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

Notice of 2nd Extra-Ordinary General Meeting of FY 2026-27

Notice is hereby given that 2nd Extra-ordinary General Meeting of **Sanginita Chemicals Limited** ('the Company') will be held on Friday, 7th August 2026 at 3:00 p.m. (IST), through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business:

SPECIAL BUSINESS:

1. **INCREASING THE BORROWING POWERS 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** pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 ("**Act**") read with applicable rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time in force), applicable regulations framed by Securities Exchange Board of India, applicable provisions of Foreign Exchange Management Act, 1999 read with rules or regulations framed thereunder, enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board or Committee to exercise the powers conferred on the Board by this Resolution) to borrow any sum of money, from time to time, whether in Indian or foreign currency, in any manner including but not limited to, fund based or non-fund based assistance, term loan, guarantees, working capital facilities, overdraft facilities, lines of credit, inter corporate deposits, credit facilities, external commercial borrowings or any other form of financial assistance, from any person including but not limited to any company, individual, body corporate, banks, related parties, financial institutions or any other person, whether Indian or foreign, in any form including but not limited to by way of draw-down or issue of securities, whether in India or outside India, upon such terms & conditions as regards to interest, repayment, tenor, security or otherwise, as the Board may determine and think fit, such that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company but shall not exceed at any time a sum equivalent to INR 3,000 Crores (Indian Rupees three Thousand Crores Only).

RESOLVED FURTHER THAT consent of the Members be and is hereby accorded to delegate the power to the Board and/or Committee constituted by the Board to use / modify / amend / reduce/enhance

the existing or new borrowing facilities inter-changeably among various lenders, without any restriction on borrowing from a specific lender, subject to the overall borrowing limit.

RESOLVED FURTHER THAT any of the Director, CFO and Company Secretary be and is hereby jointly and/or severally authorized and empowered to do all such acts, deeds, matters and things, arrange, give such directions as may be deemed necessary or expedient, or settle the terms and conditions of such instrument, securities, loan, debt instrument, agreement as the case may be, on which all moneys as are borrowed, or to be borrowed, from time to time, as to interest, repayment, security, or otherwise howsoever as it may think fit, and to execute all such documents, instruments and writings as may be required to give effect to this resolution and for matters connected herewith or incidental hereto, including intimating the concerned authorities or regulatory bodies and delegating all or any of the powers conferred herein to any committee of directors of officers of the Company."

2. CREATION OF CHARGES, MORTGAGES, HYPOTHECATION ON THE IMMOVABLE AND MOVABLE PROPERTIES OF THE COMPANY UNDER SECTION 180(1)(a) 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 pursuant to the provisions of Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 ("**Act**") read with applicable rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time in force), applicable regulations framed by Securities Exchange Board of India, applicable provisions of Foreign Exchange Management Act, 1999 read with rules or regulations framed thereunder, enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board or Committee to exercise the powers conferred on the Board by this Resolution) to mortgage, hypothecate, create charge, in addition to mortgage, hypothecate, create charge already created by the Company, in such manner as may be determined, on all or any of the moveable or immoveable properties or assets of the Company, both present and future and or whole or any part of undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of defaults to secure the borrowings of the Company, in foreign currency and / or rupee currency and securities (comprising fully / partly convertible Debentures and / or Non-Convertible Debentures, on all or any of the above, with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds (including Masala Bonds) or other debt instruments) issued / to be issued by the Company from time to time, in favor of the Lender(s), Agent(s) and Trustee(s), together with interest at the respective agreed rates, additional interest, compounded interest, in case of default accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agents / Trustee, premium (if any) on redemption, all other costs, charges and expenses as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s) / Trust Deeds(s) / other Agreement(s) / any other documents, entered into / to be entered into between the Company and the Lender(s) / Agent(s) and Trustee(s), in respect of the said loans / borrowings / debentures / bonds or other securities and containing such specific terms, conditions and covenants in respect of enforcement of security as may be stipulated in that behalf from time to time but shall not exceed at any time a sum equivalent to INR INR 3,000 Crores (Indian Rupees Three Thousand Crores Only).

RESOLVED FURTHER THAT consent of the Members be and is hereby accorded to delegate the power to the Board and/or any Committee constituted by the Board to use, modify, amend, reduce, or enhance existing or new borrowing facilities and charges interchangeably among various lenders, without any restriction on individual lender limits, and any of the Director, CFO and Company Secretary be and is hereby jointly and/or severally authorized and empowered to negotiate, finalize, and execute all such agreements, deeds, or instruments required for creating or modifying such charges subject to the overall above ceiling limit, and to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution, including but not limited to filing mandatory e-forms (such as Form CHG-1, CHG-4, CHG-9, and MGT-14) with the Registrar of Companies (ROC), submitting timely disclosures to the Stock Exchanges, and resolving any doubts or difficulties that may arise without seeking further approval from the Members.

3. MAKING INVESTMENT(S) AND/OR PROVIDING LOAN(S) AND GIVE GUARANTEE (S) IN EXCESS OF THE LIMITS PRESCRIBED UNDER SECTION 186 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** pursuant to provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) **("the Act")** read with Companies (Management and Administration) Rules, 2014, applicable regulations framed by Securities Exchange Board of India, if any, enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations including the Foreign Exchange Management Act, 1999 (and regulations framed thereunder), and subject to other statutory approvals, consents, sanctions and permissions, as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee, including the Finance and the Investment Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board or Committee to exercise the powers conferred on the Board by this Resolution) to:

i. give loans, inter corporate deposits from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;

ii. give on behalf of any person, body corporate, any guarantee in connection with a loan made by any other person to, or to any other person by any body corporate; and

iii. acquire by way of subscription, purchase or otherwise the securities of any other body corporate

over and above the limits specified under Section 186(2) of the Companies Act, 2013 but shall not exceed at any time a sum equivalent to INR 1,000 Crores (Indian Rupees One Thousand Crores Only).

RESOLVED FURTHER THAT the Board (including any Committee constituted by the Board) be and is hereby authorized to invest in companies, bodies corporate, partnership firms, subsidiaries, associates, joint ventures, related party entities, or such other entities or persons whether incorporated in India or overseas, give loans to them, or provide guarantees/securities on their behalf, and to use, modify, amend, reduce, enhance, or utilize the corporate investment and lending limits under Section 186 of the Companies Act, 2013, interchangeably and without any individual counterparty restrictions, on such terms and conditions as may be deemed fit and expedient, subject to the overall statutory or borrowing limits as may be applicable to the Company from time to time.

RESOLVED FURTHER THAT the Board, CFO and Company Secretary be and is hereby jointly and/or severally authorized and empowered to do all such acts, deeds, things and to give such directions as may be deemed necessary or expedient including acceptance and finalization of all such terms, condition(s), modification(s) and alteration(s) to give effect above resolution including with the power to transfer/ dispose of the investments so made, from time to time and to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments, loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

4. APPOINTMENT OF MR. GAURAV KUMAR TRIPATHI (DIN: 06372272) AS DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Gaurav Kumar Tripathi (DIN: 06372272), who was appointed as an Additional Director by the Board of Directors of the Company w.e.f. 5th June, 2026 and who holds office upto the date of ensuing Annual General Meeting and who is eligible for appointment and in respect of whom a notice has been received from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (including any Committee thereof) and/or CFO, Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters, things, and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. APPOINTMENT OF MR. GAURAV KUMAR TRIPATHI (DIN: 06372272) AS WHOLE-TIME DIRECTOR

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) Consent of the Members be and is hereby accorded to the appointment of Mr. Gaurav Kumar Tripathi (DIN: 06372272) as Whole time Director of the Company for a term of 3 (Three) years with effect from 5th June, 2026 to 4th June, 2029 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Gaurav Kumar Tripathi.

RESOLVED FURTHER THAT In the event of inadequacy or absence of profits in any financial year during his tenure, Mr. Gaurav Kumar Tripathi (DIN: 06372272) , will be entitled to the remuneration as approved by the Board from time to time along with the perquisites/benefits mentioned in the explanatory statement and approved by the Board from time to time by way of minimum remuneration in accordance with the provisions of sections 197, 198 and other applicable provisions of the Act and rules made thereunder (including any statutory modification(s) or re-enactment thereof read with schedule V to the Act and applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

RESOLVED FURTHER THAT as Whole-time Director, he shall be liable to retire by rotation u/s 152(6) of the Companies Act, 2013, however, if re-appointed as Director immediately on retirement by rotation, he shall continue to hold his office of Whole-time Director and such re-appointment as Director shall not be deemed to constitute a break in his appointment as Whole-time Director.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter and/or revise the terms and conditions of his appointment including remuneration without the further approval of the shareholders, within the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board based on the recommendation of the Nomination and Remuneration Committee of the Board, be and is hereby authorized to provide annual increment payable to Mr. Gaurav Kumar Tripathi (DIN: 06372272) during tenure of his appointment in accordance with the Policy for Appointment and Remuneration of Directors, Key Managerial Personnel and Senior Management adopted by the Board and subject to the same being in line with the limits set out under the Act, read with Schedule V thereto as amended from time to time and as approved by the shareholders.

RESOLVED FURTHER THAT Board be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, proper or expedient to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard without requiring the Board to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (including any Committee thereof) and/or CFO, and/or Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters, things, and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **APPOINTMENT OF MR. ANUBHAV AGARWAL (DIN: 02809290) AS NON-EXECUTIVE NON-INDEPENDENT**

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Anubhav Agarwal (DIN: 02809290) , who was appointed as an Additional Director by the Board of Directors of the Company w.e.f. 5th June, 2026 and who holds office upto the date of ensuing Annual General Meeting and who is eligible for appointment and in respect of whom a notice has been received from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as a Non-Executive, Non- Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (including any Committee thereof) and/or CFO, Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters, things, and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. **APPOINTMENT OF MR. PIYUSH BICHHORIYA (DIN: 10894714) AS NON-EXECUTIVE NON-INDEPENDENT**

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Piyush Bichhoriya (DIN: 10894714) , who was appointed as an Additional Director by the Board of Directors of the Company w.e.f. 5th June, 2026 and who holds office upto the date of ensuing Annual General Meeting and who is eligible for appointment and in respect of whom a notice has been received from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as a Non-Executive, Non- Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (including any Committee thereof) and/or CFO, Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters, things, and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. **APPOINTMENT OF MR. SANMITRA TRIVEDIA (DIN: 2173317) AS AN INDEPENDENT DIRECTOR**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force], Article 101(2) and 109A of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Sanmitra Trivedia (DIN: 2173317) who was appointed as an Additional Independent Director of the Company with effect from 8^{th} May 2026, meets the criteria of independence under Section 149(6) of the Act and Rules made thereunder and Regulation 16(1)(b) of the SEBI Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, proposing his candidature for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years i.e. up to 7^{th} May 2031.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (including any Committee thereof) and/or CFO, Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters, things, and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. **APPOINTMENT OF MS. JALPA ANAND LAVINGIA (DIN: 7969810) AS AN INDEPENDENT DIRECTOR**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force], Article 101(2) and 109A of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Ms. Jalpa Anand Lavingia (DIN: 7969810) who was appointed as an Additional Independent Director of the Company with effect from 8^{th} May 2026, meets the criteria of independence under Section 149(6) of the Act and Rules made thereunder and Regulation 16(1)(b) of the SEBI Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, proposing her candidature for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years i.e. up to 7^{th} May 2031.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (including any Committee thereof) and/or CFO, Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters, things, and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

10. TO ALTER THE MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY AS PER THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and 15 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Table A of Schedule I to the Act, the Companies (Incorporation) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s), amendment(s), re-enactment(s) or substitution thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions as may be required from the appropriate statutory or regulatory authorities, if any, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or any Director(s) or Officer(s) authorised by the Board in this behalf), the consent of the Members of the Company be and is hereby accorded to alter the Memorandum of Association ("MOA") of the Company in the following manner:

1. Clause III(A): The existing heading of Clause III(A), namely, "The Main objects to be pursued by the Company on its incorporation are", be and is hereby substituted with the heading "The objects to be pursued by the Company on its incorporation are."

2. The existing Objects contained in Clause III(A) of the Memorandum of Association be and are hereby deleted in their entirety and substituted with the new Objects as set out as under :

    a. To carry on in India and abroad the business of Manufacturing, generating, producing, developing, capturing, accumulating, converting, transmitting, wheeling, distributing, supplying, purchasing, importing, exporting, exchanging, storing, trading, selling, and otherwise dealing in electricity, power, energy, fuels, and utilities derived from solar photovoltaic (PV), concentrated solar power (CSP), solar thermal, floating solar, rooftop solar, agrivoltaics, wind energy, offshore wind, biomass, biogas, biofuels, waste-to-energy, municipal solid waste, geothermal, tidal, wave, hydroelectric, pumped storage, hydrogen, green hydrogen, hydro pump storage, green ammonia, compressed biogas (CBG), fuel cells, battery energy storage systems (BESS), nuclear, Green Methanol, hybrid renewable systems, and all other conventional, non-conventional, renewable, sustainable, clean, or future energy technologies; and to survey, identify, acquire, lease, license, develop, construct, erect, install, commission, own, operate, maintain, modernize, renovate, expand, upgrade, repair, manage, finance, transfer, and decommission power plants, renewable energy parks, utility-scale projects, captive power plants, independent power projects (IPPs), distributed generation systems, micro-grids, smart grids, virtual power plants, hybrid power stations, energy parks, substations, transmission lines, distribution systems, switching stations, pooling stations, control rooms, load dispatch centres, energy storage facilities, battery manufacturing plants, hydrogen production facilities, desalination plants powered by renewable energy, and all allied, ancillary, or related infrastructure.

b. To manufacture, produce, process, refine, compress, liquefy, store, transport, distribute, market, import, export, and otherwise deal in hydrogen, green hydrogen, green ammonia, renewable fuels, synthetic fuels, sustainable aviation fuel (SAF), bio-CNG, compressed air energy storage, thermal energy storage, and other alternative energy products; to establish, install, own, operate, maintain, franchise, lease, license, manage, and develop electric vehicle charging stations, battery swapping stations, charging infrastructure, hydrogen refueling stations, fleet charging hubs, charging software platforms, payment systems, mobility services, smart charging networks, vehicle-to-grid (V2G) infrastructure, and associated electrical and digital infrastructure; to engage in energy trading, electricity exchanges, renewable energy certificates (RECs), carbon credits, carbon offsets, emission reduction certificates, voluntary carbon markets, environmental commodities, green attributes, energy efficiency certificates, ancillary services, capacity markets, demand response programmes, and other environmental or energy-related trading mechanisms; and to undertake research and development, innovation, engineering, testing, certification, automation, digitization, artificial intelligence (AI), machine learning, blockchain applications, Internet of Things (IoT), smart metering, supervisory control and data acquisition (SCADA), digital twins, remote monitoring, predictive maintenance, energy analytics, software development, consultancy, and all other activities relating to renewable energy, utilities, smart infrastructure, sustainability, and allied technologies.

c. To carry on in India and abroad the business of promoters, developers, planners, consultants, builders, contractors, concessionaires, engineers, architects, designers, project managers, infrastructure developers, system integrators, and turnkey solution providers for all classes of public, private, industrial, institutional, commercial, residential, agricultural, and government infrastructure projects; and to conceive, plan, design, finance, construct, develop, execute, establish, install, commission, improve, modernize, expand, renovate, rehabilitate, reconstruct, maintain, repair, operate, manage, lease, transfer, or otherwise deal in roads, highways, expressways, bridges, flyovers, tunnels, railways, metro rail systems, monorails, airports, heliports, seaports, inland waterways, logistics parks, multimodal transport hubs, industrial corridors, smart cities, integrated townships, housing projects, affordable housing, commercial complexes, office buildings, shopping malls, educational institutions, hospitals, hotels, resorts, convention centres, sports complexes, warehouses, cold storage facilities, data centres, industrial parks, manufacturing facilities, Special Economic Zones (SEZs), export parks, dry ports, inland container depots, telecom infrastructure, water supply systems, sewerage systems, drainage systems, irrigation systems, dams, canals, reservoirs, desalination plants, waste management facilities, recycling plants, sanitation projects, environmental infrastructure, and all allied civil engineering, utility, and infrastructure works.

d. To execute projects on EPC, EPCM, BOT, BOOT, BOO, DBFOT, HAM, PPP, turnkey, item-rate, design-build, concession, annuity, management contract, or any other contractual model; to undertake excavation, piling, foundation engineering, geotechnical investigations, blasting, tunnelling, rock cutting, structural steel fabrication, precast construction, modular construction, prefabricated buildings, pipeline laying, utility relocation, marine works, dredging, landscaping, urban infrastructure, street lighting, electrical works, mechanical works, plumbing, HVAC, fire protection systems, security systems, intelligent transport systems, communication networks, fibre optic infrastructure, smart utility systems, and all related engineering and technical services; and to acquire, purchase, lease, license, exchange, mortgage, develop, improve, manage, maintain, sell, transfer, or otherwise deal in land, buildings, development rights, transferable development rights (TDR), industrial plots, commercial properties, residential properties, and all forms of movable and immovable property, assets, rights, and interests incidental or conducive to the attainment of the foregoing objects.

e. To manufacture, assemble, fabricate, process, produce, repair, refurbish, recycle, upgrade, test, certify, calibrate, import, export, distribute, market, buy, sell, lease, hire, finance, install, commission, operate, maintain, and otherwise deal in solar panels, photovoltaic modules, solar cells, wafers, inverters, transformers, switchgears, substations, cables, conductors, transmission and distribution equipment, batteries, battery packs, battery management systems, lithium-ion batteries, sodium-ion batteries, flow batteries, EV chargers, charging equipment, electric vehicles, electrical machinery, generators, turbines, motors, pumps, compressors, instrumentation, automation systems, sensors, communication and telecom equipment, semiconductors, electronic devices, mechanical equipment, electrolyser systems but not limited to Alkaline Electrolysers, Proton Exchange Membrane (PEM) Electrolysers, Solid Oxide Electrolysers (SOEC), Anion Exchange Membrane (AEM) Electrolysers and other present or future hydrogen production technologies, together with their stacks, balance of plant (BoP), industrial machinery, construction equipment, heavy machinery, safety equipment, tools, spare parts, accessories, software, hardware, cloud platforms, and digital systems and to provide engineering, procurement and construction (EPC), engineering, procurement and construction management (EPCM), project development, feasibility studies, techno-economic assessments, engineering, architectural, structural, electrical, mechanical and geotechnical design, project management consultancy (PMC), construction supervision, quality assurance, quality control, inspection, commissioning, testing, certification, operation and maintenance (O&M), asset, facility, utility and energy management, performance optimization, predictive maintenance, and lifecycle management services; to provide consultancy, advisory, research, training, education, technical, environmental, sustainability, climate, ESG, carbon accounting, energy audit, electrical safety audit, environmental impact assessment (EIA), social impact assessment (SIA), statutory compliance, regulatory, policy, financing, transaction, digital transformation, software development, cybersecurity, artificial intelligence, data analytics, GIS mapping, BIM, remote sensing, satellite data analysis, digital engineering, and other professional and technical services; to undertake domestic and international trading, agency, dealership, franchise, distributorship, commission agency, representation, licensing, technology transfer, joint ventures, collaborations, consortium arrangements, strategic alliances, and investments in businesses relating to renewable energy, infrastructure, utilities, engineering, manufacturing, construction, transportation, logistics, information technology, sustainability, environmental protection, and allied sectors; and to apply for, acquire, purchase, lease, own, license, register, exploit, commercialize, protect, transfer, assign, or otherwise deal in patents, copyrights, trademarks, designs, industrial designs, utility models, trade secrets, know-how, software, intellectual property rights, licenses, concessions, permits, quotas, approvals, technologies, and other proprietary or statutory rights of every kind incidental or conducive to the attainment of the foregoing objects.

3. Clause III(B): The existing heading of Clause III(B), namely, "The Objects Incidental or Ancillary to the attainment of Main Objects are" be and is hereby substituted with the heading "Matters which are necessary for furtherance of the objects specified in Clause III(A) are."

4. The existing Clause III(B) comprising sub-clauses numbered 1 to 46 be and is hereby deleted in its entirety and substituted with new sub-clauses numbered 1 to 45 as set out in the draft Memorandum of Association.

5. Clause III(C): The existing Clause III(C), namely, "The Other Objects are", together with sub-clauses numbered 1 to 55, be and is hereby deleted in its entirety.

6. Clause IV: The existing Clause IV of the Memorandum of Association, namely, "The Liability of the members is limited", be and is hereby substituted with the following:

"IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

RESOLVED FURTHER THAT necessary revision in numbering the clauses of the MOA shall be carried out in view of the aforesaid and the revised Memorandum of Association of the Company in accordance with Table A of Schedule I of the Companies Act, 2013 be and is hereby approved.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this regulation to the Committee of Directors of the Company or Officer(s) of the Company in order to give effect to this resolution."

11. TO SHIFT OF THE REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF GUJARAT TO THE STATE OF HARYANA

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

"RESOLVED THAT pursuant to the provisions of Sections 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules, regulations, circulars and notifications (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and subject to the approval of the Regional Director, North Western Region, Ahmedabad, the Registrar of Companies, Ahmedabad and Haryana, the Stock Exchange(s) on which the equity shares of the Company are listed, and such other statutory, regulatory or governmental authorities as may be required, the consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the "**State of Gujarat**" to the "**State of Haryana**".

RESOLVED FURTHER THAT upon the aforesaid shifting of the Registered Office becoming effective and the confirmation/order of the Regional Director taking effect in accordance with the provisions of the Companies Act, 2013, Clause II of the Memorandum of Association of the Company be and is hereby substituted with the following:

"II. The Registered Office of the Company will be situated in the State of Haryana."

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or any Director(s), Key Managerial Personnel or any other person(s) authorized by the Board) be and is hereby authorized, jointly and/or severally, to make, sign, execute and file all petitions, applications, affidavits, declarations, undertakings, e-Forms, notices, advertisements, list of creditors and such other documents as may be required with the Regional Director, North Western Region, Ahmedabad, the Registrar of Companies, Ahmedabad, the Registrar of Companies, Haryana, the Stock Exchange(s), SEBI and such other statutory or regulatory authorities as may be required, and to appoint advocates, company secretaries, authorized representatives or other professionals, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to this resolution, including settling any question, difficulty or doubt that may arise in connection therewith."

12. TO APPROVE CHANGE OF NAME OF THE COMPANY AND CONSEQUENT ALTERATION IN THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section(s) 4, 5, 13, 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Rule 29 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s), rule(s) or guideline(s), the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and subject to the approval of Central Government (power delegated to Registrar of Companies ("ROC")) and other regulatory authorities, as may be applicable, consent of the shareholders of the Company be and is hereby accorded to change the name of the Company from "**SANGINITA CHEMICALS LIMITED**" to "**AGASTYA ENERGY AND INFRASTRUCTURE LIMITED**".

RESOLVED FURTHER THAT the existing Name Clause of the Memorandum of Association of the Company be altered and substituted with the following clause:

I. The name of the Company is "**AGASTYA ENERGY AND INFRASTRUCTURE LIMITED**".

RESOLVED FURTHER THAT in accordance with the Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT the name "**SANGINITA CHEMICALS LIMITED**" wherever appearing in any of the documents/records of the Company be substituted by the new name "**AGASTYA ENERGY AND INFRASTRUCTURE LIMITED**" in accordance with the provisions of applicable laws.

RESOLVED FURTHER THAT any Director, CFO, Company Secretary of the Company be and is hereby severally authorized to file all the necessary forms and / or returns and make an application to the ROC and / or to Central Government, stock exchanges and / or any other statutory authorities, to act, represent and/or appear before any statutory authorities for and on behalf of the Company, to delegate all or any of the aforesaid powers in favor of any person(s) / official(s) etc., to settle any question, doubt or difficulty which may arise in this regard and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution."

By order of the Board
For SANGINITA CHEMICALS LIMITED

GAURAV KUMAR TRIPATHI

Digitally signed by GAURAV KUMAR TRIPATHI
Date: 2026.07.15 17:36:44 +05'30'

GAURAV KUMAR TRIPATHI
Whole-time Director
DIN: 06372272

Date: 15.07.2026
Place: Delhi

Registered Office:
301, 3rd Floor, Shalin Complex,
Sector 11 Gandhinagar, Gujarat, India, 382011
CIN: L24100GJ2005PLC047292
Tel: 079-23240270
Email Id: Sanginitachemicals@yahoo.com

NOTES AND INSTRUCTIONS:

1. The relevant Statement(s) pursuant to the provisions of Section 102 of the Companies Act, 2013 (the 'Act') read with Companies (Management and Administration) Rules, 2014, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations') and Secretarial Standard on General Meetings ('SS-2') setting-out the material facts relating to the aforesaid Resolution(s) and the reasons thereof is annexed hereto and forms part of this Notice.

2. As per Section 108 and other applicable provisions of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings, vide General Circular No. 14/2020 dated 8 April 2020, No. 17/2020 dated 13 April 2020, No. 22/2020 dated 15 June 2020, No. 33/2020 dated 28 September 2020, No. 39/2020 dated 31 December 2020, No. 10/2021 dated 23 June 2021, No. 20/2021 dated 8 December 2021, No. 03/2022 dated 5 May 2022, No. 11/2022 dated 28 December 2022, No. 09/2023 dated 25 September 2023, No. 9/2024 dated 19 September 2024 and No. 3/2025 dated 22 September 2025 issued by the Ministry of Corporate Affairs (hereinafter referred to as 'MCA') this Notice is being sent only by an e-mail to the members, whose e-mail ID is registered with the Company or with the National Securities Depository Limited ('NSDL')/ Central Depository Services (India) Limited ('CDSL') (hereinafter collectively referred to as 'Depositories') and whose names appear in the Register of Members maintained by the Company/ list of Beneficial Owners as received from the Depositories as of 10th July, 2026 ('Cut-off Date').

3. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the LODR Regulations, as amended, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. The Company has engaged the Central Depository Services (India) Limited ("CDSL") for facilitating remote evoting through electronic means.

4. Voting Rights of the Members shall be in proportion to their shares in the Paid-up Share Capital of the Company as on Friday, 31st July, 2026 i.e., "the Cut-off Date". 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 avail the facility of remote e-voting or e-voting at the EGM. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.

5. The remote e-voting facility will be disabled by CDSL immediately after 5:30 p.m. IST on Thursday, 6th August, 2026 https://www.sanginitachemicals.co.in/ and voting will be disallowed thereafter.

6. Since the EGM is being held electronically, physical attendance of the Members has been dispensed with and accordingly the facility for appointment of proxies by the Members will not be available for the EGM. Therefore, the proxy form, attendance slip and route map have not been annexed with this notice.

7. Participation of Members through VC/OAVM will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI").

8. In accordance with the Secretarial Standard-2 on General Meetings issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standard 2, effective from April 01, 2024 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.

9. Members may note that this EGM Notice will also be available on the website of the Company viz., www.sanginitachemicals.co.in and on the website of CDSL at www.evotingindia.com and shall also be available on the websites of the NSE at www.nseindia.com.

10. Members are requested to kindly mention their DP ID and Client ID in all their correspondence with the Company's Registrar in order to enable the Company to reply to their queries promptly.

11. The Chairman shall, at the EGM, on the resolution(s) on which voting is to be held, allow voting by use of e-voting for all those Members who are present during the EGM but have not cast their votes by availing the remote e-voting facility.

12. Mr. Puneet, Practicing Company Secretary having Membership No F10978 and COP No 14912, has been appointed as Scrutinizer for scrutinizing the remote e-voting process in accordance with the law in a fair and transparent manner.

13. The Scrutinizer will submit his report to the Chairman or any person duly authorised by him. The Chairman will, or in his absence, any Director/CFO/Company Secretary duly authorised by the Chairman, will announce the results of voting on or before two working days of the conclusion of the EGM. The date of EGM shall be the date on which the resolution(s) would be deemed to have been passed, if approved by the requisite majority. The Scrutinizer's decision on the validity of the votes cast through e-voting shall be final. The results along with Scrutinizer's Report of the e-voting will be displayed on Notice Board(s) of the Company at its Registered Office and Corporate Office, placed on the Website of the Company i.e. https://www.sanginitachemicals.co.in and on the website of CDSL i.e. www.evotingindia.com and shall simultaneously be intimated to the Stock Exchange on which the shares of the Company are listed.

14. In this Notice and the statement of material facts, the term "shareholder(s)" and "member(s)" are used interchangeably.

15. In case the email ID and mobile number of any shareholder(s) is not registered with its Depository Participant (DP), they are requested to get the same updated.

16. The facility of casting votes by a Member using remote e-voting as well as the e-voting system at the EGM will be provided by CDSL. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again at the EGM.

17. Copies of the Memorandum of Association and Articles of Association of the Company, incorporating the proposed amendments, CA Certificate together with all other relevant documents referred to in the accompanying Notice, are available for inspection by the Members. These documents will be available for inspection at the Registered Office of the Company during business hours, i.e., between 11:00 a.m. and 5:00 p.m., on all working days (except Saturdays, Sundays and Government holidays) up to the date of the Meeting. The said documents shall also be available for inspection during the Meeting and will be hosted on the website of the Company, in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

18. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting period	Tuesday, 4th August, 2026
Conclusion of remote e-voting period	Thursday, 6th August, 2026
Cut-off Date for eligibility to vote	Friday, 31st July, 2026

THE PROCEDURE AND INTRUCTIONS FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

1. 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 General Circular No. 14/2020 dated 8 April 2020, No. 17/2020 dated 13 April 2020, No. 22/2020 dated 15 June 2020, No. 33/2020 dated 28 September 2020, No. 39/2020 dated 31 December 2020, No. 10/2021 dated 23 June 2021, No. 20/2021 dated 8 December 2021, No. 03/2022 dated 5 May 2022, No. 11/2022 dated 28 December 2022, No. 09/2023 dated 25 September 2023, No. 9/2024 dated 19 September 2024 and No. 3/2025 dated 22 September 2025 issued by the Ministry of Corporate Affairs (hereinafter referred to as 'MCA') the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

2. 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.

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

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

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 & My Easi New (Token) 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	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.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **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.com or call at : 022 - 4886 7000 and 022 - 2499 7000

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) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(ii) After entering these details appropriately, click on “SUBMIT” tab.

(iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(vi) 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.

(vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(viii) 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.

(ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xi) 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.

(xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login 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 mandatory 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.

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

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

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **Seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **Seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at Sanginitachemicals@yahoo.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (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.

EXPLANATORY STATEMENT:

Item Nos. 1 & 2

The Company, in the ordinary course of its business, may require additional financial resources from time to time to meet its business requirements, including funding capital expenditure, working capital, refinancing of existing borrowings, investments, acquisitions, expansion plans, strategic initiatives, and other general corporate purposes.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company can borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium only with the approval of the Members by way of a Special Resolution.

Accordingly, the approval of the Members is being sought to authorize the Board of Directors of the Company to borrow, from time to time, such sums as may be required for the Company's business purposes, notwithstanding that the aggregate amount of borrowings may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total outstanding borrowings (excluding temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed INR 3,000 Crores (Indian Rupees Three Thousand Crores Only) at any point of time.

Further, as a condition for availing such borrowings, lenders generally require security over the movable and/or immovable properties and assets of the Company, present and future, including the whole or substantially the whole of any undertaking of the Company, by way of mortgage, charge, hypothecation or other security interest.

Under the provisions of Section 180(1)(a) of the Companies Act, 2013, creation of such security over the whole or substantially the whole of the undertaking(s) of the Company requires the approval of the Members by way of a Special Resolution. Accordingly, approval of the Members is also being sought to authorize the Board of Directors to create such mortgages, charges, hypothecation and other security interests on the assets of the Company, whether present or future, in favour of banks, financial institutions, trustees, security agents, debenture trustees, lenders or any other persons providing financial assistance, to secure the borrowings, debentures, bonds or other debt instruments of the Company, together with interest, costs, charges and all other monies payable in connection therewith, subject to an overall secured borrowing limit not exceeding INR 3,000 Crores (Indian Rupees Three Thousand Crores Only).

The proposed resolutions also authorize the Board and/or any Committee thereof to manage, modify, substitute, interchange, reduce or enhance the borrowing and security facilities amongst various lenders within the overall approved limit, and to delegate necessary powers to officers of the Company for execution of financing documents, creation or modification of security interests, filing of statutory forms, making regulatory disclosures, and completing all acts, deeds and formalities as may be necessary for giving effect to the proposed resolutions.

The proposed limits are enabling in nature and are intended to provide the Company with adequate financial flexibility to efficiently meet its present and future funding requirements, capitalize on business opportunities as and when they arise, and optimize its capital structure without seeking Members' approval on each occasion.

The Board of Directors is of the opinion that the resolutions set out at Item Nos. 1 and 2 are in the best interests of the Company and recommends the Special Resolutions for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolutions except to the extent of their shareholding, if any, in the Company.

Item No. 3:

In order to support the Company's present and future business requirements, strategic investments, treasury management, acquisitions, joint ventures, subsidiaries, associates, business expansion, and other corporate objectives, the Company may, from time to time, be required to make investments, provide loans, inter-corporate deposits, guarantees and/or securities to various persons or bodies corporate in India or overseas.

Pursuant to the provisions of Section 186 of the Companies Act, 2013, a company is permitted to make loans, provide guarantees or securities, and acquire securities of any body corporate within the limits prescribed under Section 186(2) of the Act. Any such transactions exceeding the prescribed limits require prior approval of the Members by way of a Special Resolution.

Accordingly, approval of the Members is being sought to authorize the Board of Directors of the Company to make loans, provide guarantees or securities, grant inter-corporate deposits and acquire securities by way of subscription, purchase or otherwise, from time to time, notwithstanding that the aggregate outstanding amount of such loans, guarantees, securities and investments may exceed the limits specified under Section 186(2) of the Companies Act, 2013, provided that the aggregate amount of such transactions shall not exceed INR 1,000 Crores (Indian One Thousand Crores Only).

The proposed resolution also authorizes the Board and/or any Committee thereof to deploy the approved limits flexibly amongst investments, loans, guarantees and securities, and amongst various companies, bodies corporate, subsidiaries, associates, joint ventures, partnership firms, related parties and other entities or persons, whether incorporated in India or outside India, without any individual counterparty restrictions, subject to compliance with the applicable provisions of the Companies Act, 2013, the Foreign Exchange Management Act, 1999, the Securities and Exchange Board of India regulations, and other applicable laws.

The resolution further authorizes the Board, any Committee (if constituted or to be constitute), and designated officers of the Company to negotiate, finalize, execute and amend all necessary agreements, deeds, documents and writings, transfer or dispose of investments, provide or modify loans, guarantees and securities, make necessary statutory filings and regulatory disclosures, and undertake all such acts, deeds, matters and things as may be necessary or expedient for giving effect to the proposed resolution.

The proposed approval is enabling in nature and is intended to provide the Company with the necessary operational and financial flexibility to efficiently manage its investment and funding activities, capitalize on strategic business opportunities and support the growth of its subsidiaries, associates, joint ventures and other investee entities without the need to seek Members' approval on each occasion.

The Board of Directors is of the opinion that the proposed Special Resolution is in the best interests of the Company and accordingly recommends the resolution set out at Item No. 3 for approval of the Members.

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

Item Nos. 4 & 5

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company, at its meeting held on 5th June, 2026, appointed Mr. Gaurav Kumar Tripathi (DIN: 06372272) as an Additional Director under Section 161 of the Companies Act, 2013 with effect from 5th June, 2026. The Board also appointed him as the Whole-time Director of the Company for a period of three (3) years, commencing from 5th June, 2026 to 4th June, 2029, subject to the approval of the Members.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Gaurav Kumar Tripathi (DIN: 06372272), who was appointed as an Additional Director of the Company with effect from 5th June, 2026, holds office up to the date of the ensuing Annual General Meeting ("AGM"). The Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company. Further, in terms of the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the appointment of Mr. Gaurav Kumar Tripathi as Whole-time Director, designated as Executive Director of the Company, is subject to the approval of the Members by way of a Special Resolution.

The Board is of the opinion that Mr. Gaurav Kumar Tripathi possesses the requisite qualifications, experience, expertise and integrity and that his appointment as a Director and Whole-time Director would be in the best interests of the Company. His leadership experience, strategic vision and industry knowledge are expected to contribute significantly to the growth and development of the Company.

The appointment and remuneration of Mr. Gaurav Kumar Tripathi as Whole-time Director have been approved by the Nomination and Remuneration Committee and the Board in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The principal terms and conditions of his appointment, including remuneration, are set out below:

1. Designation: Whole-time Director.
2. Tenure: Three (3) years with effect from 5th June, 2026 to 4th June, 2029.
3. **Remuneration (CTC):**

   Basic Remuneration of **Rs. 2,65,625/- (Rupees Two Lakhs Sixty Five Thousand Six Hundred & Twenty Five only) per month** with such revision as the Board may approve from time to time as per the Company Policy**.**

   Perquisites:

   HRA : 132,813 (Rupees One Lakhs Thirty Two Thousand Eight Hundred & Thirteen) per month with such revision as the Board may approve from time to time as per the Company Policy.

   Provident Fund and Superannuation Fund: Company's contribution to Provident Fund and Superannuation Fund as per the applicable laws and in accordance with the rules of the Company.

   Gratuity: Gratuity as per the policy of the Company.

Leave: Entitlement for leave with full pay as per the rules of the Company and encashment of leave at the end of the tenure as per the rules of the Company and this appointment shall be considered as continuity of service of WTD in the Company.

Leave Travel Reimbursement: Reimbursement of all the expenses as per Company's rule.

Medical reimbursement: As per Policy of the Company.

Personal Accidental Policy: All expenses incurred in relation to the personal accidental policy shall be reimbursed as per the Company's rule.

Car Facility: Company car with chauffeur and fuel reimbursment shall be provided, as per rules of the Company.

Other Perquisites: Subject to the above, he may be given any other allowances, benefits and perquisites as the Board of Directors of the Company may, from time to time, decide.

Sitting Fee: No sitting fee shall be paid to Whole Time Director for attending the meetings of Board of Directors of the Company or any Committees thereof; and

Reimbursement of Expenses: Reimbursement of all entertainment, travelling, hotel and other expenses incurred by Whole Time Director during the course of his employment in connection with the business of the Company;

Explanation:

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost.

Amenities, variables and other benefit: He may be given amenities, variables and other benefit such as conveyance facilities, telephone, variable etc as per the company policy.

Minimum Remuneration: In the event of absence or inadequacy of profits in any financial year during his tenure, he shall be entitled to receive the remuneration and perquisites as approved by the Board from time to time, in accordance with the provisions of Sections 197 and 198 read with Schedule V of the Companies Act, 2013.

Retirement by Rotation: Mr. Gaurav Kumar Tripathi shall be liable to retire by rotation in accordance with the provisions of Section 152(6) of the Companies Act, 2013. However, if re-appointed as Director immediately upon retirement by rotation, such re-appointment shall not constitute a break in his appointment as Whole-time Director.

Annual Increment: The Board, based on the recommendation of the Nomination and Remuneration Committee, shall be authorised to grant annual increments and revise remuneration during the tenure of his appointment in accordance with the Company's Policy for Appointment and Remuneration of Directors, Key Managerial Personnel and Senior Management and within the limits prescribed under the Companies Act, 2013.

The Company has received from Mr. Gaurav Kumar Tripathi:

- his consent to act as a Director & Whole Time Director;
- a declaration that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013 and not debarred from holding the office of a director by virtue of any Order passed by the SEBI or any other authority
- confirmation that he satisfies the applicable requirements under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The brief profile and other details of Mr. Gaurav Kumar Tripathi, as required under the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the Annexure to this Notice.

The other information as required under Schedule V of Part II of Section II the Act are given below:-

Statements in terms of Schedule V of the Companies Act, 2013 relating to Remuneration payable to Managerial Personnel.

I. GENERAL INFORMATION:

1.	Nature of industry:	Sanginita Chemicals Limited
2.	Date or expected date of commencement of commercial production:	15th Dec, 2005
3.	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus:	Not applicable
4.	Financial performance based on given indicators:	(Rs. In Lacs) Revenue from Operation : 17645.81 Profit / (Loss) before tax: (972.52) Profit/ (Loss) for the period: (968.73) Earnings per equity share: (3.74)
5.	Foreign investments or collaborators if any:	The Company has not entered into any foreign collaboration. Further, the Company is a subsidiary of BNG Investment LLC.

II. INFORMATION ABOUT THE APPOINTEE:

S. No.	**Particulars**	**Mr. Gaurav Kumar Tripathi**
1.	Background details	He is a seasoned management professional with over 17 years of experience in business expansion, strategic planning, and operational excellence across FMCG, retail, and technology sectors
2.	Past Remuneration in FY 2025-26	NA
3.	Recognition or awards	NA

4.	Job profile and his suitability	Gaurav Kumar Tripathi is a seasoned management professional with over 17 years of experience in business expansion, strategic planning, and operational excellence across FMCG, retail, and technology sectors. He has held leadership positions with reputed organizations including Siam Makro, Aditya Birla Fashion & Retail Limited, Gionee Mobiles, and Godfrey Phillips India, where he contributed significantly to growth initiatives and operational streamlining. At BN Group, he has been instrumental in driving HR strategy, branding initiatives, process standardization, and in establishing the Group's energy vertical. He currently leads the EPC function at Agastya Energy, overseeing a portfolio of approximately 200 MW of solar projects, including initiatives under the UP KUSUM scheme, with a focus on strengthening execution capabilities and project delivery frameworks in the renewable energy sector. He holds a master's degree in management along with executive education from the Indian School of Business, Hyderabad. He has also led greenfield projects in BFSI and pharmaceutical sectors and has entrepreneurial exposure in the pharmaceutical and ethanol industries. As a people-centric leader, he focuses on building high-performance teams, change management, and operational efficiency, contributing to the Company's strategic growth and expansion initiatives.
5.	Remuneration proposed	As mentioned above
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin)	Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered on him and the industry bench marks, the remuneration proposed to be paid is commensurate with the remuneration packages paid in comparable companies.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	NIL

III. OTHER INFORMATION:

1.	Reasons of loss or inadequate profits:	The inadequacy of profits during the financial year is attributable to a combination of business and market factors. The Company is currently undergoing a change in ownership pursuant to a recent takeover, which has resulted in a transition period involving strategic and operational realignment.
2.	Steps taken or proposed to be taken for improvement	The Company has initiated and continues to implement various measures to improve its operational and financial performance. Following the recent change in ownership, the management is undertaking strategic and operational realignment with a focus on enhancing operational efficiencies, optimizing costs
3.	Expected increase productivity and profits measurable terms	The Company expects that the initiatives being undertaken, including strategic and operational realignment following the recent change in ownership, improved operational efficiencies, cost optimization measures, and a focused approach towards business development, will contribute to enhanced productivity and improved financial performance over the medium to long term. While it is not practicable to quantify the expected increase in productivity and profitability at this stage, the management remains focused on achieving sustainable growth and improving shareholder value.

IV. DISCLOSURE:

1 The remuneration package proposed to be given to Mr. Gaurav Kumar Tripathi is as per the details given in the resolution. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors.

2 There is no stock option in the case of the aforesaid managerial personnel. The respective tenure of the aforesaid managerial personnel shall be governed by the resolutions passed by the Shareholders in General Meetings.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 4 for appointment of Mr. Gaurav Kumar Tripathi as a Director liable to retire by rotation and the Special Resolution set out at Item No. 5 for his appointment as Whole-time Director of the Company for approval by the Members.

Except Mr. Gaurav Kumar Tripathi and his relatives, to the extent of their shareholding interest, if any, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 4 and 5 of the Notice.

Item No. 6:

The Board of Directors of the Company in their Meeting held on 5th June, 2026, based on recommendation of the Nomination and Remuneration Committee ("the Committee"), appointed Mr. Anubhav Agarwal (DIN: 02809290), as an Additional Director in the category of Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from 5th June, 2026, subject to approval of Members of the Company. As per Section 161 of the Companies Act, 2013 (the "Act"), an Additional Director holds office only until the date of the next Annual General Meeting ("AGM") or the last date by which the AGM should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the appointment of a Director must be approved by the shareholders at the next general meeting or within three months of the appointment, whichever is earlier. Accordingly, the approval of Members is sought for the appointment of Mr. Anubhav Agarwal as a Non-Executive Non-Independent Director of the Company by passing an Ordinary Resolution.

Brief Profile:

Anubhav Agarwal is an MBA-qualified and award-winning entrepreneur from a reputed business family, possessing over 15 years of extensive leadership experience in scaling and transforming businesses. He has played a pivotal role in the growth and expansion of BN Group into a nationally recognized FMCG enterprise, demonstrating strong expertise in strategic planning, operational expansion, and market development.

As a Promoter Director, he provides strategic direction, leadership, and guidance on capital allocation for the Group's business operations and diversification initiatives, including its expansion into the Indian renewable energy sector. His proven track record in building and managing high-growth businesses continues to support the Group's long-term growth and value creation strategy.

The Company has received a declaration from Mr. Anubhav Agarwal that he is not disqualified from being appointed as director under Section 164 of the Act and not debarred from holding the office of a director by virtue of any Order passed by the SEBI or any other authority and has given his consent to act as a Director of the Company. He has also submitted all statutory disclosures/ declarations prescribed under the Act and SEBI Listing Regulations. The directorship(s) held by Mr. Anubhav Agarwal are within the limits prescribed under the Act and the SEBI Listing Regulations. Further, the proposed appointment is in compliance with the Nomination and Remuneration Policy of the Company. The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Anubhav Agarwal for the Office of Non-Executive Non-Independent Director of the Company.

In the opinion of the Board, Mr. Anubhav Agarwal fulfils the conditions specified in the Act and the rules made thereunder and the SEBI Listing Regulations, for his appointment as a Non-Executive Non-Independent Director of the Company. Considering his professional qualification, knowledge and experience, the Board is of the view that it would be in the interest of the Company to appoint him as a Non-Executive Non-Independent Director of the Company. Mr. Anubhav Agarwal shall be entitled to receive sitting fees for attending the meetings of Board of Directors and committees thereof and commission as paid to all Non-Executive Directors of the Company as approved by the shareholders of the Company.

Hence, the Board recommends Resolution No. 6 as an Ordinary Resolution, in relation to the appointment of Mr. Anubhav Agarwal as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from 5th June, 2026, for the approval of the Members of the Company.

Except Mr. Anubhav Agarwal, being the appointee, and his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out under item no. 6 of the accompanying Notice.

The other information relating to the appointment of as a Non-Executive Non-Independent Director of the Company, as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India ("ICSI"), are provided in **Annexure A** to this Notice.

Item No. 7:

The Board of Directors of the Company in their Meeting held on 5th June, 2026, based on recommendation of the Nomination and Remuneration Committee ("the Committee"), appointed Mr. Piyush Bichhoriya (DIN: 10894714), as an Additional Director in the category of Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from 5th June, 2026, subject to approval of Members of the Company. As per Section 161 of the Companies Act, 2013 (the "Act"), an Additional Director holds office only until the date of the next Annual General Meeting ("AGM") or the last date by which the AGM should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the appointment of a Director must be approved by the shareholders at the next general meeting or within three months of the appointment, whichever is earlier. Accordingly, the approval of Members is sought for the appointment of Mr. Piyush Bichhoriya as a Non-Executive Non-Independent Director of the Company by passing an Ordinary Resolution.

Brief Profile:

Mr. Piyush Bichhoriya is a dynamic technology leader with over two decades of experience at the intersection of software engineering, system optimization, and strategic business management. A graduate in Computer Science and Engineering from Nagpur University, he has consistently demonstrated a blend of technical acumen and visionary leadership in high-impact roles across Fortune 50 companies. Throughout his illustrious career, he has managed multi-billion-dollar budgets and spearheaded transformative projects, underscoring his ability to deliver innovative solutions in fast-paced, competitive environments.
Mr. Piyush has been pioneer in setting up and leading the Solar and technology business for the Agastya Energy. His leadership is instrumental in driving innovation within the global Solar market, ensuring the integration of advanced technologies and automation to optimize manufacturing processes. By combining technical depth with strategic insight, he has consistently enhanced operational efficiency and delivered superior performance outcomes.

Mr. Piyush's career is marked by his ability to align technical initiatives with long-term business objectives, achieving substantial returns on investment. His proven track record in cost optimization and process enhancement has set benchmarks in operational excellence. He is also adept at building and nurturing strategic partnerships, negotiating with vendors, and steering product innovation, further underscoring his strong business acumen.

The Company has received a declaration from Mr. Piyush Bichhoriya that he is not disqualified from being appointed as director under Section 164 of the Act and not debarred from holding the office of a director by virtue of any Order passed by the SEBI or any other authority and has given his consent to act as a Director of the Company. He has also submitted all statutory disclosures/ declarations prescribed under the Act and SEBI Listing Regulations. The directorship(s) held by Mr. Piyush Bichhoriya are within the limits prescribed under the Act and the SEBI Listing Regulations. Further, the proposed appointment is in compliance with the Nomination and Remuneration Policy of the Company. The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Piyush Bichhoriya for the Office of Non-Executive Non-Independent Director of the Company.

In the opinion of the Board, Mr. Piyush Bichhoriya fulfils the conditions specified in the Act and the rules made thereunder and the SEBI Listing Regulations, for his appointment as a Non-Executive Non-Independent Director of the Company. Considering his professional qualification, knowledge and experience, the Board is of the view that it would be in the interest of the Company to appoint him as a Non-Executive Non-Independent Director of the Company. Mr. Piyush Bichhoriya may be entitled to receive sitting fees for attending the meetings of Board of Directors and committees thereof and commission as paid to all Non-Executive Directors of the Company as approved by the shareholders of the Company.

Hence, the Board recommends Resolution No. 7 as an Ordinary Resolution, in relation to the appointment of Mr. Piyush Bichhoriya as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from 5th June, 2026, for the approval of the Members of the Company.

Except Mr. Piyush Bichhoriya, being the appointee, and his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out under item no. 7 of the accompanying Notice.

The other information relating to the appointment of as a Non-Executive Non-Independent Director of the Company, as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India ("ICSI"), are provided in **Annexure A** to this Notice.

Item No. 8:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 8th May 2026, appointed Mr. Sanmitra Trivedi (DIN: 02173317) as an Additional Director (Independent Director) of the Company with effect from 8th May 2026, pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 25 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Articles of Association of the Company.

As per Section 161 of the Companies Act, 2013 (the "Act"), an Additional Director holds office only until the date of the next Annual General Meeting ("AGM") or the last date by which the AGM should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the appointment of a Director must be approved by the shareholders at the next general meeting or within three months of the appointment, whichever is earlier.

Brief Profile:

Mr. Sanmitra Trivedi is a qualified professional with a strong academic foundation in engineering, management, and law, holding a Bachelor of Engineering (Mechanical) from the National Institute of Technology Karnataka (NITK), along with a Post Graduate Diploma in Personnel Management & Industrial Relations and a Bachelor of Laws (LL.B.) having a 30 plus years of experience.

He is a distinguished senior HR executive and business leader with over three decades of CHRO- level and Board-level experience across Fortune 500 multinationals and large Indian conglomerates. He had served on the Board of Directors of Verizon Data Services India and as a Member of Reliance Industries' R&M Board - bringing proven governance instincts, strategic HR acumen, and enterprise-wide leadership to every engagement. His career spans Industrial, Oilfield Services, Refining, FinTech, Payments, Telecom, IT/ITES, and Manufacturing sectors -across India, the US, Middle East, Africa, Asia-Pacific, and Europe. As Founder & CEO of Gentoro People Consulting, he continues to deliver CHRO advisory, talent strategy, and organizational transformation services to growth-stage and mid-market companies.

The Company has received from Mr. Trivedi:

- his consent to act as a Director in Form DIR-2;
- a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations;
- a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act; and
- confirmation that he is not debarred from holding the office of director by virtue of any order of the Securities and Exchange Board of India or any other statutory authority.

The Company has also received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Trivedi for appointment as an Independent Director of the Company.

In the opinion of the Board, Mr. Trivedi fulfils the conditions specified in the Act, the Rules made thereunder and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The Board is of the view that his knowledge, experience and expertise would be of significant value to the Company and would strengthen the Board's governance and decision-making process.

The Independent Directors shall not be entitled to any stock option and may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board and profit related commission as may be approved by the members. The sitting fee to the Independent Directors shall not be less than the sitting fee payable to other directors.

Accordingly, the approval of the Members is sought for the appointment of Mr. Sanmitra Trivedi as an Independent Director of the Company, not liable to retire by rotation, for a first term of five (5) consecutive years commencing from 8th May 2026 and ending on 7th May 2031, in accordance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

Except Mr. Sanmitra Trivedi and his relatives, to the extent of their shareholding interest, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval of the Members.

The other information relating to the appointment of as a Non-Executive Non-Independent Director of the Company, as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India (“ICSI”), are provided in **Annexure A** to this Notice.

Item No. 9:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 8th May 2026, appointed Ms. Jalpa Anand Lavingia (DIN: 7969810) as an Additional Director (Independent Director) of the Company with effect from 8th May 2026, pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Articles of Association of the Company.

As per Section 161 of the Companies Act, 2013 (the “Act”), an Additional Director holds office only until the date of the next Annual General Meeting (“AGM”) or the last date by which the AGM should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) the appointment of a Director must be approved by the shareholders at the next general meeting or within three months of the appointment, whichever is earlier.

Brief Profile:

Mrs. Jalpa Anand Lavingia, based in Ahmedabad, Gujarat, holds a Master's degree in Commerce (M.Com). She is currently serving as the Admin & Accounting Head at M/s. ALAP & CO. LLP, a firm of Company Secretaries in Ahmedabad.

She possesses strong communication and public speaking skills, which enable her to contribute effectively to organizational growth and operational efficiency. Her professional approach, combined with her leadership capabilities, makes her a valuable asset to the organizations with which she is associated. She had previously served as an Independent/Professional Director in the following Companies:

- Megha Arcade Private Limited
- E-Oto Electric Vehicle Private Limited
- Vedant Infraspace Private Limited
- Sun Retail Limited (Listed Entity)

Currently, she is serving as an Independent Director of Supernova Engineers Limited.

The Company has received from Ms. Jalpa Anand Lavingia :

- her consent to act as a Director in Form DIR-2;
- a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations;
- a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act; and
- confirmation that she is not debarred from holding the office of director by virtue of any order of the Securities and Exchange Board of India or any other statutory authority.

The Company has also received a notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Jalpa Anand Lavingia for appointment as an Independent Director of the Company.

In the opinion of the Board, Ms. Jalpa fulfils the conditions specified in the Act, the Rules made thereunder and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The Board is of the view that her knowledge, experience and expertise would be of significant value to the Company and would strengthen the Board's governance and decision-making process.

The Independent Directors shall not be entitled to any stock option and may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board and profit related commission as may be approved by the members. The sitting fee to the Independent Directors shall not be less than the sitting fee payable to other directors.

Accordingly, the approval of the Members is sought for the appointment of Ms. Jalpa Anand Lavingia as an Independent Director of the Company, not liable to retire by rotation, for a first term of five (5) consecutive years commencing from 8th May 2026 and ending on 7th May 2031, in accordance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

Except Ms. Jalpa Anand Lavingia and her relatives, to the extent of their shareholding interest, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval of the Members.

The other information relating to the appointment of as a Non-Executive Non-Independent Director of the Company, as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India (“ICSI”), are provided in **Annexure A** to this Notice.

Item No. 10:

The existing The Memorandum of Association ("MOA") of the Company, as currently structured, was originally drafted, formulated, and adopted under the provisions of the Companies Act, 1956. Consequent upon the enactment and implementation of the Companies Act, 2013 (the "Act"), the statutory frameworks, nomenclature, and requirements governing corporate charters have undergone substantial structural modifications. The existing MOA contains numerous references to specific sections, tables, and schedules of the erstwhile Companies Act, 1956, which are now obsolete, repealed, and legally redundant.

Therefore, to ensure corporate compliance, maintain statutory clarity, and align the Company’s primary constitutional document with the prevailing regulatory architecture, it is deemed necessary to alter the existing MOA by substituting it entirely with a new set of MOA in line with table A of Schedule I of the Companies Act, 2013 while retaining the essence of the business objectives of the Company.

The Board of Directors has, after considering the evolving business environment and emerging opportunities, approved the proposal to alter the Main Objects Clause of the Memorandum of Association of the Company to enable the Company to undertake activities relating to the energy and infrastructure sectors, in addition to or in place of its existing business in the chemicals sector.

The proposed alteration is intended to provide the Company with greater operational flexibility to diversify its business activities, explore new growth opportunities, and leverage the significant potential in the energy and infrastructure sectors. The Board believes that the proposed change will enable the Company to broaden its business operations, strengthen its long-term growth prospects, and enhance value for its stakeholders.

The alteration of the Main Objects Clause of the Memorandum of Association requires the approval of the members by way of a Special Resolution in accordance with the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder.

Further, your directors have proposed the following :-

- Clause III(A): The existing heading of Clause III(A), namely, "The Main objects to be pursued by the Company on its incorporation are", be and is hereby substituted with the heading "The objects to be pursued by the Company on its incorporation are."
- The existing Objects contained in Clause III(A) of the Memorandum of Association be and are hereby deleted in their entirety and substituted with the new Objects
- Clause III(B): The existing heading of Clause III(B), namely, "The Objects Incidental or Ancillary to the attainment of Main Objects are", be and is hereby substituted with the heading "Matters which are necessary for furtherance of the objects specified in Clause III(A) are."
- The existing Clause III(B) comprising sub-clauses numbered 1 to 46 deleted in its entirety and substituted with new sub-clauses numbered 1 to 45 as set out in the draft Memorandum of Association.
- Clause III(C): The existing Clause III(C), namely, "The Other Objects are", together with sub-clauses numbered 1 to 55, deleted in its entirety.
- Clause IV: The existing Clause IV of the Memorandum of Association, namely, "The Liability of the members is limited", be substituted with the following:

"IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

In accordance with Sections 13 and 14 of the Companies Act, 2013, a special resolution must be passed by the members to approve the amended and restated Memorandum of Association of the Company.

Copies of the Memorandum of Association and Articles of Association of the Company, incorporating the proposed amendments, together with all other relevant documents referred to in the accompanying Notice, are available for inspection by the Members. These documents will be available for inspection at the Registered Office of the Company during business hours, i.e., between 11:00 a.m. and 5:00 p.m., on all working days (except Saturdays, Sundays and Government holidays) up to the date of the Meeting. The said documents shall also be available for inspection during the Meeting and will be hosted on the website of the Company, in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 10 of the Notice for the approval of the members.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

Item No. 11:

The Board of Directors of the Company has approved the proposal for shifting the Registered Office of the Company from the State of Gujarat to the State of Haryana, subject to the approval of the Members by way of a Special Resolution and confirmation of the Regional Director, North Western Region, Ahmedabad, and such other approvals as may be required under the Companies Act, 2013 and other applicable laws.

Now the Company is subsidiary of BNG Investment LLC and the management has undertaken a strategic review of the Group's organizational and administrative structure with a view to integrating the operations of the Group Companies and enhancing overall operational efficiency.

In order to streamline management functions, improve coordination among the Group Companies and facilitate efficient decision-making, it is proposed to consolidate the registered offices and key corporate functions of the Group in the State of Haryana, where the principal management and administrative offices of the Group are proposed to be centralized. The proposed shifting of the Registered Office is expected to result in better administrative control, operational synergies, cost optimization and more effective utilization of resources across the Group.

The proposed shifting of the Registered Office will not result in any change in the objects of the Company, its business activities, capital structure or the rights of the shareholders, creditors or any other stakeholders. The business operations of the Company shall continue without interruption.

In terms of Sections 12 and 13 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, shifting of the Registered Office from one State to another requires the approval of the Members by way of a Special Resolution and confirmation of the Regional Director, North Western Region, Ahmedabad.

Being a listed company, the Company shall comply with all applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), including, without limitation, making the requisite disclosures to the Stock Exchange on which the equity shares of the Company are listed, obtaining such approvals, permissions or no-objections, if any, as may be required under the SEBI Listing Regulations or pursuant to the directions of the Stock Exchange, and complying with all other applicable statutory and regulatory requirements in connection with the proposed shifting of the Registered Office from the State of Gujarat to the State of Haryana.

Copies of the Memorandum of Association and Articles of Association of the Company, incorporating the proposed amendments, together with all other relevant documents referred to in the accompanying Notice, are available for inspection by the Members. These documents will be available for inspection at the Registered Office of the Company during business hours, i.e., between 11:00 a.m. and 5:00 p.m., on all working days (except Saturdays, Sundays and Government holidays) up to the date of the Meeting. The said documents shall also be available for inspection during the Meeting and will be hosted on the website of the Company, in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board is of the opinion that the proposed shifting of the Registered Office is in the best interests of the Company and its stakeholders and accordingly recommends the Special Resolution for Item No. 11 for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their respective shareholding, if any, in the Company.

Item No. 12:

The Board of Directors of the Company, had approved, subject to the approval of the shareholders and other statutory/regulatory authorities, the proposal for change of the name of the Company from "SANGINITA CHEMICALS LIMITED" to “AGASTYA ENERGY AND INFRASTRCUTRE LIMITED"

The proposed change of name is intended to better reflect the Company's evolving business activities, long-term strategic direction, brand identity and future growth plans. The Board believes that the proposed new name will provide the Company with a more appropriate corporate identity and enhance its recognition among customers, investors, business partners and other stakeholders.

The change of name will not affect any of the existing rights or obligations of the Company or any legal proceedings instituted by or against the Company. All existing contracts, agreements, licenses, approvals, statutory registrations and other documents shall continue to remain in force in the new name of the Company, subject to necessary endorsements, amendments or filings wherever required under applicable laws.

The Company has made an application for reservation of the proposed name with the Registrar of Companies and has received the approval/reservation of the proposed name in accordance with the provisions of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014. The change of name shall become effective upon issuance of a fresh Certificate of Incorporation by the Registrar of Companies pursuant to Sections 13 and 14 of the Companies Act, 2013.

Pursuant to Sections 13 and 14 of the Companies Act, 2013, approval of the members by way of a Special Resolution is required for:

- alteration of Clause I (Name Clause) of the Memorandum of Association of the Company; and
- consequential amendment of the Articles of Association of the Company by substituting the existing name of the Company with the new name wherever it appears.

Further, Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to change of name of a listed entity, shall be complied with by the Company. The Company confirms that it shall comply with all applicable requirements prescribed under the said Regulation, including obtaining such approvals and making such disclosures as may be required in this regard Company has also obtained a certificate from the Practising Chartered Accountants for satisfying the conditions of LODR Regulations, 2015.

Copies of the Memorandum of Association and Articles of Association of the Company, incorporating the proposed amendments, CA Certificate together with all other relevant documents referred to in the accompanying Notice, are available for inspection by the Members. These documents will be available for inspection at the Registered Office of the Company during business hours, i.e., between 11:00 a.m. and 5:00 p.m., on all working days (except Saturdays, Sundays and Government holidays) up to the date of the Meeting. The said documents shall also be available for inspection during the Meeting and will be hosted on the website of the Company, in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

The Board of Directors recommends the Special Resolution set out at Item No. 12 of the Notice for approval of the members.

Annexure A

DETAILS OF THE DIRECTOR(S) SEEKING APPOINTMENT / RE-APPOINTMENT AT THE GENERAL MEETING PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Particulars	Gaurav Kumar Tripathi	Anubhav Agarwal	Piyush Bichhoriya	Sanmitra Trivedi	Jalpa Anand Lavingia
DIN	06372272	02809290	10894714	02173317	02173317
Date of Birth (Age)	8th January, 2026	31st August, 1988	28th September, 1980	6th November, 1966	12th August, 1988
Designation	Whole Time Director	Non-Executive Non-Independent Director	Non- Executive Non-Independent Director	Independent Director	Independent Director
Date of initial appointment on the Board	5th June, 2026	5th June, 2026	5th June, 2026	8th May, 2026	8th May, 2026
Terms and Conditions of Appointment	Appointment as Director with effective from 5th June, 2026 and as a Whole Time Director with effective from 5th June, 2026 to 4th June, 2029 and liable to retire by rotation.	Appointment as Director with effective from 5th June, 2026 and liable to retire by rotation.	Appointment as Director with effective from 5th June, 2026 and liable to retire by rotation.	Appointment as an Independent Director for a period of Consecutive 5 Years effective from 8th May, 2026 to 7th May, 2031 and shall not be liable to retire by rotation.	Appointment as an Independent Director for a period of Consecutive 5 Years effective from 8th May, 2026 to 7th May, 2031 and shall not be liable to retire by rotation.
Qualifications & Expertise in specific functional areas	Gaurav Kumar Tripathi is a seasoned management professional with over 17 years of experience in business expansion, strategic planning, and operational excellence across FMCG, retail, and technology sectors. He has held leadership positions with reputed organizations including Siam	Anubhav Agarwal is an MBA-qualified and award-winning entrepreneur from a reputed business family, possessing over 15 years of extensive leadership experience in scaling and transforming businesses. He	Mr. Piyush Bichhoriya is a dynamic technology leader with over two decades of experience at the intersection of software engineering, system optimization, and strategic business management. A graduate in Computer	Mr. Sanmitra Trivedi is a qualified professional with a strong academic foundation in engineering, management, and law, holding a Bachelor of Engineering (Mechanical) from the National Institute of	Mrs. Jalpa Anand Lavingia, based in Ahmedabad, Gujarat, holds a Master's degree in Commerce (M.Com). She is currently serving as the Admin & Accounting Head at M/s. ALAP & CO. LLP, a firm of Company Secretaries in Ahmedabad. She possesses strong communication and

	Makro, Aditya Birla Fashion & Retail Limited, Gionee Mobiles, and Godfrey Phillips India, where he contributed significantly to growth initiatives and operational streamlining. At BN Group, he has been instrumental in driving HR strategy, branding initiatives, process standardization, and in establishing the Group's energy vertical. He currently leads the EPC function at Agastya Energy, overseeing a portfolio of approximately 200 MW of solar projects, including initiatives under the UP KUSUM scheme, with a focus on strengthening execution capabilities and project delivery frameworks in the renewable energy sector. He holds a master's degree in management along with executive education from the Indian School of Business, Hyderabad. He has also led greenfield projects in BFSI and pharmaceutical sectors and has entrepreneurial exposure in the pharmaceutical and ethanol industries. As a people-centric leader, he focuses on building high-performance teams, change management,	has played a pivotal role in the growth and expansion of BN Group into a nationally recognized FMCG enterprise, demonstrating strong expertise in strategic planning, operational expansion, and market development. As a Promoter Director, he provides strategic direction, leadership, and guidance on capital allocation for the Group's business operations and diversification initiatives, including its expansion into the Indian renewable energy sector. His proven track record in building and managing high-growth businesses continues to support the Group's long-term growth and value creation strategy.	Science and Engineering from Nagpur University, he has consistently demonstrated a blend of technical acumen and visionary leadership in high-impact roles across Fortune 50 companies. Throughout his illustrious career, he has managed multi-billion-dollar budgets and spearheaded transformative projects, underscoring his ability to deliver innovative solutions in fast-paced, competitive environments. Mr. Piyush has been pioneer in setting up and leading the Solar and technology business for the Agastya Energy. His leadership is instrumental in driving innovation within the global Solar mar ket, ensuring the integration of advanced technologies and automation to optimize manufacturing processes. By combining technical depth with strategic insight, he has	Technology Karnataka (NITK), along with a Post Graduate Diploma in Personnel Management & Industrial Relations and a Bachelor of Laws (LL.B.) having a 30 plus years of experience. He is a distinguished senior HR executive and business leader with over three decades of CHRO- level and Board-level experience across Fortune 500 multinational s and large Indian conglomerate s. He had served on the Board of Directors of Verizon Data Services India and as a Member of Reliance Industries' R&M Board - bringing proven governance instincts, strategic HR acumen, and enterprise-wide leadership to every engagement.	public speaking skills, which enable her to contribute effectively to organizational growth and operational efficiency. Her professional approach, combined with her leadership capabilities, makes her a valuable asset to the organizations with which she is associated. She had previously served as an Independent/Professional Director in the following Companies: • Megha Arcade Private Limited • E-Oto Electric Vehicle Private Limited • Vedant Infraspace Private Limited • Sun Retail Limited (Listed Entity) Currently, she is serving as an Independent Director of Supernova Engineers Limited.

	and operational efficiency, contributing to the Company's strategic growth and expansion initiatives.		consistently enhanced operational efficiency and delivered superior performance outcomes. Mr. Piyush's career is marked by his ability to align technical initiatives with long-term business objectives, achieving substantial returns on investment. His proven track record in cost optimization and process enhancement has set benchmarks in operational excellence. He is also adept at building and nurturing strategic partnerships, negotiating with vendors, and steering product innovation, further underscoring his strong business acumen.	His career spans Industrial, Oilfield Services, Refining, FinTech, Payments, Telecom, IT/ITES, and Manufacturing sectors - across India, the US, Middle East, Africa, Asia-Pacific, and Europe. As Founder & CEO of Gentoro People Consulting, he continues to deliver CHRO advisory, talent strategy, and organizational transformation services to growth-stage and mid-market companies.	
Nationality	Indian	Indian	Indian	Indian	Indian
Relationship with other Directors or KMPs of the Company	None	None	None	None	None
Directorships held in other public companies (excluding foreign companies and Section 8 companies) including Listed Companies	1. BN Up Kusum Solar 1 Private Limited 2. BN Industrial Investment Limited 3. Agastya Energy Industries Private Limited	1. Salasar Balaji Overseas Private Limited 2. Epitome Industries (KA) India Limited	1. Indichip Semiconductors Limited	NIL	1. Supernova Engineers Limited

		3. Epitome Industries (WB) India Limited 4. Epitome Industries (AP) India Limited 5. A1 Agri Global Limited 6. Bn Up Kusum Solar 1 Private Limited 7. Bn Agrochem Limited 8. B.N. Agritech Limited 9. Epitome Industries India Limited 10. Bn Industrial Investment Limited 11. Bn Technologies India Limited			
Memberships/Chairmanships of Committees of other public companies including Listed Companies from which resigned in past three years.	NIL	NIL	NIL	NIL	NIL
No of shares held in the company as on March 31, 2026	NIL	NIL	NIL	NIL	NIL
No. of Board Meetings Held / Attended during the year 2025-26	NIL	NIL	NIL	NIL	NIL

RAKESH M & ASSOCIATES

Chartered Accountants

Regd. Office: Address: - NO 55, THIRD FLOOR SAIDULAJAB, NEAR WEST END MARG NEW DELHI 110030

CHARTERED ACCOUNTANT'S CERTIFICATE
[Pursuant to Regulation 45(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Board of Directors
Sanginita Chemicals Limited

Certificate regarding compliance with Regulation 45(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for change of name of the Company

We have examined the books of account, statutory records, financial statements, relevant documents, information and explanations provided to us by the management of **Sanginita Chemicals Limited** ("the Company") for the purpose of certifying compliance with the requirements of Regulation 45(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") in connection with the proposed change of name of the Company.

Based on our examination and according to the information and explanations given to us, we hereby certify that:

Sr No.	Conditions as per Regulation 45(1)	Our Opinion
1	**At least one year has elapsed since the last change in the name of the Company**	There is no name change in previous one year so the Company has complied with the requirement specified under **Regulation 45(1)(a)** of the SEBI LODR Regulations.
2	**At least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name**	Not applicable, as the Company has complied with the condition specified under Regulation 45(1)(c) below.
3	**The amount invested by the Company in the new activity/project suggested by the proposed new name is at least fifty percent (50%) of the assets of the Company**	Based on the information, explanations, and representations provided by the management, the Company has complied with the requirement specified under Regulation 45(1)(c) of the SEBI LODR Regulations

Accordingly, based on the above and the records examined by us, we certify that the Company has complied with the applicable conditions prescribed under Regulation 45(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the proposed change of name of the Company.

RAKESH M & ASSOCIATES

Chartered Accountants

Regd. Office: Address: - NO 55, THIRD FLOOR SAIDULAJAB,
NEAR WEST END MARG NEW DELHI 110030

INDIA

This certificate is issued pursuant to Regulation 45(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for inclusion in the explanatory statement to the notice convening the general meeting of the shareholders for approval of the proposed change of name of the Company and should not be used for any other purpose without our prior written consent.

For RAKESH M & ASSOCIATES

Chartered Accountants

Firm Registration No. – 043963N

Rakesh Mandal

RAKESH M & ASSOCIATES M. NO. 315488 Chartered Accountants

CA. RAKESH KUMAR MANDAL

(Proprietor)

Membership No. – 315488

UDIN: 26315488YOPZMB8705

Place: New Delhi

Date: 15.07.2026