

SANGINITA CHEMICALS LIMITED
Registered Office:
301, 3rd Floor, Shalin Complex, Sector -11,
Gandhinagar – 382011 (Gujarat), Tele: 079-23240270
Website: www.sanginitachemicals.co.in

CIN: L24100GJ2005PLC047292

E-mail Id: sanginitachemicals@yahoo.com

NOTICE

NOTICE is hereby given that the 1st Extra Ordinary General Meeting (EGM) of 2026-2027 (01/2026-27) of the Members of Sanginita Chemicals Limited (CIN: L24100GJ2005PLC047292) will be held on Saturday, April 11, 2026 at 04:00 P.M. (IST) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), to transact the following business:

SPECIAL BUSINESS:

ITEM NUMBER 1: TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMEND THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to provisions of Section 13, 15, 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force), and the Articles of Association of the Company (AOA), as agreed to by the Board of Directors of the Company, the consent of the members of the Company, be and is hereby accorded, to increase the Authorised Share Capital by creation of additional 5,00,00,000 (Five Crores) equity shares of Rs. 10/- each aggregating to Rs. 50,00,00,000 (Rupees Fifty Crore) thereby increasing the Authorised Share Capital from Rs. 27,00,00,000 (Rupees Twenty Seven Crore) divided into 2,70,00,000 (Two Crore Seventy Lakh) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 77,00,00,000 (Rupees Seventy Seven Crore Only) divided into 7,70,00,000 (Seven Crore Seventy Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each ranking pari passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to provisions of Section 13, 15, 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules framed thereunder; the consent of the members of the Company, be and is hereby accorded, for substituting Clause V of the Memorandum of Association of the Company with the following clause: V.

“V. The Authorised Share Capital of the Company is 77,00,00,000 (Rupees Seventy Seven Crore) divided into 7,70,00,000 (Seven Crore Seventy Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT any one of the Directors of the Company or the Key Managerial Personnel including the Company Secretary, be and are hereby severally authorised to do all such acts, deeds, and things as may be considered necessary or desirable to give effect to the above-mentioned resolution, including but not limited to signing and filing necessary forms and documents including Form MGT-14 with the Registrar of Companies.

RESOLVED FURTHER THAT any of the Directors of the Company or the Key Managerial Personnel including the Company Secretary, be and are hereby severally authorized to provide certified true copies of the above resolution, from time to time, to concerned persons.”

ITEM NUMBER 2: INCREASE IN THRESHOLD OF LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

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

“RESOLVED THAT in supersession of the previous resolution passed by the shareholders on 28th September, 2017 and pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company, be and is hereby accorded to: (i) give any loan to any person(s) or other body corporate(s); (ii) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (iii) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 100 crore (Rupees One Hundred Crore Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are and which may be individual/aggregate in excess of the limits prescribed i.e over and above 60% of the Company’s paid up share capital, security premium account and free reserves or 100% of the Company’s free reserves and security premium amount, whichever is more.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any of the Directors and/or the Key Managerial Personnel including the Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

RESOLVED FURTHER THAT any of the Directors of the Company or the Key Managerial Personnel including the Company Secretary, be and are hereby severally authorized to provide certified true copies of the above resolution, from time to time, to concerned persons.”

ITEM NUMBER 3: ISSUANCE OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH

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

“RESOLVED THAT pursuant to provisions of Section 23, 42, 62(1)(c), 186 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and other applicable rules, regulations, notifications, guidelines, circulars, directions and clarifications issued thereunder (the “**Companies Act**”), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the Securities Contracts (Regulation) Act, 1956 (the “**SCRA**”), as amended and the applicable rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI (ICDR) Regulations, 2018**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“**SEBI Takeover Code**”), the Foreign Exchange Management Act, 1999, as amended and the rules and regulations made thereunder, including

the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and any other applicable laws, rules, regulations, ordinances, guidelines, policies, press notes, notifications, circulars and clarifications issued from time to time, in India or outside India, in each case, as amended, the equity listing agreement entered into by the Company with National Stock Exchange of India Limited (“NSE” or referred to as “Stock Exchange”) and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the Reserve Bank of India (“RBI”) (collectively, the “Applicable Laws”) and subject to such further approvals, consents, permissions and sanctions as may be necessary or required from respective regulatory or other appropriate authorities, including from NSE, SEBI and subject to such terms, conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions and consents as the case may be) and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion agree to, consent of the Members of the Company (“Members”) be and is hereby accorded, to authorize, create, issue, offer and allot, upto 1,52,87,356 (One Crore Fifty Two Lakh Eighty Seven Thousand Three Hundred Fifty Six) Equity Shares of the Company of face value of Rs. 10/- (Rupees Ten) each, fully paid-up, (“Equity Shares”) at an Issue Price of Rs. 13.05 per Equity Share (Rupees Thirteen and Paisa Five Only) including a premium of Rs. 3.05 (Rupees Three and Paisa Five Only) per Equity Share on preferential basis through private placement to the below mentioned person (“Proposed Allottee”) being the shareholders of Agastya Green Energy Limited (“AGEL”), (CIN: U35100MH2025PLC443898) for consideration other than cash i.e. in lieu of acquisition of their entire 100% stake in the equity share capital of AGEL through swapping of Equity Shares of the Company as mentioned below and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 or other applicable provisions of the law and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion.

S. No.	Name of Proposed Allottee	%age of stake in AGEL offered for acquisition	No. of Shares of AGEL proposed to be transferred to the Company	No. of Shares of the Company proposed to be allotted for the acquisition of AGEL Shares	Current category/ Status	Proposed Category/ Status
1	B N G Investment LLC	100.00	95,00,000	1,52,87,356	Non-Promoter	Promoter
	Total	100%	95,00,000	1,52,87,356		

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 for the determination of the issue price of the Equity Shares is March 12, 2026, i.e., 30 days prior to the date of Extra-Ordinary General Meeting (EGM).

RESOLVED FURTHER THAT the equity shares of the Company being offered, issued and allotted by way of preferential issue/ allotment shall, inter-alia, be subject to the following:

- i. The Equity Shares as may be offered, issued, and allotted in accordance with the terms of this resolution, shall be in dematerialized form, provided that the equity shares proposed to be issued by the Company shall be initially credited to an escrow demat account to be opened and maintained for this purpose, if required, and shall remain therein until receipt of requisite approval or permission or final observation by SEBI for the open offer and basis instruction from the merchant banker to the open offer;
- ii. The Equity Shares to be allotted shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividend and voting rights, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;

- iii. the Equity Shares to be allotted to the Proposed Allottee shall be under lock-in as prescribed under the applicable provisions of the SEBI (ICDR) Regulations, 2018;
- iv. The Equity Shares so allotted to the proposed allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder;
- v. The Equity Shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution provided that the allotment of the Equity Shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission;
- vi. the Company shall procure the listing and trading approvals for the Equity Shares to be allotted to the Proposed Allottee from the Stock Exchange in accordance with the Listing Regulations and all other applicable laws, rules and regulations; and
- vii. Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottee through private placement offer letter (in the format of PAS-4) immediately after passing of this resolution without the requirement of seeking any further consent or approval of the Members, with a stipulation that allotment would be made only upon receipt of in-principal approval from the NSE as required by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and further, the Board is hereby authorised to record the name and details of the Proposed Equity Allottee in form PAS-5.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above-mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the equity shares and listing thereof with the NSE, the Board, be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to NSE for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Board.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to keep the record of private placement offer in Form PAS-5 as per the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.

RESOLVED FURTHER THAT the Company hereby takes note of and approves the certificate of the practicing company secretary pursuant to Regulation 163(2) of the SEBI ICDR Regulations, certifying that the Preferential Issue is being made in accordance with the requirements of SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Company do hereby takes note of and approves the valuation report dated March 20, 2026 issued by Finvox Analytics, having IBBI Registration No. IBBI/RV-E/06/2020/120, an Independent Registered Valuer, determining the fair value / price of the equity shares proposed to be issued in the Preferential Issue, in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and the pricing guidelines specified under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchange and regulatory authorities and execution of any documents on behalf of the Company, and to represent the Company before any governmental or regulatory authorities and to appoint e-voting service provider agencies, scrutinizers, professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary, be and are hereby severally authorized to provide certified true copies of the above resolution, from time to time, to concerned persons.”

ITEM NO 4: ISSUANCE OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CASH

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

“**RESOLVED THAT** pursuant to provisions of Section 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and other applicable rules, regulations, notifications, guidelines, circulars, directions and clarifications issued thereunder (the “**Companies Act**”), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the Securities Contracts (Regulation) Act, 1956 (the “**SCRA**”), as amended and the applicable rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI (ICDR) Regulations, 2018**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“**SEBI Takeover Code**”), the Foreign Exchange Management Act, 1999, as amended and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and any other applicable laws, rules, regulations, ordinances, guidelines, policies, press notes, notifications, circulars and clarifications issued from time to time, in India or outside India, in each case, as amended, the equity listing agreement entered into by the Company with National Stock Exchange of India Limited (“**NSE**” or referred to as “**Stock Exchange**”) and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“**SEBI**”) and the Reserve Bank of India (“**RBI**”) (collectively, the “**Applicable Laws**”) and subject to such further approvals, consents, permissions and sanctions as may be necessary or required from respective regulatory or other appropriate authorities, including from NSE, SEBI and subject to such terms, conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions and consents as the case may be) and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall

include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion agree to, consent of the Members of the Company (“Members”) be and is hereby accorded, to authorize, create, issue, offer and allot, upto 1,91,57,080 (One Crore Ninety One Lakh Fifty Seven Thousand Eighty Equity Shares of the Company of face value of Rs. 10/- (Rupees Ten) each, fully paid-up, (“Equity Shares”) at an Issue Price of Rs.13.05 per Equity Share (Rupees Thirteen and Paise Five Only) including a premium of Rs. 3.05 (Rupees Three and Paise Five Only) per Equity Share aggregating to Rs. 24,99,99,894 (Indian Rupees Twenty Four Crore Ninety Nine Lakhs Ninety Nine Thousand Eight Hundred and Ninety Four only) on preferential basis through private placement to the below mentioned person (“Proposed Allottee”) for the consideration in cash, in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 or other applicable provisions of the law and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion.

S. No.	Name of Proposed Allottee	Maximum number of Equity Shares of the Company proposed to be allotted	Current category/ Status	Proposed Category/ Status
1.	B N G Investment LLC	1,91,57,080	Non-Promoter	Promoter

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 for the determination of the issue price of the Equity Shares is March 12, 2026, i.e., 30 days prior to the date of Extra-Ordinary General Meeting (EGM).

RESOLVED FURTHER THAT the equity shares of the Company being offered, issued and allotted by way of preferential issue/ allotment shall, inter-alia, be subject to the following:

- i. The Equity Shares as may be offered, issued, and allotted in accordance with the terms of this resolution, shall be in dematerialized form, provided that the equity shares proposed to be issued by the Company shall be initially credited to an escrow demat account to be opened and maintained for this purpose, if required, and shall remain therein until receipt of requisite approval or permission or final observation by SEBI for the open offer and basis instruction from the merchant banker to the open offer;
- ii. The Equity Shares to be allotted shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividend and voting rights, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- iii. The Proposed Allottee shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their bank account;
- iv. the Equity Shares to be allotted to the Proposed Allottee shall be under lock-in as prescribed under the applicable provisions of the SEBI (ICDR) Regulations, 2018;
- v. The Equity Shares so allotted to the proposed allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder;
- vi. The Equity Shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution provided that the allotment of the Equity Shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission;
- vii. the Company shall procure the listing and trading approvals for the Equity Shares to be allotted to the Proposed Investor from the Stock Exchange in accordance with the Listing Regulations and all other applicable laws, rules and regulations; and
- viii. Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to make an offer to the proposed allottee through private placement offer letter (in the format of PAS-4) immediately after passing of this resolution without the requirement of seeking any further consent or approval of the Members, with a stipulation that allotment would be made only upon receipt of in-principal approval from the NSE as required by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and further, the Board is hereby authorised to record the name and details of the Proposed Equity Allottee in form PAS-5.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above-mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the equity shares and listing thereof with the NSE, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to NSE for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Board.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to keep the record of private placement offer in Form PAS-5 as per the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.

RESOLVED FURTHER THAT the Company hereby takes note of and approves the certificate of the practicing company secretary pursuant to Regulation 163(2) of the SEBI ICDR Regulations, certifying that the Preferential Issue is being made in accordance with the requirements of SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Company do hereby takes note of and approves the valuation report dated March 20, 2026 issued by Finvox Analytics, having IBBI Registration No. IBBI/RV-E/06/2020/120, an Independent Registered Valuer, determining the fair value / price of the equity shares proposed to be issued in the Preferential Issue, in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and the pricing guidelines specified under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchange and regulatory authorities and execution of any documents on behalf of the Company, and to represent the Company before any governmental or regulatory authorities and to appoint e-voting service provider agencies, scrutinizers, professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary, be and are hereby severally authorized to provide certified true copies of the above resolution, from time to time, to concerned persons.”

ITEM NO 5: INCREASE IN BORROWING POWERS OF THE BOARD UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

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

“**RESOLVED THAT** in supersession of the previous resolution passed by the shareholders on 28th September, 2017 and pursuant to approval of the Board in its meeting held on March 20, 2026, and provisions of Section 180(1)(c) of the Companies Act, 2013 and Rules made thereunder and any other applicable provisions, if any and subject to the provisions of the Memorandum and the Articles of Association of the Company, consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company, to borrow any sum of money on behalf of the Company from time to time at their discretion for the purpose of the business of the Company, from any one or more of the banks and/or from any other persons, firms, bodies corporate or financial institutions whether by way of credit facilities (fund based or non-fund based), cash credit, advance or deposits, loans, debentures or bonds or bill discounting or otherwise, whether unsecured or secured so that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans, if any, obtained from Company’s bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, and securities premium, for the purposes or in the course of business of the Company, either in foreign currency and / or in rupee, provided, however that the total amount upto which the moneys which may be borrowed by the Company and outstanding at any time shall not exceed the sum of Rs.100 Crores (Rupees Hundred Crores only).

RESOLVED FURTHER THAT any one of the Directors of the Company, be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally 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.”

**By Order of the Board
For SANGINITA CHEMICALS LIMITED**

Sd/-

**Mr. Vijaysinh Dineshsinh Chavda
Whole Time Director
DIN: 00479413**

Date: March 20, 2026

Registered Office:

301, 3rd Floor,
Shalin Complex, Sector 11,
Gandhinagar – 382011 (Gujarat)

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) vide its 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. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated 25th September, 2023, Circular No. 09/2024 dated 19th September, 2024 and Circular No. 03/2025 dated 22nd September, 2025 (collectively referred to as “MCA Circulars”) has permitted Companies to conduct Extraordinary General Meeting (“EGM/Meeting”) through Video Conferencing (“VC”) and Other Audio Visual Means (“OAVM”) without the physical presence of Members at a Common Venue. The deemed venue of the EGM shall be the Registered Office of the Company. In terms of MCA Circulars and the provisions of the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) the EGM of the Members is being convened through VC/OAVM. Hence, Members can attend and participate in the EGM through VC/OAVM only.
2. **Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars and the SEBI Circular, the facility for appointment of Proxies by the Members will not be available for this EGM and hence the Proxy form, Attendance Slip and Route Map of the EGM Venue are not Annexed to this Notice.**
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA & SEBI Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (“the Act”).
6. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body/ies corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
7. In compliance with the MCA Circulars, Notice of EGM inter alia, indicating the process and manner of remote e-voting and e-voting during the EGM is sent only through electronic mode to those Shareholders whose email ids are registered with the Company/ Depositories/ Depository Participants/ RTA and appearing as on Friday, 13th March, 2026. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the EGM has been uploaded on the website of the Company at www.sanginitachemicals.co.in. The Notice can also be accessed from the websites of the Stock Exchange i.e., the National Stock Exchange of India Limited www.nseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.

8. The Company has appointed Mr. Manoj Hurkat, a Practicing Company Secretary, Ahmedabad, Partner of Manoj Hurkat & Associates as a Scrutinizer to scrutinize the E-voting process and also to conduct the e-voting process in a fair and transparent manner.
9. Members who have not registered their email IDs are requested to do so at the earliest for receiving all the communications including notices, letters etc., in electronic mode from the Company. Members holding shares in electronic mode can get their email IDs registered by contacting their respective Depository Participant.
10. The Statement pursuant to Section 102 of the Act read with applicable Rules thereto and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 relating to the Special Businesses to be transacted at this EGM is annexed hereto and form part of this notice.
11. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on **the cut-off date i.e., Saturday, 4th April, 2026**. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, only shall be entitled to vote. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only. Any person who become members of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e., Saturday, 4th April, 2026, may obtain the User ID and password for e-voting by sending email intimating DP ID and Client ID / Folio No. at helpdesk.evoting@cdslindia.com with a copy to Company. However, if you are already registered with CDSL for e-voting, you can use your existing User ID and password for casting your vote.
12. Members will be able to attend the EGM through VC/OAVM or view the live webcast of EGM provided by CDSL at <https://www.evotingindia.com> by using their remote e-voting login credentials and selecting the link available against the EVEN for Company's EGM in their respective Log in.
13. Members intending to require information about the agenda items at the meeting are requested to write to the Company at least 10 days in advance of the EGM. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the EGM.
14. All documents connected with the items of business mentioned in the Notice are available for inspection by the members of the Company at the Registered office of the Company on all working days during normal business hours of the Company.

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 8th April, 2026 (Wednesday) at 9.00 a.m. (IST) and ends on 10th April, 2026 (Friday) 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 4th April, 2026 may cast their vote electronically. The Remote E-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on 10th April, 2026.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the AGM.

- (iii) Pursuant to relevant SEBI Circular, 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 relevant SEBI Circular 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 the relevant 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 CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting 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>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID 8 -digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<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>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911
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.: 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.
- 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 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:

	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.

- (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 E-voting only**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual shareholders are required 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, 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 or contact at toll free no. 1800-21-09911.

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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800-21-09911.

- (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. 4th April, 2026 may obtain the login Id and password by sending a request at 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 under help section or write an email to 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, Partner of Manoj Hurkat & Associates, as a Scrutinizer to scrutinize the E-voting process and ensure conduction of e-voting process in a fair and transparent manner.
- (xxii) The scrutinizer shall, immediately after the conclusion of voting at EGM, 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., on 13th April, 2026.
- (xxiii) The result declared, along with the Scrutinizer’s Report shall be placed on the Company’s website: www.sanginitachemicals.co.in and on the e-voting portal of the CDSL after the result is declared by the Chairperson and shall also be communicated to the National Stock Exchange where the equity shares of the Company are listed.

INSTRUCTIONS FOR E-VOTING DURING EGM

- (i) The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
- (ii) Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the EGM.
- (iii) If any Votes are cast by the members through the e-voting available during the EGM 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 EGM.

INSTRUCTIONS FOR ATTENDING THE EGM THROUGH VC/OAVM:

- (i) Member will be provided with a facility to attend the EGM 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 OR Desktop 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 (by sending their questions in advance) during the meeting may register themselves as a speaker by sending 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.

EXPLANATORY STATEMENT

[PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013]

ITEM NO 1: TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMEND THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

In order to accommodate and undertake the issue of further shares of the Company pursuant to Preferential Issue and any future business expansion plan of the Company, it is proposed to increase the Authorised Share Capital of the Company from existing Rs. 27,00,00,000 (Rupees Twenty Seven Crore Only) divided into 2,70,00,000 Equity Shares of Rs. 10 (Rupees Ten only) each to Rs. 77,00,00,000 (Rupees Seventy Seven Crore Only) divided into 7,70,00,000 Equity Shares of Rs. 10 each (Rupees Ten only).

The Board, at its meeting held on March 20, 2026 has recommended to increase the Authorised Share Capital from existing Rs. 27,00,00,000 (Rupees Twenty Seven Crore) divided into 2,70,00,000 Equity Shares of Rs. 10 (Rupees Ten only) each to Rs. 77,00,00,000 (Rupees Seventy Seven Crore Only) divided into 7,70,00,000 Equity Shares of Rs. 10 each (Rupees Ten only).

The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company. There is no change required in the existing Articles of Association of the Company due to proposed increase in Authorized Capital.

The proposed increase of Authorised Share Capital requires the approval of shareholders in general meeting pursuant to the provisions of sections 13, 61 and 64 of the Companies Act, 2013. The new set of Memorandum of Association including therein the aforesaid change is available for inspection at the registered office of the Company on any working day during business hours.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item No. 1 of the accompanying notice except to the extent of their respective shareholding, if any, in the Company.

The above proposal is in the interest of the Company and the Board recommends the aforesaid resolution as set out at Item No. 1 for the approval of the shareholders by way of an ordinary resolution. This may also be considered as rationale for proposing this resolution.

ITEM NO 2: INCREASE IN THRESHOLD OF LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

Pursuant to Section 186 of the Companies Act, 2013, the Company can give any loan, guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more ("Statutory Limit") with approval of shareholders by special resolution passed at the general meeting.

In the past, the members of the Company had given authority to the Board of Directors upto limit of Rs. 50 Crores by way of special resolution passed on September 28, 2017.

However, considering the proposed investment to be made by the Company into AGEL and potential future requirements, it is considered appropriate to seek fresh approval for an enabling resolution from shareholders to increase the limit up to Rs. 100 Crores for making investments or giving loans or providing guarantees / securities in connection with a loan, as the case may be as per applicable provisions of Section 186 of the Companies Act, 2013. As regards rationale for proposing this resolution, it may be noted that this authorization will enable the Board of Directors of the Company to shape its future business strategies and will be in the best interest of all stakeholders of the Company.

The above proposal is in the best interest of the Company and the Board recommends the Resolution as set out at Item No. 2 for approval by the members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

ITEM 3: ISSUANCE OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH

Pursuant to the provisions of relevant sections of the Companies Act, 2013 ("Companies Act"), including, without limitation, Sections 23(1)(b), 42 and 62(1)(c) of the Act, and the Rules made thereunder, read with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), and other applicable laws for the time being in force, a preferential issue of Equity Shares of the Company, requires prior approval of the Members by way of a Special Resolution. The Board of Directors had, at its meeting held on March 20, 2026, subject to the approval of the members of the Company ('Members') and such other approvals as may be required, approved the issue of up to 1,52,87,356 (One Crore Fifty Two Lakhs Eighty Seven Thousand Three Hundred and Fifty Six only) Equity Shares to the proposed allottee, on a preferential basis, at a price as may be determined as per the provisions of chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

In this regard, a Share Swap and Share Purchase Agreement ("SSSPA") dated March 20, 2026 has been executed between the Company, its existing Promoter and Promoter Group, B N G Investment LLC, Mr. Anubhav Agarwal, Agastya Green Energy Limited.

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the relevant disclosures / details are given below:

A. Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors at its meeting held on March 20, 2026 has subject to the approval of Members and such other approval as may be required, approved the issuance of upto 1,52,87,356 (One Crore Fifty Two Lakh Eighty Seven Thousand Three Hundred Fifty Six only) equity shares of face value of Rs.10/- each (Rupees Ten Only) fully paid-up by way of share swap to B N G Investment LLC in lieu of consideration other than cash wherein the Company is purchasing 95,00,000 shares of Rs. 10 each at a price of Rs. 21/- each of Agastya Green Energy Limited (“AGEL”) and in consideration is issuing 1,52,87,356 equity shares of Rs. 10/- each of the Company to B N G Investment LLC at issue price of Rs. 13.05 each which is not below the floor price determined and in accordance with relevant SEBI ICDR Regulations and other applicable laws as on the Relevant Date on such terms and conditions as may be approved by the Board by way of preferential issue.

B. Objects of the Preferential Issue:

Agastya Green Energy Limited (CIN:U35100MH2025PLC443898) (Formerly BN Energy Limited) (“AGEL”) is a company incorporated and registered under the Companies Act, 2013. AGEL has one wholly-owned subsidiary namely **Agastya Energy Industries Private Limited** and two associate entities namely **BN UP Kusum Solar 1 Private Limited** and **IMC Solar BDN LLP**. The said transaction will result in AGEL becoming the wholly owned subsidiary of Sanginita Chemicals Limited and consequently Agastya Energy Industries Private Limited which is the wholly owned subsidiary of AGEL shall become step down subsidiary of Sanginita Chemicals Limited.

The proposed acquisition of **Agastya Green Energy Limited (“AGEL”)** by Sanginita Chemicals Limited (“SCL”) the Company is aligned with its strategic objective of diversifying and strengthening its presence in future growth-oriented sectors, including renewable energy and sustainable infrastructure.

AGEL, along with its wholly owned subsidiary **Agastya Energy Industries Private Limited (“AEIPL”)** and its associate entities, namely **BN UP Kusum Solar 1 Private Limited (“BN”)** and **IMC Solar BDN LLP (“IMP”)**, is engaged in the development of solar panel and cell manufacturing, EPC, and power generation units. The acquisition would provide the Company with an integrated platform across the renewable energy value chain, including manufacturing, project development, and power generation.

Through this acquisition, the Company intends to:

- Establish a strategic foothold in the renewable energy sector, which complements its existing business in the chemical industry and supports long-term sustainability goals;
- Leverage combined effect between its existing capabilities and AGEL group’s operations, particularly in areas such as project execution, supply chain optimization, and operational efficiencies;
- Diversify its revenue streams and reduce sectoral concentration risks by entering into a high-growth and policy-supported industry;
- Enhance long-term shareholder value by participating in the energy transition and tapping into emerging opportunities in clean energy infrastructure.

Further, the presence of AEIPL as a wholly owned subsidiary and BN and IMP as associate entities enables access to a pipeline of projects and operational capabilities, thereby facilitating scalable growth and strengthening the Company’s overall business portfolio at a consolidated level.

C. Rationale of the preferential issue:

Accordingly, the proposed acquisition of AGEL and issue of equity shares, by way of preferential allotment as per Item Nos. 3 & 4, is expected to be value accretive and strategically beneficial for the Company in the medium to long term and consequently benefit all the stakeholders.

D. The total number of shares or other securities to be issued under Item No. 3:

The resolution set out in the accompanying notice authorizes the Board to issue up to 1,52,87,356 (One Crore Fifty Two Lakh Eighty Seven Thousand Three Hundred Fifty Six) Equity Shares having face value of Rs.10/- each at a price of Rs. 13.05/- per share to proposed allottee on preferential basis.

E. Issue Price, Relevant Date and the Basis on which the price has been arrived:

The Company is listed on NSE and the equity shares of the Company are frequently traded in accordance with terms of the ICDR Regulations. The price determined shall be the minimum floor price at which the allotment is to be made.

The price of equity shares to be issued is fixed at Rs. 13.05/-per equity share of face value of Rs.10/- each in accordance with the price determined by the determined Finvox Analytics, Registered Valuer having IBBI Registration No. IBBI/RV-E/06/2020/120 having office at 108, 2nd Floor, Udyog Vihar, Phase I, Gurugram, Haryana 122016 with contract details as per valuation report and basis valuation report dated March 20, 2026 in terms of Regulation 164 and 166A of the SEBI ICDR Regulations (as applicable).

The relevant date as per the SEBI ICDR Regulations for the determination of the price per equity share pursuant to the preferential allotment is March 12, 2026 (“**Relevant Date**”) (i.e., 30 days prior to the date of proposed Extra Ordinary General Meeting).

As per Reg. 166A of SEBI (ICDR) Reg. 2018, the Company has obtained the above quoted valuation report from an independent Registered Valuer and considered the same for determining the price. Further, said valuation report from the independent registered valuer is also published on the website of the Company. The price per share of AGEL whose shares are being purchased by the Company is determined as per internationally accepted valuation on arm’s length basis by Finvox Analytics, Registered Valuer having IBBI Registration No. IBBI/RV-E/06/2020/120 having office at 108, 2nd Floor, Udyog Vihar, Phase I, Gurugram, Haryana 122016 with contract details as mentioned in the valuation report and the value derived is Rs. 13.05 per share and the fair share exchange ratio upon proposed acquisition of AGEL by the Company is 1,52,87,356 equity shares of the Company in lieu of 95,00,000 equity shares of AGEL as per the valuation Report dated March 20, 2026.

The members desirous to inspect the valuation report may send an email to sanginitachemicals@yahoo.com, for inspection of said Report certificate electronically during the EGM, at least 5 days before the date of EGM, in advance. The valuation report is also uploaded on the website of the Company and can be accessed on the same link as provided in the notice of EGM i.e., <https://www.sanginitachemicals.co.in/Investor-Relation/Other-Documents/Valuation-Report.pdf>

F. Intention of promoters / directors / key managerial personnel/ senior management to subscribe to the offer:

Proposed Allottee (At present in non-promoter category) will subscribe to the preferential issue of equity shares of the Company to acquire 1,52,87,356 equity shares in the Company and will be classified under the “Promoter” category of the Company in due course.

None of the existing promoters / directors / key managerial personnel / senior management of the Company will subscribe to in the present offer.

G. Principal terms of the assets charged as securities:

Not Applicable

H. Proposed time within which the allotment shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) or permission from any regulatory authority, within 15 days from the date of such approval(s) or permission, as the case may be.

The Equity Shares as may be offered, issued, and allotted in accordance with the terms of this resolution, shall be in dematerialised form. Provided that the equity shares proposed to be issued by the Company shall be initially credited to an escrow demat account to be opened and maintained for this purpose, if required, and shall remain therein until receipt of requisite approval or permission or final observation by the SEBI for the open offer and basis instruction from the merchant banker to the open offer

- I. **The name of the proposed allottee, the identity of the natural persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottee, the percentage of post preferential issue capital that may be held by them and change in control:**

The details of the Proposed Allottee under Item No. 3 are as per the following table:

S. No.	Name of Proposed Allottee	Natural person who is the UBO/ who control the proposed allottee	Pre-issue		Post-issue*	
			No. of shares	%	No. of shares	%
1.	B N G Investment LLC	Mr. Anubhav Agarwal	Nil	NA	3,90,20,247	64.66%
Total			Nil	NA	3,90,20,247	64.66%

* The post-issue shareholding percentage has been calculated based on the total diluted post-issue paid-up share capital i.e., 6,03,45,986 Equity Shares (Comprising of 2,59,01,550 existing Equity Share and Preferential issue of 3,44,44,436 Equity Shares), assuming full subscription of the securities under preferential allotment under Item No. 3 and Item No. 4 (including post transfer of equity shares held by existing Promoters and Promoter Group to the Proposed Allottee under the terms of SSSPA).

THE CURRENT AND PROPOSED STATUS OF THE ALLOTTEE(S) POST THE PREFERENTIAL ISSUES UNDER ITEM NO 3, NAMELY, PROMOTER OR NON-PROMOTER

Sr. No.	Name of the Proposed Allottee	Pre-Preferential Issue	Post-Preferential Issue
		Category (Promoter/ Non - Promoter)	Category (Promoter/ Non - Promoter)
1	B N G Investment LLC	Non-Promoter*	Promoter

*There is no pre preferential holding of the proposed allottee

- J. **PRE & POST SHAREHOLDING BEFORE THE PROPOSED ISSUE AND AFTER THE PROPOSED ISSUE OF EQUITY SHARES AS FOLLOWS**

Particulars	Pre Issue Shareholding		No of Equity Shares to be allotted*	Post Issue Shareholding*	
	No. of Shares	%		No. of Shares	%
(A) Promoter & Promoter Group					
A1) Indian ***					
(a) Individuals	45,75,811	17.67%	-	-	-
(c) Bodies Corporates	20,03,183	7.73%	-	-	-
A2) Foreign	-	-			
(a) BNG Investment LLC (Acquirer 1)			3,44,44,436	3,90,20,247**	64.66%
(b) Mr. Anubhav Agarwal (Acquirer 2)			-	20,03,183**	3.32%
Total shareholding of Promoter & Promoter Group (A) = (A)(1) + (A)(2)	65,78,994	25.40%	3,44,44,436	4,10,23,430	67.98%
(B) Public****					
B1) Institutions					

B2) Central Government/ State Government(s)/ President of India					
B3) Non-Institutions					
Individual (Indian)	1,67,37,524	64.62%	-	1,67,37,524	27.74%
Body Corporate	10,88,795	4.20%	-	10,88,795	1.80%
FPI	30,922	0.12%	-	30,922	0.05%
QIBs	-	-	-	-	-
Clearing Members	6,91,090	2.67%	-	6,91,090	1.15%
HUF	4,59,239	1.77%	-	4,59,239	0.76%
NRI	2,03,915	0.79%	-	2,03,915	0.34%
Any Other (Including LLP)	1,11,071	0.43%	-	1,11,071	0.18%
Total Public Shareholding B=B1+B2+B3	1,93,22,556	74.60%	-	1,93,22,556 ****	32.02% ****
C) Non Promoter - Non Public	-	-	-	-	-
TOTAL (A+B+C)	2,59,01,550	100%	3,44,44,436	6,03,45,986	100%

Note: Pre issue shareholding pattern has been prepared based on shareholding of the Company as on 13th March, 2026.

* The post-issue shareholding percentage has been calculated based on the total diluted post-issue paid-up share capital i.e., 6,03,45,986 Equity Shares (Comprising of 2,59,01,550 existing Equity Share and Preferential issue of 3,44,44,436 Equity Shares), assuming full subscription of the securities under preferential allotment under Item No. 3 and Item No. 4 (including post transfer of equity shares held by existing promoters to the Proposed Allottee and Mr. Anubhav Agarwal who is also one of the Acquirers in the Share Swap and Share Purchase Agreement entered amongst and with, inter-alia, the Company and the existing promoter and promoter group.

**Acquirer 1 & Acquirer 2 together will acquire 65,78,994 shares of existing promoters pursuant to Share Swap and Share Purchase Agreement (“SSSPA”) dated 20th March, 2026 entered into between the Company, its existing Promoter and Promoter Group, B N G Investment LLC, Mr. Anubhav Agarwal, Agastya Green Energy Limited.

*** Upon completion of the open offer as per SEBI (Substantial Acquisition of shares and Takeover) Regulations, 2011, the existing promoter and promoter group will be reclassified as public shareholders.

****Mr. Anubhav Agarwal and B N G Investment LLC (the ‘Acquirers’) has given an open offer to acquire up to 1,56,89,957 shares representing 26% of the Emerging Fully Diluted Voting Equity Share Capital, from the public shareholders of the Target Company. In accordance with Regulation 38 of SEBI LODR Regulations read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended (“SCRR”), a listed company is required to maintain at least 25% public shareholding, on a continuous basis for listing. If, pursuant to this open offer, the public shareholding in the Company reduces below the minimum level required as per the listing agreement entered into by the Company with NSE and read with Rule 19A of the SCRR, the Acquirers hereby undertake that their shareholding in the Company will be reduced, within the time period specified in the SCRR, such that the Company complies with the required minimum level of public shareholding.

K. Consequential Changes in the Voting Rights

Voting rights will change in tandem with the shareholding pattern disclosed in this explanatory statement.

L. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There will be change in the control of the Company, since post preferential allotment of Equity Shares (including post transfer of equity shares held by existing promoters to the Proposed Allottee), B N G Investment LLC shall acquire and exercise 64.66% of expanded, issued, subscribed and voting capital of

the Company and will be in the capacity of “Promoter”. Similarly, Mr. Anubhav Agrawal shall acquire and exercise 3.32% of expanded, issued, subscribed and voting capital of the Company and will be in the capacity of “Promoter”.

Further, in terms of SEBI (Substantial Acquisition of shares and Takeover) Regulations, 2011, Mr. Anubhav Agarwal and B N G Investment LLC (the ‘Acquirers’) has made Public Announcement, dated March 20, 2026 for acquisition of 1,56,89,957 equity shares representing 26% of the Emerging Fully Diluted Voting Equity Share Capital, from the public shareholders of the Target Company in terms of Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations.

M. Requirement as to re-computation of price

As per Regulation 164(2), since the Equity shares of the company have been listed on NSE for a period of more than 90 Trading Days prior to the relevant date, the company is not required to recompute the price per equity share.

N. Basis of justification for price (including premium) at which the offer is made

The value of preferential issue of equity share of the Company has been derived as per Valuation Report prepared and submitted by Finvox Analytics, Registered Valuer having IBBI Registration No. IBBI/RV-E/06/2020/120 having office at 108, 2nd Floor, Udyog Vihar, Phase I, Gurugram, Haryana 122016 with contract details as mentioned in their valuation report made in accordance with the requirements of the SEBI (ICDR) Regulations.

The Value of AGEL for the purpose of determination of fair share exchange ratio has been derived by Finvox Analytics, Registered Valuer having IBBI Registration No. IBBI/RV-E/06/2020/120 having office at 108, 2nd Floor, Udyog Vihar, Phase I, Gurugram, Haryana 122016 as per valuation report dated March 20, 2026.

The same will be placed before the members at the Extra Ordinary General Meeting and will be kept open at the registered office of the Company on all working days during normal business hours of the company upto the date of this EGM. The members desirous to inspect the certificate may send an email to sanginitachemicals@yahoo.com, for inspection of said valuation report electronically during the EGM, at least 5 days before the date of EGM, in advance. The valuation report is also uploaded on the website of the Company and can be accessed on the same link as provided in the notice of EGM i.e., <https://www.sanginitachemicals.co.in/Investor-Relation/Other-Documents/Valuation-Report.pdf>

O. Lock in period:

The pre-preferential allotment shareholding of the proposed allottee (if any) and the equity shares proposed to be allotted on a preferential basis shall be locked-in for such period as specified under Regulations 167 and 168 and other applicable Regulations of the SEBI (ICDR) Regulations, 2018.

P. Terms of Issue of the Equity Shares under Item No. 3:

• **Terms of Issue of Equity Shares –**

- a) The allotment of 1,52,87,356 equity shares (as per Item No 3) by the Company to B N G Investment LLC, is in consideration for the purchase by the Company of 95,00,000 equity shares of Agastya Energy Limited held by the Proposed Allottee.
- b) The equity shares to be allotted to the proposed allottee shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations;
- c) The equity shares so allotted to the proposed allottee under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder;

- d) The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution provided that the allotment of the equity shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission;
- e) Allotment shall only be made in dematerialized form. Provided that the equity shares proposed to be issued by the Company shall be initially credited to an escrow demat account to be opened and maintained for this purpose, if required, and shall remain therein until receipt of requisite approval or permission or final observation by SEBI for the open offer and basis instruction from the merchant banker to the open offer; and
- f) The new equity shares issued shall rank pari-passu in all respects with the existing equity shares of the Company.

Q. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the independent valuer:

The Preferential Issue of 1,52,87,356 Equity Shares of the Company to be made to B N G Investment LLC will be made for consideration other than cash at the Issue Price of Rs. 13.05 /- per Equity Share in lieu of purchase of 95,00,000 shares of AGEL.

The price per share of AGEL whose shares are being purchased by the Company is determined as per internationally accepted valuation on arm's length basis by Finvox Analytics, Registered Valuer having IBBI Registration No. IBBI/RV-E/06/2020/120 having office at 108, 2nd Floor, Udyog Vihar, Phase I, Gurugram, Haryana 122016 with contact details as mentioned in the Valuation report and the Value derived is Rs. 21/- per equity share as per the valuation Report dated March 20, 2026.

R. Certificate From Practicing Company Secretary

As required in Regulation 163(2) of the SEBI ((ICDR)) Regulations, a certificate from Sumit Ram & Associates (Membership No. 68128, CP No 25337), Practicing Company Secretary, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022 and shall be available for inspection at the registered office of the Company on all working days during normal business hours of the Company up to the date of EGM and shall also be available during the EGM. The members desirous to inspect the certificate may send an email to sanginitachemicals@yahoo.com, for inspection of said certificate electronically during the EGM, at least 5 days before the date of EGM, in advance. The certificate is also uploaded on the website of the Company and can be accessed at <https://www.sanginitachemicals.co.in/Investor-Relation/Other-Documents/C-P-A.pdf>.

S. Recommendation of Independent Directors

As per Regulation 166A of SEBI ICDR Regulations, the Committee of Independent Directors has reviewed the Valuation Report, other documents and other relevant information. All the independent directors were present and have voted in favor of preferential issue of equity shares by the Company which may result in a change in control of the Company with its reasoned recommendation.

T. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of Number of securities as well as price

The Company has not made any preferential issue of shares during the current financial year or in the previous year.

U. SEBI Takeover Code

In the present case, Proposed Allottee would attract Takeover Regulations and therefore the Proposed Allottee are under obligation to give open offer to the public as per SAST regulations.

V. Other Disclosures

- a. The Company is eligible to make the preferential issue under Chapter V of the ICDR Regulations.

- b. The Proposed Allottee have confirmed that they have not sold any Equity Shares of the Company during the period of 90 trading days preceding the Relevant Date.
- c. The Company is in compliance with the conditions for continuous listing.
- d. As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- e. The Company will make an application to the Stock Exchange at which the existing shares are listed, for listing of the Equity Shares. Such equity shares shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.
- f. The Company shall re-compute the price of the relevant shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- g. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.
- h. Pursuant to the proposed preferential allotment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.
- i. Neither the Company nor its Promoters or Directors of the Company has been identified as a willful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations.
- j. None of the Promoter or Directors of the Company has been declared as a fugitive economic offender.
- k. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- l. The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Allottee, before an application seeking in-principle approval is made by the Company to the stock exchange where its equity shares are listed;
- m. The approval of the Members by way of Special Resolution is required in terms of the applicable provisions of section 23, 42 and 62(1)(c) of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.
- n. The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out in Item No. 3 in the accompanying notice for your approval.
- o. None of the Directors/KMP and their relatives (if any) are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

ITEM NO 4: TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS FOR CONSIDERATION IN CASH

Pursuant to the provisions of relevant sections of the Companies Act, 2013 (“Companies Act”), including, without limitation, Sections 23(1)(b), 42 and 62(1)(c) of the Act, and the Rules made thereunder, read with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), and other applicable laws for the time being in force, a preferential issue of Equity Shares of the Company, requires prior approval of the Members by way of a Special Resolution. The Board of Directors had, at its meeting held on March 20, 2026, subject to the approval of the members of the Company (‘Members’) and such other approvals as may be required, approved the issue of up to 1,91,57,080 (One Crore Ninety One Lakh Fifty Seven Thousand Eighty only) Equity Shares of Rs. 10/- each at a price of Rs. 13.05 each to the proposed allottees, on a preferential basis, at a price as may be determined as per the provisions of chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”).

In this regard, a Share Swap and Share Purchase Agreement (“SSSPA”) dated 20th March, 2026 has been executed between the Company, its existing Promoter and Promoter Group, B N G Investment LLC, Mr. Anubhav Agarwal and Agastya Green Energy Limited.

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the relevant disclosures / details are given below:

A. Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors at its meeting held on March 20, 2026 has subject to the approval of Members and such other approval as may be required, also approved the issuance of upto 1,91,57,080 (One Crore Ninety One Lakh Fifty Seven Thousand Eighty only) equity shares of face value of Rs.10/- each (Rupees Ten Only) fully paid-up to B N G Investment LLC at an issue price of Rs.13.05/- (Rupees Thirteen and Paise Five Only) per equity share total aggregating to Rs. 24,99,99,894 /- (Rupees Twenty Four Crore Ninety Nine Lakh Ninety Nine Thousand Eight Hundred Ninety Four only) on a preferential basis for the consideration in cash under the promoter category (“Proposed Allottee”), in accordance with the SEBI (ICDR) Regulations and other applicable laws as on the Relevant Date on such terms and conditions as may be approved by the Board by way of preferential issue.

B. Objects of the Preferential Issue

The Company has also identified need for meeting the funding requirements to strengthen its capital base, sustainability including for the growth objectives of the Company as well as its proposed subsidiaries, it is proposed to raise funds up to Rs. 24,99,99,894 /- (Rupees Twenty Four Crore Ninety Nine Lakh Ninety Nine Thousand Eight Hundred Ninety Four only), by way of issuance of equity shares by way of preferential allotment route as per the provision of Companies Act and SEBI (ICDR) Regulations for following purpose:

Particulars	Amount (in INR)
A) For funding our proposed subsidiary, AGEL, by way of investment in/ subscription to securities including equity shares, preference shares, debentures, bonds or any other instruments, whether convertible or non-convertible, and/ or to advance loans or provide financial assistance, or make investments by way of capital contribution or any other permissible mode, as may be considered expedient	18,75,00,000
B) For general corporate purposes	6,24,99,894

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

As the proposed total issue size, including the issue of equity shares for share swap, consideration in cash as per Item Number 3 of this Notice, does not exceed Rs. 100 crores, requirement of appointment of monitoring agency pursuant to Regulation 162A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations is not applicable.

Further in terms of NSE Master Circular No. NSE/CML/2025/25 dated April 30, 2025, if the issue size of preferential issues exceeds Rs. 100 Crore (Rupees Hundred Crores) then each object for which the funds are proposed to be raised, amount of funds to be utilized against each object, tentative timeline for utilization of issue proceeds for each object to be stated. Since the issue does not exceed Rs. 100 Crore (Rupees Hundred Crore), the provisions of said circular are not applicable.

C. Rationale of the preferential issue

Accordingly, the proposed acquisition of AGEL and issue of equity shares, by way of preferential allotment as per Item Nos. 3 & 4, is expected to be value accretive and strategically beneficial for the Company in the medium to long term and consequently benefit all the stakeholders.

D. The total number of shares or other securities to be issued under Item No. 4

The resolution set out in the accompanying notice inter alia authorizes the Board to issue up to 1,91,57,080 (One Crore Ninety One Lakh Fifty Seven Thousand Eighty only) Equity Shares having face value of Rs.10/- each at a price of Rs. 13.05/- per share to proposed allottee on preferential basis.

E. Issue Price, Relevant Date and the Basis on which the price has been arrived

The Company is listed on NSE and the equity shares of the Company are frequently traded in accordance with terms of the ICDR Regulations. The price determined shall be the minimum floor price at which the allotment is to be made.

The price of equity shares to be issued is fixed at Rs.13.05/- per equity share of face value of Rs.10/- each in accordance with the price determined by the determined Finvox Analytics, Registered Valuer having IBBI Registration No. IBBI/RV-E/06/2020/120 having office at 108, 2nd Floor, Udyog Vihar, Phase I, Gurugram, Haryana 122016 basis valuation report dated March 20, 2026 in terms of Regulation 164 and 166A of the SEBI ICDR Regulations (as applicable).

The relevant date as per the SEBI ICDR Regulations for the determination of the price per equity share pursuant to the preferential allotment is March 12, 2026 (“**Relevant Date**”) (i.e., 30 days prior to the date of proposed Extra Ordinary General Meeting).

As per Reg. 166A of SEBI (ICDR) Reg. 2018, the Company has obtained the above quoted valuation report from an independent Registered Valuer and considered the same for determining the price. Further, said valuation report from the independent registered valuer is also published on the website of the Company. The members desirous to inspect the valuation report may send an email to sanginitachemicals@yahoo.com, for inspection of said Report certificate electronically during the EGM, at least 5 days before the date of EGM, in advance. The valuation report is also uploaded on the website of the Company and can be accessed on the same link as provided in the notice of EGM i.e., <https://www.sanginitachemicals.co.in/Investor-Relation/Other-Documents/Valuation-Report.pdf>.

F. Intention of promoters / directors / key managerial personnel / senior management to subscribe to the offer

Proposed Allottee will subscribe to the preferential issue of equity shares of the Company to acquire 1,91,57,080 equity shares in the Company and will be classified under the “Promoter” category of the Company in due course.

None of the existing promoters / directors / key managerial personnel / senior management of the Company will subscribe to in this offer.

G. Principal terms of the assets charged as securities

Not Applicable

H. Proposed time within which the allotment shall be completed

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) or permission from any regulatory authority, within 15 days from the date of such approval(s) or permission, as the case may be.

The Equity Shares as may be offered, issued, and allotted in accordance with the terms of this resolution, shall be in dematerialised form. Provided that the equity shares proposed to be issued by the Company shall be initially credited to an escrow demat account to be opened and maintained for this purpose, if required, and shall remain therein until receipt of requisite approval or permission or final observation by SEBI for the open offer and basis instruction from the merchant banker to the open offer

I. The name of the proposed allottee, the identity of the natural persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottee, the percentage of post preferential issue capital that may be held by them and change in control

The details of the Proposed Allottee under Item No. 4 are as per the following table:

S. No.	Name of Proposed Allottee	Natural person who is the UBO/ who control the proposed allottee	Pre-issue		Post-issue*	
			No. of shares	%	No. of shares	%
2.	B N G Investment LLC	Mr. Anubhav Aggarwal	Nil	NA	3,90,20,247	64.66%
Total			-	-	3,90,20,247	64.66%

* The post-issue shareholding percentage has been calculated based on the total diluted post-issue paid-up share capital i.e., 6,03,45,986 Equity Shares (Comprising of 2,59,01,550 existing Equity Share and Preferential issue of 3,44,44,436 Equity Shares), assuming full subscription of the securities under preferential allotment under Item No. 3 and Item No. 4 (including post transfer of equity shares held by existing Promoters and Promoter Group to the Proposed Allottee in terms of SSPA).

THE CURRENT AND PROPOSED STATUS OF THE ALLOTTEE(S) POST THE PREFERENTIAL ISSUES UNDER ITEM NO. 4, NAMELY, PROMOTER OR NON-PROMOTER

Sr. No.	Name of the Proposed Allottee	Pre-Preferential Issue	Post-Preferential Issue
		Category (Promoter/ Non - Promoter)	Category (Promoter/ Non - Promoter)
1	B N G Investment LLC	Non-Promoter*	Promoter

*There is no pre preferential holding of the proposed allottee

J. PRE & POST SHAREHOLDING BEFORE THE PROPOSED ISSUE AND AFTER THE PROPOSED ISSUE OF EQUITY SHARES AS FOLLOWS

Particulars	Pre Issue Shareholding		No of Equity Shares to be allotted*	Post Issue Shareholding*	
	No. of Shares	%		No. of Shares	%
(A) Promoter & Promoter Group					
A1) Indian ***					
(a) Individuals	45,75,811	17.67%	-	-	-
(c) Bodies Corporates	20,03,183	7.73%	-	-	-
A2) Foreign	-	-			
(a) BNG Investment LLC (Acquirer 1)			3,44,44,436	3,90,20,247**	64.66%

(b) Mr. Anubhav Agarwal (Acquirer 2)			-	20,03,183 **	3.32%
Total shareholding of Promoter & Promoter Group (A) = (A)(1) + (A)(2)	65,78,994	25.40%	3,44,44,436	4,10,23,430	67.98%
(B) Public****					
B1) Institutions					
B2) Central Government/ State Government(s)/ President of India					
B3) Non-Institutions					
Individual (Indian)	1,67,37,524	64.62%	-	1,67,37,524	27.74%
Body Corporate	10,88,795	4.20%	-	10,88,795	1.80%
FPI	30,922	0.12%	-	30,922	0.05%
QIBs	-	-	-	-	-
Clearing Members	6,91,090	2.67%	-	6,91,090	1.15%
HUF	4,59,239	1.77%	-	4,59,239	0.76%
NRI	2,03,915	0.79%	-	2,03,915	0.34%
Any Other (Including LLP)	1,11,071	0.43%	-	1,11,071	0.18%
Total Public Shareholding B=B1+B2+B3	1,93,22,556	74.60%	-	1,93,22,556 ****	32.02% ****
C) Non Promoter - Non Public	-	-	-	-	-
TOTAL (A+B+C)	2,59,01,550	100%	3,44,44,436	6,03,45,986	100%

Note: Pre issue shareholding pattern has been prepared based on shareholding of the Company as on 13th March, 2026.

* The post-issue shareholding percentage has been calculated based on the total diluted post-issue paid-up share capital i.e., 6,03,45,986 Equity Shares (Comprising of 2,59,01,550 existing Equity Share and Preferential issue of 3,44,44,436 Equity Shares), assuming full subscription of the securities under preferential allotment under Item No. 3 and Item No. 4 (including post transfer of equity shares held by existing promoters to the Proposed Allottee and Mr. Anubhav Agarwal who is one of the Acquirers in the Share Swap and Share Purchase Agreement entered amongst and with, inter-alia, the Company and the existing promoter and promoter group.

**Acquirer 1 & Acquirer 2 will acquire 65,78,994 shares of existing promoters pursuant to Share Swap and Share Purchase Agreement dated 20th March, 2026 entered into between the Company, its existing Promoter and Promoter Group, B N G Investment LLC, Mr. Anubhav Agarwal, Agastya Green Energy Limited ("SSSPA").

*** Upon completion of the open offer as per SEBI (Substantial Acquisition of shares and Takeover) Regulations, 2011, the existing promoter and promoter group will be reclassified as public shareholders.

****Mr. Anubhav Agarwal and B N G Investment LLC (the 'Acquirers') has given an open offer to acquire up to 1,56,89,957 shares representing 26% of the Emerging Fully Diluted Voting Equity Share Capital, from the public shareholders of the Target Company. In accordance with Regulation 38 of SEBI LODR Regulations read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended ("SCRR"), a listed company is required to maintain at least 25% public shareholding, on a continuous basis for listing. If, pursuant to this open offer, the public shareholding in the Company reduces below the minimum level required as per the listing agreement entered into by the Company with NSE and read with Rule 19A of the SCRR, the Acquirers hereby undertake that their shareholding in the Company will be reduced, within the time period specified in the SCRR, such that the Company complies with the required minimum level of public shareholding.

K. Consequential Changes in the Voting Rights

Voting rights will change in tandem with the shareholding pattern

L. Change in control, if any, in the Company that would occur consequent to the preferential offer

There will be change in the control of the Company, since post preferential allotment of Equity Shares (including post transfer of equity shares held by existing promoters to the Proposed Allottee), B N G Investment LLC shall acquire and exercise 64.66% of expanded, issued, subscribed and voting capital of the Company and will be in the capacity of "Promoter". Similarly, Mr. Anubhav Agrawal shall acquire and exercise 3.32% of expanded, issued, subscribed and voting capital of the Company and will be in the capacity of "Promoter".

Further, in terms of SEBI (Substantial Acquisition of shares and Takeover) Regulations, 2011, Mr. Anubhav Agarwal and B N G Investment LLC (the 'Acquirers') has made Public Announcement, dated March 20, 2026 for acquisition of 1,56,89,957 equity shares representing 26% of the Emerging Fully Diluted Voting Equity Share Capital, from the public shareholders of the Target Company in terms of Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations.

M. Requirement as to re-computation of price

As per Regulation 164(2), since the Equity shares of the company have been listed on NSE for a period of more than 90 Trading Days prior to the relevant date, the company is not required to recompute the price per equity share.

N. Basis of justification for price (including premium) at which the offer is made

The value of preferential issue of equity share of the Company has been derived as per Valuation Report prepared and submitted by Finvox Analytics, Registered Valuer having IBBI Registration No. IBBI/RV-E/06/2020/120 having office at 108, 2nd Floor, Udyog Vihar, Phase I, Gurugram, Haryana 122016 with contact details as mentioned in their valuation report in accordance with the requirements of the SEBI (ICDR) Regulations. The same will be placed before the members at the Extra Ordinary General Meeting and will be kept open at the registered office of the Company during normal business hours of the Company on all working days upto the date of this EGM. The members desirous to inspect the certificate may send an email to sanginitachemicals@yahoo.com, for inspection of said valuation report electronically during the EGM, at least 5 days before the date of EGM, in advance. The valuation report is also uploaded on the website of the Company and can be accessed on the same link as provided in the notice of EGM i.e., <https://www.sanginitachemicals.co.in/Investor-Relation/Other-Documents/Valuation-Report.pdf>.

O. Lock in period

The pre-preferential allotment shareholding of the proposed allottee (if any) and the equity shares proposed to be allotted on a preferential basis shall be locked-in for such period as specified under Regulations 167 and 168 and other applicable Regulations, if any of the SEBI (ICDR) Regulations, 2018.

P. Terms of Issue of the Equity Shares under Item No. 4, if any**• Issue of Equity Shares –**

- a) The allotment of 1,91,57,080 equity shares (as per Item No 3) by the Company to B N G Investment LLC) is in consideration for cash;
- b) The equity shares to be allotted to the proposed allottee shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations;
- c) The equity shares so allotted to the proposed allottee under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder;

- d) The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution provided that the allotment of the equity shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission;
- e) Allotment shall only be made in dematerialized form. Provided that the equity shares proposed to be issued by the Company shall be initially credited to an escrow demat account to be opened and maintained for this purpose, if required, and shall remain therein until receipt of requisite approval or permission or final observation by SEBI for the open offer and basis instruction from the merchant banker to the open offer; and
- f) The new equity shares issued shall rank pari-passu in all respects with the existing equity shares of the Company.

Q. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the independent valuer:

Not applicable

R. Certificate From Practicing Company Secretary

As required in Regulation 163(2) of the SEBI ((ICDR)) Regulations, a certificate from Sumit Ram & Associates (Membership No. 68128, CP No 25337), Practicing Company Secretary, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022 and shall be available for inspection at the registered office of the Company on all working days during normal business hours of the Company up to the date of EGM and shall also be available during the EGM. The members desirous to inspect the certificate may send an email to sanginitachemicals@yahoo.com, for inspection of said certificate electronically during the EGM, at least 5 days before the date of EGM, in advance. The certificate is also uploaded on the website of the Company and can be accessed at <https://www.sanginitachemicals.co.in/Investor-Relation/Other-Documents/C-P-A.pdf>.

S. Recommendation of Independent Directors

As per Regulation 166A of SEBI ICDR Regulations, the Committee of Independent Directors has reviewed the Valuation Report, other documents and other relevant information. All the independent directors were present and have voted in favor of preferential issue of equity shares by the Company which may result in a change in control of the Company with its reasoned recommendation.

T. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of Number of securities as well as price

The Company has not made any preferential issue of shares during the current financial year or in the previous year.

U. SEBI Takeover Code

In the present case, Proposed Allottee would attract Takeover Regulations and therefore the Proposed Allottee are under obligation to give open offer to the public as per SAST regulations.

V. Other Disclosures

- a. The Company is eligible to make the preferential issue under Chapter V of the ICDR Regulations.
- b. The Proposed Allottee have confirmed that they have not sold any Equity Shares of the Company during the period of 90 trading days preceding the Relevant Date.
- c. The Company is in compliance with the conditions for continuous listing.

- d. As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- e. The Company will make an application to the Stock Exchange at which the existing shares are listed, for listing of the Equity Shares. Such equity shares, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.
- f. The Company shall re-compute the price of the relevant shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- g. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.
- h. Pursuant to the proposed preferential allotment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.
- i. Neither the Company nor its Promoters or Directors of the Company has been identified as a willful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations.
- j. None of the Promoter or Directors of the Company has been declared as a fugitive economic offender.
- k. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- l. The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Allottee, before an application seeking in-principle approval is made by the Company to the stock exchange where its equity shares are listed;
- m. The approval of the Members by way of Special Resolution is required in terms of the applicable provisions of section 23, 42 and 62(1)(c) of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.
- n. The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out in Item No. 3 in the accompanying notice for your approval.
- o. None of the Directors/KMP and their relatives (if any) are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.
- p. The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

It is clarified that preferential allotment proposed under Item No. 3 & Item No. 4 are part of one composite preferential allotment to the Proposed Allottee. However, the same is proposed for the approval of the members by two separate special resolutions for proper disclosure and for better governance of this matter. Consequently, disclosures are also made separately for better transparency and decision making.

ITEM NO 5: INCREASE IN BORROWING POWERS OF THE BOARD UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

The Board of Directors at its meeting held on March 20, 2026 approved a proposal to seek consent of the Members under Section 180(1)(c) of the Companies Act, 2013 (“the Act”) to authorize the Board to borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Section 180(1)(c) of the Act mandates that the Board of Directors shall not borrow monies (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) where the amount to be borrowed together with the existing borrowings exceeds the aggregate of the paid-up capital, free reserves and securities premium of the Company without the approval of the shareholders by a special resolution.

In the past, the members of the Company have given authority to the Board of Directors upto limit of Rs. 50 Crores by way of special resolution passed on September 28, 2017 for borrowing purpose.

However, in order to support ongoing and future business operations, working capital needs, capital expenditure, strategic expansions and general corporate purposes, the Board considers it necessary to increase the existing borrowing limits and seeks the approval of shareholders to authorize borrowing up to Rs. 100 Crores (Rupees Hundred Crores only) at any point of time, excluding temporary loans obtained from bankers in the ordinary course of business.

The borrowings may be raised from time to time from banks, financial institutions, bodies corporate, NBFCs, or other entities, whether by way of credit facilities (fund based or non-fund based), cash credit, loans, debentures or bonds, advances, bill discounting, deposits or any other borrowing mode, whether secured or unsecured, and whether in Indian Rupees or foreign currency, as may be considered appropriate by the Board.

This special resolution is therefore proposed for approval of Members pursuant to Section 180(1)(c) and other applicable provisions of the Companies Act, 2013. As regards rationale for proposing this resolution, it may be noted that this authorization will enable the Board of Directors of the Company to shape its future business strategies and will be in the best interest of all stakeholders of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise in the proposed Resolution, except to the extent of their office as Directors.

The Board recommends the Special Resolution for approval of the Members.

**By Order of the Board
For SANGINITA CHEMICALS LIMITED**

Sd/-
Mr. Vijaysinh Dineshsinh Chavda
Whole Time Director
DIN: 00479413

Date: March 20, 2026
Registered Office
301, 3rd Floor,
Shalin Complex, Sector 11,
Gandhinagar – 382011 (Gujarat)