ii) Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**B. Login method of e-Voting for Members other than individual Members & physical Members.**

- i. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- ii. Click on “Members” tab.
- iii. 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 the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. 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.
- vi. If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members)  Members 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.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the Client id/Folio number in the dividend Bank details field.

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. 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 resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- x. Click on the EVSN for the relevant <Sanginita Chemicals Limited> on which you choose to vote.
- xi. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
- xiii. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**C. Note for Non – Individual Members and Custodians**

**Step 1:** Non-Individual Members (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 as Corporates.

**Step 2:** 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).

**Step 3:** 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.

**Step 4:** The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

**Step 5:** 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.

**Step 6:** Alternatively, Non Individual Members 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, at least 48 hours before the meeting to the Company at [sanginitachemicals@yahoo.com](mailto:sanginitachemicals@yahoo.com), if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**13. For Assistance / Queries for e-voting etc.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Members holding securities in Demat mode with <b>CDSL</b>	If you have any queries or issues regarding attending e-voting from the e-voting system, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at <a href="http://www.evotingindia.com">www.evotingindia.com</a> under help section or write an email to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542). All grievances connected with the facility for voting by electronic means may be addressed to <b>Mr. Rakesh Dalvi, Manager, (CDSL)</b> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call on 022-23058542/43.
Individual Members 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.: 1800 1020 990 and 1800 22 44 30



14. Mr. Manoj R. Hurkat, Practicing Company Secretary holding Membership No. F4287 and Certificate of Practice No. 2574 has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. The Board has also authorised Chairman to appoint one or more scrutinizers in addition to and/or in place of Mr. Manoj Hurkat.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

##### **ITEM NO. 1 AND 2:**

Pursuant to Section 149 and all other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and the applicable provisions of Listing Regulations, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and shall be eligible for reappointment on passing of a Special Resolution by the Company.

In accordance to that Mr. Faiyazkhan Y. Pathan (DIN: 07702208) and Mr. Jagdishkumar V. Thakor (DIN: 077702521), were appointed as Independent Directors of the Company for a term of 5 years from 10<sup>th</sup> January, 2017 and have completed their initial term as an Independent Director of the Company on 9<sup>th</sup> January, 2022, they are eligible for re-appointment for one more term.

The Board of Directors in its meeting held on 11<sup>th</sup> January, 2022 noted that the above Directors are sound knowledge and experience of diverse fields, who bring with them a wide range of skills and experience to the Board, which enhances the quality of Board's decision-making process. The Company and the Board has immensely benefited from their vast experience, knowledge and strategic insights on various matters relating to the Company's business. Considering the enormous contribution of the Directors to the functioning and performance of the Company, the Board felt that it will be in the interest of the Company to re-appoint them as Independent Directors.

The Board of Directors of the Company on the basis of the report of performance evaluation and the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Mr. Faiyazkhan Y. Pathan (DIN: 07702208) and Mr. Jagdishkumar V. Thakor (DIN: 07702521) as Independent Directors of the Company not liable to retire by rotation, for a second term of 5 (five) consecutive years w.e.f. 10<sup>th</sup> January, 2022.

Mr. Faiyazkhan Y. Pathan (DIN: 07702208) and Mr. Jagdishkumar V. Thakor (DIN: 07702521) have given their consent to act as Independent Directors of the Company and have furnished necessary declarations to the Board of Directors that they meet the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further as per the declarations received by the Company, Mr. Faiyazkhan Y. Pathan and Mr. Jagdishkumar V. Thakor are not disqualified to be re-appointed as Directors under Section 164 of the Companies Act, 2013. The Company has received notices in writing from members under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Faiyazkhan Y. Pathan and Mr. Jagdishkumar V. Thakor for the office of Director of the Company. In the opinion of the Board Mr. Faiyazkhan Y. Pathan and Mr. Jagdishkumar V. Thakor fulfils the conditions specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment as Independent Directors. A brief profile of the aforesaid Independent Director proposed to be re-appointed including nature of their expertise and shareholdings in the Company, etc. are given elsewhere in this Notice.

Both the Independent Directors have also confirmed that their name has been included in the data bank of Independent Directors and that they have also fulfilled criteria of having sufficient experience for their proficiency as Independent Directors.

None of the Directors or Key Managerial Personnel except Mr. Faiyazkhan Y. Pathan and Mr. Jagdishkumar V. Thakor either directly or through their relatives with regard to their respective re-appointment are, in any way, concerned or interested, whether financially or otherwise, in the resolutions as set out at Item Nos. 1 and 2 of the Notice. The Board of Directors, therefore, recommends the Resolutions as set out at Item Nos. 1 and 2 to be passed as Special Resolutions by the Members.

**Details of Director Seeking Re-appointment by way of Postal Ballot:**

<b>Particulars</b>	<b>Mr. Faiyazkhan Y. Pathan (DIN: 07702208)</b>	<b>Mr. Jagdishkumar Thakor (DIN: 07702521)</b>
Date of Birth	06/06/1958	31/08/1982
Date of the first Appointment on the Board	10/01/2017	10/01/2017
Qualification	Under Graduate	B.com
Directorships held in other Companies	Nil	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 term of re-appointment of Independent Director shall be five years w.e.f 10 <sup>th</sup> January, 2022	The term of re-appointment of Independent Director shall be five years w.e.f 10 <sup>th</sup> January, 2022
Number of Board Meetings attended during the year	4 (Four)	4 (Four)
Memberships/ Chairmanships of committees of Board of Directors of Company	Member in Audit and Chairperson in NRC and Stakeholder Relationship Committee	Chairperson in Audit and Member in NRC and Stakeholder Relationship Committee
Memberships/ Chairmanships of committees of Board of Directors of other Companies in which he is director	Nil	Nil
Number of shares held in the Company	Nil	Nil
Expertise in Specific functional areas	Administration and Management	Consulting, Finance, General Management, Taxation
Disclosure of relationship between directors inter-se	N.A.	N.A.

**Registered Office:**

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

**Date: 17<sup>th</sup> January, 2022****CIN: L24100GJ2005PLC047292****By Order of the Board****Dineshsih B. Chavada  
(DIN: 01497977)****Chairperson and Managing Director**