



12th July, 2023

To,
General Manager
The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai
Maharashtra 400001

Subject : Notice of the 82nd Annual General Meeting ('AGM') of the Company for FY 2022- 23.

Company Code: 540728

ISIN : INE327G01032

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure) Regulations, 2015, attached herewith is the Notice along with Explanatory Statement of the 82nd AGM of the Company to be held on Friday, 11th August, 2023 at 10.30 a.m. (IST) through Video Conference/ Other Audio Visual Means. The said Notice forms part of the Annual Report 2022-23.

The Annual Report for FY 2022-23 is available on the website of the Company at <https://www.sayajigroup.in/investor-relations/>.

This is for your information and records.

Thanking You,
For, Sayaji Industries Limited

(Rajesh H. Shah)
Company Secretary &
Sr. Executive Vice President

Encl.: As above

NOTICE

Notice is hereby given that the 82nd annual general meeting of Sayaji Industries Limited will be held on Friday, 11th August, 2023 at 10.30 a.m. through video conferencing. The company will conduct the meeting from the Registered Office at P.O. Kathwada, Chinubhai Nagar, Maize Products, Ahmedabad - 382430 which shall be deemed to be the venue of the meeting to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited balance sheet as at 31st March, 2023 and the statement of profit and loss and cash flow statement (including the consolidated financial statements) for the year ended on that date together with the notes attached thereto, along with the report of directors and auditors thereon.
2. To appoint a director in place of Mr. Varun P. Mehta (holding DIN 00900734), who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Dalwadi and Associates, Cost Accountants (FRN - 000338) appointed as Cost Auditors by the board of directors of the company to audit the cost records of the company for the financial year 2023-24, be paid a remuneration of ₹1,00,000/- (Rupees one lakh only) plus goods and service tax and out of pocket expenses."

"RESOLVED FURTHER THAT the board of directors of the company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED THAT pursuant to provisions of

Sections 73, 76 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the company be and is hereby accorded to invite and accept deposits from general public and shareholders of the company."

"FURTHER RESOLVED THAT board of directors of the company be and is hereby authorised to prepare and sign a circular or a circular in the form of advertisement in the form prescribed under the Companies (Acceptance of Deposits) Rules, 2014 for inviting and accepting the deposits from general public and shareholders of the company and file the same with the office of the Registrar of Companies for registration thereof duly signed by the majority of the directors of the company and one month thereafter issue the circular or circular in the form of an advertisement in english language in english newspaper and in vernacular language in one vernacular newspaper having wide circulation in gujarat state and a copy of the same be uploaded on the website of the company ."

"FURTHER RESOLVED THAT the circular or circular in the form of advertisement so issued shall remain valid until the expiry of six months from the date of closure of the financial year 2023-24 in which it is issued or until the date on which the financial statement is laid before the company in the annual general meeting or where the annual general meeting for any year has not been held, the latest day on which that meeting should have been held in accordance with the provisions of Companies Act, 2013, whichever is earlier."

"FURTHER RESOLVED THAT the board of directors of the company be and is hereby authorised to determine whether to invite and accept secured or unsecured deposits and the board be and is hereby further authorised to create necessary security in favour of deposit holders in case it decides to accept secured deposits and execute necessary documents and comply with necessary formalities in this regards."

"FURTHER RESOLVED THAT the board of directors of the company be and is hereby authorised to take all the steps to comply with the

requirements of the provisions of Section 73, 76 and other applicable provisions of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014 before inviting and accepting deposits from general public and shareholders of the company and do all the necessary acts and things to ensure that all the compliances are done as required by the said Act and Rules."

**Place : Ahmedabad
Date: May 24, 2023**

**By order of the Board of
Directors**

**Rajesh H. Shah
Company Secretary**

DETAILS OF DIRECTORS SEEKING REAPPOINTMENT AT THE 82ND ANNUAL GENERAL MEETING OF THE COMPANY.

In terms of section 149,152 and other applicable provisions of the Companies Act, 2013 for the purpose of determining the directors liable to retire by rotation, the independent directors shall not be included in the total number of directors of the company. Mr. Varun P. Mehta, shall accordingly retire at the forthcoming annual general meeting and being eligible offers himself for reappointment.

Mr. Varun P. Mehta is presently the executive director of the company since approval of his appointment by the members of the company on 13th August, 2010. Mr. Varun P. Mehta holds a bachelor's degree in science (business administration) from Fordham University, USA. Mr. Varun P. Mehta has been actively involved in the day-to-day management of the company and looks after all important functions like finance, HR, plant operations etc. since his appointment as the executive director of the company. He has been instrumental in his efforts for debottlenecking and automation of manufacturing processes and he along with Mr. Priyam B. Mehta chairman and managing director and Mr. Vishal P.

Mehta executive director is instrumental in the progress of the company till date.

Mr. Varun P. Mehta is the chairman of corporate responsibility committee and a member of stakeholders relationship committee. Mr. Varun P. Mehta is also the executive director in N B Commercial Enterprises Limited, and a director in Viva Texchem Private Limited and Sayaji Agricare Private Limited.

Upon his reappointment as a director, Mr. Varun P. Mehta shall continue to hold the office as the executive director of the company and such reappointment as director shall not be deemed to constitute break in his appointment as the executive director of the company.

Mr. Varun P. Mehta is one of the beneficiary of Varun Family Trust which is holding 10,70,000 equity shares of the company. Mr. Varun P. Mehta is also holding 1,09,360 equity shares of the company in his individual capacity. Apart from this no other equity shares or convertible instruments are held by him either in his own name or in the name of any other person on beneficial basis.

Mr. Varun P. Mehta is interested in the resolution as it concerns his appointment. Mr. Priyam B. Mehta, Mrs. Sujata P. Mehta and Mr. Vishal P. Mehta being related to Mr. Varun P. Mehta may also be regarded as concerned or interested in the appointment of Mr. Varun P. Mehta. No other directors, key managerial personnel of the company and their relatives are concerned or interested, financially or otherwise, in the appointment of Mr. Varun P. Mehta.

**Place : Ahmedabad
Date: May 24, 2023**

**By order of the Board of
Directors**

**Rajesh H. Shah
Company Secretary**

NOTES:

1. In compliance with general circular no.21/2021 dated 14th December, 2021, read with general circular no.20/2020 dated 5th May, 2020, general circular no. 02/2021, dated 13th January, 2021, general circular no.19/2021 dated 8th December, 2021, general circular no. 2/2022 dated 5th May, 2022 and general circular no. 10/2022 dated 28th December, 2022 ("MCA Circulars") the 82nd annual general meeting ("AGM" or "meeting") of the company is being conducted through video conferencing/ other audio visual means ("VC/OAVM") without physical presence of the members at a common venue. In accordance with the secretarial standard -2 on general meeting issued by the Institute of Company Secretaries of India ("ICSI") read with guidance/clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the registered office of the company which shall be deemed to be the venue of the AGM.
2. Pursuant to the provisions of the Companies Act, 2013 ("the Act"), a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a member of the company. However, as the AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of members has been dispensed with. Further as per MCA Circulars, the facility for appointment of proxies by the members will not be available for the AGM and hence the proxy form and attendance slip are not annexed to this notice. However, pursuant to section 113 of the Act, institutional/ corporate members (i.e. any body corporate) may appoint its representative to attend the AGM on their behalf and to vote electronically either during the remote e-voting period or during the AGM on their behalf. For this necessary Resolution/ Authorization should be sent electronically through their registered email address to the scrutinizer at csneerajtrivedi@gmail.com with a copy marked to maize@sayajigroup.in.
3. Members of the company under the category of institutional shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote thereat.
4. The explanatory statement as required under section 102 of the Act is annexed hereto. Further, additional information with respect to item 2 pursuant to the secretarial standards -2 on general meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is also annexed to the notice of the AGM.
5. The board of directors has considered and decided to include the special business as mentioned under item no. 3 and 4 of the notice of AGM, as they are unavoidable in nature.
6. **Attending the AGM :** All the members will be provided with a facility to attend the AGM through VC/OAVM facility provided by KFin Technologies Limited, the registrar and transfer agents ("RTA" or "KFin") of the company. Kindly refer to Note No.19 (C) below for detailed instruction for participating in the AGM through VC/OAVM facility. A member logging in to the VC/OAVM facility using the remote e-voting credentials provided by KFin shall be considered for record of attendance of such member at the AGM and such member attending the AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
7. **Remote e-voting :** The company is providing facility of remote e-voting during the remote e-voting period to its members through KFin. Kindly refer note no. 19(A) and 19(B) below for detailed instruction for remote e-voting.
8. **Voting during the AGM :** Members who are present at the AGM through VC/OAVM facility but have not cast their vote on resolutions through remote e-voting may cast their vote through e-voting during the AGM, Kindly refer note no. 19(C) below for instruction for e-voting during the AGM.
9. Pursuant to sections 101 and 136 of the Act read with Rule 18(1) of the Companies (Management and Administration) Rules, 2015 read with MCA Circulars, the notice calling the 82nd AGM along with the annual report for the financial year ended 31st March, 2023, inter-alia indicating the process and manner of remote e-voting are being sent by e-mail on the e-mail addresses of the members as registered with depositories/ KFin.
10. All the members whose names are recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Friday 7th July, 2023 have been considered for the purpose of sending the notice of the AGM and the annual report. However, instructions have been given at note

no. 19(B)(II) to enable those persons who become members after Friday 7th July, 2023 to receive the notice of the AGM and the annual report.

11. The notice of the AGM and annual report has been uploaded on the website of the company at www.sayajigroup.in. The same is also available on the website of KFin at <https://evoting.kfintech.com>. The notice shall also be accessible from the website of BSE Limited at www.bseindia.com. In case a member is desirous of obtaining physical copy of the notice and/or annual report, the member may send request to maize@sayajigroup.in mentioning folio no./ DP ID and client ID and the same shall be provided by the company.

12. **Submission of questions/ queries prior to AGM:**

a. Members desiring any additional information with regard to accounts/ annual report or has any question or query are requested to send an email from their registered email address, to the company secretary of the company at maize@sayajigroup.in at least 48 hours before the date of the AGM i.e. till 9.00 a.m. (IST) on 9th August, 2023 so as to enable the management to keep the information ready. Please note that members' question will be answered only if they hold share as on the cut-off date.

b. Alternatively, shareholders holding shares as on cut-off date may also visit <https://emeetings.kfintech.com/> and login through user id and password provided in the email received from KFin/ generated as per procedure provided in note no. 19(B) (II). On successful login click on the tab "Post your Queries/ views/ questions here" to post queries/ views/ questions. The window shall be available from Monday, 7th August, 2023 9.00 a.m. (IST) to Wednesday 9th August, 2023, 9.00 a.m. (IST).

13. **Speaker Registration before AGM :** Members of the company who would like to speak or express their views or ask questions during the AGM needs to register themselves as speaker. For this member should visit <https://emeetings.kfintech.com/> and login through the user id and password provided in the email received from KFin/ generated as per procedure provided in Note No. 19(B) (II). On successful

login, select 'Speaker Registration' and follow the process as guided on the screen. The window for Speaker Registration shall open from Monday 7th August, 2023 9.00 a.m. (IST) to Wednesday 9th August, 2023 9.00 a.m. (IST), during which the registration must be completed.

Please note that only those members holding shares on the cut-off date who have registered themselves as speaker by following the procedure as mentioned above shall only be able to speak and express their views/ raise queries during the AGM. If a member is not registered as speaker, such member attending the AGM will be placed under 'listen only' module. **Due to transmission and coordination during the AGM, the company may have to dispense with or curtail the speaker session, hence shareholder are encouraged to send their questions etc. in advance as provided in Note No.12 above.**

14. **Procedure for inspection of documents :** The register of directors and key managerial personnel and their shareholding maintained under Section 170 of the Act and register of contracts and arrangements in which directors are interested maintained under Section 189 of the Act will also be available electronically for inspection by the members during the AGM. All documents referred to in the notice will also be available for electronic inspection without an fees by the members from the date of circulation of this notice upto the date of AGM. i.e. 11th August, 2023. Members seeking to inspect such documents can send an email to maize@sayajigroup.in.

15. In compliance with 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 Listing Regulations read with SEBI Circular No.SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, members are provided with facility to cast their votes electronically on all resolutions set forth in this notice, through remote e-voting during the remote e-voting period. It is hereby clarified that it is not mandatory for a member to vote using the remote e-voting facility. A member may avail of the facility at his/her/its discretion, as per the instructions provided herein below.

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

- I. Day, date and time of commencement of remote e-voting: **Tuesday, 8th August, 2023 at 9.00 a.m. (IST)**
- II. Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed: **Thursday, 10th August 2023 at 5.00 p.m. (IST).**

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.

17. The company has fixed Friday, 4th August 2023, as the **"cut-off date"** for identifying the members who shall be eligible for participation in the AGM through VC/OAVM facility and voting either through remote e-voting during the remote e-voting period or through e-voting during the AGM. A person whose name is recorded in the register of members or in depositories as on the cut-off date shall be entitled to attend the AGM and to vote on the resolutions as set forth in the notice. The voting rights of the members in respect of remote e-voting or e-voting during the AGM shall be reckoned in proportion to their share in the paid-up equity share capital as on the cut-off date. A person who is not a member as on the cut-off date should treat notice of this meeting for information purposes only.
18. For accessing the remote e-voting platform provided by KFin and the platform provided for attending the AGM through VC/OAVM (including e-voting during the AGM) by KFin, the members are provided with the login ID and password (login credentials) in the following manner:
 - a) **For individual shareholders holding shares in demat mode** : The login credentials provided in the email received from KFin/ generated as per procedure provided in the note no. 19(B)(II) are required for attending the AGM through VC/OAVM and e-voting during the AGM which is integrated with the VC platform. For remote e-voting, such shareholders i.e. individual shareholders holding shares in demat mode can use the facility of single login and access the remote e-voting platform from their demat account(s)/ website(s) of depositories/ depository participants (DPs).

For further details please refer Note 18(A) and note no. 19(C) of this AGM notice.

- b) **For non-individual shareholders holding shares in demat mode and all shareholders holding shares in physical mode** : The login credentials provided in the email received from KFin as per procedure provided in note no. 19(B)(II) are required for remote e-voting during the remote e-voting period as mentioned above and for attending the AGM through VC/OAVM and e-voting during the AGM which is integrated with the VC platform provided by RTA.

For further details please refer to note no. 19(B) and 19(C) of this AGM notice.





19. **Instructions for members for remote e-voting, e-voting during the AGM and for attending the AGM through VC/OAVM**

- A) **Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, all individual shareholders holding securities in demat mode, may cast their vote electronically through remote e-voting during the remote e-voting period by way of single login credential through their demat accounts/ websites of depositories/ depository participants (DPs). Individual shareholders holding shares in demat mode, would be able to cast their vote without having to register again with the e-voting service provider (ESP) (i.e, KFin). Shareholders are advised to update their mobile number and email Id with their DPs to access remote e-voting facility.

It is hereby clarified that the facility of login through demat accounts/ websites of depositories/ depository participants (DPs) is only available for remote e-voting. However, for attending the AGM through VC/OAVM and e-voting during the AGM, the remote e-voting credentials as provided by KFinTech will be required and members must follow the detailed procedure as provided in note no. 19(C) below.

The procedure to login and accessing remote e-voting platform, as provided by the depositories is as given below:

Type of shareholders	Login Method		
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Visit URL: II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "access to e-voting" IV. 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. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link https://eservices.nsd.com II. Select "Register Online for IDeAS Portal" or click on https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow the steps given in point I <p>3. Alternatively by directly accessing the e-voting website of NSDL</p> <ol style="list-style-type: none"> I. Open URL https://www.evoting.nsd.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. A new screen will open. 		<p>You will have to enter your User ID (i.e. your sixteen digit demat account number (DPID and Beneficiary ID held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>IV. Post 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, i.e. KFin. On successful selection, you will be redirected to KFin e-voting page for casting your vote during the remote e-voting period</p>
		<p>4. Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned here for seamless voting experience.</p>	<p>NSDP Mobile App is available on</p> <p> </p> <p> </p>
		<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing user of who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. Visit https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password IV. Click on e-voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p>

	<p>I. Option to register is available at https://www.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in Point 1.</p> <p>3. Alternatively, the user can directly access e-Voting on website of CDSL</p> <p>I. Visit URL www.cdslindia.com</p> <p>II. Provide your demat account no. and PAN</p> <p>III. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the E Voting is in progress.</p>
<p>Individual Shareholders login through their demat accounts/ website of depository participants</p>	<p>I. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>II. Once logged in, 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.</p> <p>III. Click on options available against company name or e-voting service provider - KFintech and you will be redirected to e-voting</p>

	<p>website of KFintech for casting your vote during the remote e-voting period without any further authentication.</p>
--	--

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

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at at 022 48867000 or 022 24997000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22- 23058542-43.</p>

B) Login method for remote e-voting for other than individual shareholders holding securities in demat mode and for all shareholders holding securities in physical mode

I. In case of members holding shares as on 7th July, 2023 and receiving notice of AGM by email (in cases when email id is registered) :

Members will receive an email from KFin (for members whose email IDs are registered with the company/ depository participant(s)) which includes details of e-voting event number ("EVEN"), USER ID and password. Kindly follow the following steps :

- a. Open your web browser during the remote e-voting period and navigate to <https://evoting.kfintech.com>
- b. Enter the login credentials (i.e. user-id and

password) mentioned in the letter. Your Folio No./ D P Id No./ Client Id No. will be your user-id.

User-id	For members holding shares in Demat Form:-
For NSDL :-	8 Character DP ID followed by 8 digits client id
For CDSL :-	16 Digits beneficiary id

User-id	For members holding shares in physical form:
	Event number followed by Folio No. registered with the company

Password Your unique password sent via e-mail forwarded through the electronic notice

Captcha Please enter the verification code, i.e. the alphabets and numbers in the exact way as they are displayed for security reasons

- c. After entering these details appropriately, click on "LOGIN"
- d. Members holding shares in demat/ physical form will now reach password change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). Kindly note that this password can be used by the demat holders for voting in any other company where they are eligible to vote, provided that the other company opts for e-voting platform. System will prompt you to change your password and update your contact details like mobile number, e-mail id etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- e. You need to login again with the new credentials.

- f. On successful login, system will prompt you to select the 'Event' i.e. 'Sayaji Industries Limited'.
- g. If you are holding shares in Demat form and had logged on to <https://evoting.kfintech.com> and have cast your vote earlier for any company, then your existing login id and password are to be used.
- h. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held shall not be counted under either head.
- i. Members holding multiple folios/ demat accounts shall choose the voting process separately for each folios/ demat account.
- j. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm. Else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- k. Corporate members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/ JPG format) of the relevant board or governing body resolution/ authorization together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to evoting@kfintech.com' (Details are given in point 2 above). The file/ scanned image of the board resolution/ authority letter should be in the naming format ' Corporate Name - Event no.'

II. In case of members whose email addresses are not registered with the company/KFin or the persons who become members of the company after 7th July, 2023 and holding shares on the cut-off date

For shareholders whose email addresses are not registered with the RTA/ Depositories as on 7th July, 2023, being the date reckoned for dispatch and for any person who acquires shares of the company after 7th July, 2023 and who holds the shares as on the cut-off date i.e. Friday, 4th August, 2023, he/she/it may obtain his/her/its user ID and password in the manner as mentioned below :

I. If the mobile number of the member is registered against Folio no./ DPID ClientID, the member may send SMS MYEPWD<space> E-Voting Event Number+Folio no. or DP ID Client ID to 9212993399

a. Example for NSDL :

MYEPWD <SPACE> IN12345612345678

b. Example for CDSL :

MYEPWD <SPACE> 1402345612345678

c. Example for Physical :

MYEPWD <SPACE> SAJ012345

II. If the mobile number of the member is registered against Folio no./ DPID Client ID, then on the home page of <https://evoting.kfintech.com/> the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

III. Members whose email addresses and mobile numbers are not registered may contact KFin at toll free number 1800-309-4001 or write to them at evoting@Kfintech.com to generate a password. You may have to provide scanned copies of your self-attested PAN, Aadhar Card, Share Certificate or client master of the demat account in which shares of the company are held etc., as may be required,

IV. The members holding shares as on 7th July, 2023 (being the date reckoned for the dispatch of the AGM notice & annual report) and who continue to hold shares as on the cut-off date i.e. Friday, 4th August, 2023 and whose email address and mobile number is not registered, may follow below procedure to register their email address and mobile number for limited purpose of receiving the remote e-voting login credentials along-with a copy of notice of AGM and annual report:

a. Visit the link :

<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>

b. Select the company name viz. Sayaji Industries Limited

c. Enter the DP ID & Client ID/ physical folio number and PAN details. If PAN details are not available on record in respect of a physical folio, member shall enter one of the share certificate numbers.

d. Upload a self-attested copy of the PAN (in case registered) or a self-attested copy of share certificate details of which are entered as mentioned above, for authentication.

e. Enter your email address and mobile number.

f. The system will then confirm the email address for receiving this AGM/ Notice.

g. After successful submission of the email address, KFin will email the annual report, the notice of AGM along with e-voting user ID and password to the shareholders on or before 4th August, 2023.

V. Once the password is received/ retrieved by the shareholders, you may kindly follow the instructions as mentioned in note no. 19(B) (I).

C) **Login method for attending the AGM through VC/OAVM and e-voting during the AGM for all shareholders including the individual shareholders holding shares in demat mode:**

a. Members will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFin. Members can access the VC/OAVM platform at <https://emeetings.kfintech.com/>

b. For attending the AGM all the shareholders (including the individual shareholders holding shares in demat mode) need to use the remote e-voting login credentials as provided by KFin/ company.

c. The remote e-voting credentials will either be received through email from the company/KFin (as mentioned in note no. 19(B)(I) or can be generated or retrieved by following the procedures as mentioned in note no. 19(B)(II).

d. Members attending the AGM through VC/OAVM and who have not already cast their vote by remote e-voting shall be able to cast their vote electronically during the

AGM (e-voting) when window for e-voting is activated.

- e. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same. For voting, an icon will appear on your screen, once the voting is activated. You will be re-directed to voting page once you click on the icon. You can continue to be part of the meeting when you cast your vote. The shareholders shall be guided on the process during the AGM.
- f. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they shall not be allowed to cast their vote again during the AGM.

20. Instructions for all the shareholders for attending the AGM of the company through VC/OAVM

- a. Members can join the AGM through VC/OAVM facility 30 minutes before the scheduled time of the commencement of the AGM by following the procedure mentioned at note no. 19(C) above in the notice, and this mode will be available throughout the proceedings of the AGM.
- b. As per MCA circular, upto 2000 members will be able to join the AGM through VC/OAVM facility on a first-come-first-serve basis. However, the restriction shall not apply to large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, nomination and remuneration committee and stakeholders relationship committee, auditors etc.
- c. Members will be required to grant access to the web-cam, if they intend to speak at the AGM and have registered as 'speaker shareholder' (Kindly refer to note no.13 for registration as 'speaker shareholder').
- d. Members may join the meeting through laptops, smartphones, tablets or Ipads for better experience. Further, members will be required to use internet, with a good speed to avoid any disturbance during the meeting. Members will need the latest version at any of google chrome, safari, internet explorer 11, MS Edge or Firefox browsers. Please note that participants connecting from mobile devices or tablets or through laptops 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 flitches. Members are encouraged to join the meeting through laptops with latest version of google chrome for better experience.

- e. The members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform. The members may click on the voting icon displayed on the screen to cast their votes.
 - f. A member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
 - g. In case any query and/or help, in respect of attending the AGM through VC/OAVM mode, members may refer to the Help & Frequently Asked Questions (FAQs) and 'AGM VC/OAVM' user manual available at the download section of <https://emee-tings.kfintech.com/> or contact at maize@sayajigroup.in or KFintech's toll free No. 1800-309-4001 for any further clarifications or can email queries to evoting@kfintech.com or maize@sayajigroup.in.
- 21. Details of Scrutinizer :** Mr. Niraj Trivedi Practicing Company Secretary (FCS No. 3844 PCS No. 3123) has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer's decision on the validity of the vote shall be final.
- 22.** Once the vote on a resolution stated in this notice is cast by a member through remote e-voting, the member shall not be allowed to change it subsequently and such e-vote shall be treated as final. The members who have cast their vote by remote e-voting may also attend the AGM. However, such member shall not be allowed to vote again during the AGM.
- 23.** The scrutinizer after scrutinizing the votes cast by remote e-voting and e-voting during the e-AGM will make a consolidated scrutinizer's report and submit the same forthwith not later than 48 hours of conclusion of the AGM to the

chairman of the company or a person authorized by him in writing, who shall countersign the same.

24. The results declared along with the consolidated scrutinizer's report shall be hosted on the website of the company www.sayajigroup.in and on the website of KFin i.e. <https://evoting.kfintech.com/>. The results shall simultaneously be communicated to BSE Limited. The result shall also be displayed on the notice board at the registered office of the company.
25. The resolutions shall be deemed to be passed at the registered office of the company on the date of the AGM, subject to receipt of the requisite number of votes in favour of the resolutions.
26. **Details of persons to be contacted for any queries/ issues :**

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available in the download section of <https://evoting.kfintech.com> or call on KFin's toll free number 1800-3454-001 or can send email to evoting@kfintech.com. Any grievances connected with the remote e-voting, attending the e-AGM through video conferencing or e-voting during the AGM may be addressed to Mr Bhaskar Roy, KFin Technologies Limited, Unit: Sayaji Industries Limited, Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad -500032. Contact No. 040-67161511 email einward.ris@kfintech.com. The grievance can also be addressed to Mr. Rajesh Shah, company secretary and compliance officer of the company by sending email to maize@sayajigroup.in.

Individual shareholders holding securities in demat mode for any technical issues related to login through depository with NSDL, may contact the helpdesk by sending a request at evoting@nsdl.com or call at 022 48867000 or 022 24997000.

Individual shareholders holding securities in demat mode for technical issues related to login through depository with CDSL may contact the helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.

27. Members holding shares in electronic form are

informed that bank particulars registered against their respective depository accounts will be used by the company for various purposes. The company or its Registrars cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective depository participant of the members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios are requested to write to the company or its Registrars.

28. Under Section 124 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules, 2016), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its declaration is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The company had, accordingly, transferred such unpaid and unclaimed dividend amount as aforesaid to the IEPF.

Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. During the year, no shares has been transferred to IEPF Account.

Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as may be amended from time to time, the company has uploaded the details of said unpaid and unclaimed amounts transferred to IEPF and shares transferred to IEPF Account on its website www.sayajigroup.in and also on the website of IEPF viz., www.iepf.gov.in.

Members whose dividend/ shares are transferred to IEPF authority can claim the same from the IEPF authority by following the procedure as detailed on the website of IEPF authority <http://iepf.gov.in/IEPFA/refund.html>.

The members whose dividend/ The details of the unpaid or unclaimed dividend are also uploaded as per the requirements, on the company's

website www.sayajigroup.in. Members, who have not encashed their dividend pertaining to the year 2015-16, are advised to write to the company immediately claiming dividend declared by the company.

29. Securities and Exchange Board of India vide its circulars SEBI/HO/MIRSDMIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021, SEBI/HO/MIRSD/MIRSD-RTAMB/P/CIR/2021/687 dated 14th December, 2021 and directions received from SEBI via email dated 8th February, 2023 has made it compulsory for holders of physical securities to furnish valid PAN(where the PAN is linked with Aadhar), full KYC details (address proof, email address, mobile number, bank account details) and nomination (for all eligible folios).

Freezing of Folios without valid PAN, KYC details, Nomination :

- i) In case, any of the aforesaid documents/ details are not available in a Folio, on or after 1st April, 2023, the same shall be frozen by RTA.
- ii) Similarly, in case the PAN(s) in a folio is/are not valid as on the cut-off date specified by the Central Board of Direct Taxes (CBDT) then also the folio shall be frozen as above.
- iii) A member/ claimant will be eligible to lodge grievance or avail service request from the RTA or eligible for any payment including dividend only after furnishing the complete documents or details as aforesaid.
- iv) In case the folio continues to remain frozen as on 31st December, 2025, the RTA/ company shall refer the frozen folios to the administering authority under the Benami Transactions (Prohibitions) Act, 2002.

30. Issuance Securities in dematerialized form in case of Investor Service Requests

Attention of members is drawn to SEBI Notification dated 24th January, 2022, SEBI circular SEBI/HO/MIRSD/MIRSD-RTAMB/P/CIR/2022/8 dated 25th January, 2022, SEBI Circular 2021 and directions received from SEBI via email dated 8th February, 2023. Accordingly, while processing service requests in relation to : 1) issue of duplicate securities certificate; 2) Claim from unclaimed suspense account; 3) Renewal/ Exchange of securities certificate; 4) Endorsement; 5) Sub-division/ spilling of securities certificate; 6) Consolidation of securities certificates/ folios; 7) Transmission and

8) Transposition, the company shall issue securities only in dematerialized form. For processing any of the aforesaid service requests, the securities holder/claimant shall submit duly filled up form ISR-4.

31. Members who are holding shares of the company in physical form are requested to furnish the documents/ details, as per the table below for respective service request, to KFin:

Sr. No.	Particulars	Please furnish details in
1	PAN	From No. : ISR-1
2	Address with PIN code	
3	Email address	
4	Mobile number	
5	Bank account details (Bank name and branch, bank account number, IFS code)	
6	Demat account number	
7	Specimen signature	Form No.: ISR-2
8	Nomination details	Form No.: ISR-13
9	Declaration to opt out nomination	Form No.: ISR-3
10	Cancellation or variation of nomination	Form No.:SH-14
11	Requests for issue of securities in dematerialized form in case as mentioned below : I. Issue of duplicate securities certificate II. Claim from unclaimed suspense account III. Renewal/ Exchange of securities certificate IV. Endorsement V. Sub-division/ Spitting of securities certificate VI. Consolidation of securities certificates/ folios VII. Transmission VIII. Transposition	Form No.:ISR-4

A member needs to submit Form ISR-1 for updating PAN and other KYC details to the RTA of the company. Member may submit Form SH-13 to file nomination. However, in case a member do not wish to file nomination, 'declaration to opt-out' in Form ISR-3 shall be submitted.

In case of major mismatch in the signature of the member(s) as available in the folio with the RTA and the present signature or if the signature is not available with the RTA, then the member(s) shall be required to furnish Banker's attestation of the signature as per Form ISR-2

along-with the documents specified therein. Hence it is advisable that the members send the Form ISR-2 along-with the Form ISR-1 for updating the KYC details for nomination.

All the aforesaid forms can be downloaded from the website of the company, www.sayajigroup.in.

The company has also dispatched a separate communication providing information to the holders of physical securities as above with the status of their respective KYC in record of the company/RTA during the financial year 2022-2023.

32. Mode of submission of form(s) and documents

i) Submitting hard copy through post/ courier etc.

Members can forward the hard copies of duly filled-in and signed form(s) along-with self-attested and dated copies of relevant documentary proofs as mentioned in the respective forms to the following address :

KFin Technologies Limited
Unit : Sayaji Industries Limited
Selenium Tower B, Plot 31-32,
Gachibowli Financial District, Nanakramguda,
Hyderabad-500032.

ii) Through electronic mode with e-sign

In case members have registered their email address, they may send the scan soft copies of the form(s) along with the relevant documents, duly e-signed, from their registered email id to einward.ris@kfintech.com or upload KYC documents with e-sign on RTA's website at the link: <https://ris.kfintech.com/clientservices/div/>

iii) Submitting hard copy at the office of the RTA

The form(s) along with copies of necessary documents can be submitted by the securities holder(s)/ claimant(s), in person at RTA's office. For this, the securities holder/claimant should carry original documents against which copies thereof shall be verified by the authorized person at the RTA and copy(ies) of such documents with IPC stamping with date and initials shall be retained for processing.

Mandatory self-attestation of the documents

Please note that, each page of the documents that are submitted in hard copy must be self-attested by the holder(s). In case the documents are submitted in electronic mode than the same

should be furnished with e-sign or scanned copies of the documents.

E-sign

E-sign is an integrated service which facilitates issuing a digital signature certificate and performing signing or requested data by eSign user. The holder/ claimant may approach any of the empanelled eSign service provider, details of which are available on the website of Controller of Certifying Authorities (CCA), Ministry of Communications and Information Technology (<https://cca.gov.in/>) for the purpose of obtaining an e-sign.

33. The members holding shares in demat are requested to update with respective depository participant, changes, if any, in their registered addresses, mobile number, bank account details, email address and nomination details.
34. Since The AGM will be held through VC/OVM, the Route Map is not annexed to this Notice.
35. As an ongoing endeavour to enhance Investor experience and leverage new technology, our registrar and transfer agents, KFIN Technologies Limited have been continuously developing new applications. Here is a list of applications that has been developed for our investors.

Investor Support Centre: A webpage accessible via any browser enabled system. Investors can use a host of services like Post a Query, Raise a service request, Track the status of their DEMAT and REMAT request, Dividend status, Interest and Redemption status, Upload exemption forms (TDS), Download all ISR and other related forms.

URL: <https://ris.kfintech.com/clientservices/isc>

eSign Facility: Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination requires that eSign option be provided to Investors for raising service requests. KFIN is the first RTA which has enabled the option and can be accessed via the link below.

URL: <https://ris.kfintech.com/clientservices/isr>

KYC Status : Shareholders can access the KYC status of their folio. The webpage has been created to ensure that shareholders have the requisite information regarding their folios.

URL: <https://ris.kfintech.com/clientservices/isc/kycqry.aspx>

KPRISM: A mobile application as well as a

webpage which allows users to access Folio details , Interest and Dividend status, FAQs, ISR Forms and full suite of other investor services.

URL: <https://kprism.kfintech.com/signin.aspx>

WhatsApp: Modern technology has made it easier to communicate with shareholder across multiple levels. WhatsApp has a wider reach today with majority having a know-how of the application. In order to facilitate the shareholders KFIN has now a dedicated WhatsApp number that can be used for a bouquet of services.

WhatsApp Number : (91) 910 009 4099

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS

Item no. 3

The Board, on the recommendations of the Audit Committee has approved the re-appointment of M/s Dalwadi and Associates, Cost Accountants (FRN - 000338) as cost auditor at a remuneration of ₹ 1,00,000/- (Rupees One Lakh only) plus Goods and of the service tax and out of pocket expenses as applicable to conduct the audit of the cost records of the company for the financial year ending 31st March, 2024.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at item no.3 of the notice for ratification of the remuneration payable to the cost auditors for the financial year ending 31st March, 2024.

Certificate dated 12th April, 2023 issued by the above firm regarding their eligibility for appointment as cost auditors will be available for inspection at the registered office of the company during 9.00 a.m. to 5.30 p.m. on all working days and shall also be available at the annual general meeting of the company.

None of the directors and key managerial personnel of the company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item no.3.

The board recommends the resolution as set forth at item no.3 of the notice for approval of the members.

Item no. 4

The Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014 allows the company to invite and accept deposits to the extent of 25% of its paid up capital and free reserves from general public and to the extent of 10% of its paid up capital and free reserves from its shareholders after passing a resolution at the annual general meeting of the company and after complying with various requirements as mentioned in Section 73 and Section 76 of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014. The consent of the members of the company is accordingly sought for the purpose of inviting and accepting deposits by way of passing an ordinary resolution as mentioned in item no.4.

It is also proposed to authorize the board of directors of the company to invite and accept secured or unsecured deposits and take all the necessary steps and to ensure compliance of the provisions of Section 73 and 76 of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014 for the purpose of accepting and inviting such deposits from general public and shareholders as aforesaid and for the purpose of filing a circular or circular in the form of advertisement with registrar of companies before one month of issuance of such circular or advertisement and subsequently issuance of such circular or advertisement in the manner as indicated in the resolution.

None of the directors and key managerial personnel of the company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item no.4.

The board recommends the resolution as set forth at item no.4 of the notice for approval of the members.

Details of Directors Seeking Appointment/ Re-Appointment at the Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard - 2 on General Meetings]

Sr. No.	Particulars	Details of Director
1	Name of Director	Mr.Varun P. Mehta
2	DIN	00900734
3	Age	36 years
4	Qualifications	Bachelor's degree in science (business administration) from Fordham University, USA
5	Experience	Over 16 years of experience in corn wet milling industry
6	Terms and condition of appointment or re-appointment	Directors retiring by rotation
7	Details of remuneration to paid during the financial year 2022-23, if any	₹ 169.77 Lakhs
8	Date of appointment to the board	First appointed on 18.10.2006. Lastly reappointed as the Executive Director for the term starting from 1 st April, 2019 till 31 st March, 2024.
9	Shareholding in the company	1,09,360 Equity shares of ₹ 5/- each. Also beneficiary of Varun Family Trust which is holding 10,70,000 Equity shares of the company.
10	Relationship with other Directors/ KMPs	Mr. Varun P. Mehta is son of Mr. Priyam B Mehta, Managing Director and Mrs. Sujata P. Mehta, Director and is brother of Mr. Vishal P. Mehta, Executive Directors of the company.
11	No. of meetings attended during the year.	5
12	In case of independent director, justification for choosing the appointee	Not Applicable
13	Listed entities from which the person has resigned in the past three years	Nil
14	Directorships/ Memberships/ Chairmanship of Committee	
	Name of Domestic Companies in which director	Name of committees in which member/ chairman
	Sayaji Industries Limited	Corporate Social Responsibility Committee - Chairman Stakeholders Relationship Committee - Member
	N B Commercial Enterprises Limited	Corporate Social Responsibility Committee - Chairman Audit Committee - Member
	Viva Texchem Private Limited	-
	Sayaji Agricare Private Limited	-